

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **GRAND BAOXIN AUTO GROUP LIMITED**

**廣匯寶信汽車集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1293)**

### **(I) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND (II) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 30 June 2021:

- (i) Mr. Diao Jianshen has resigned as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee;
- (ii) Mr. Chan Wan Tsun Adrian Alan has resigned as an independent non-executive Director and a member of the Audit Committee;
- (iii) Ms. Liu Wenji has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee; and
- (iv) Mr. Ho Hung Tim Chester has been appointed as an independent non-executive Director and a member of the Audit Committee.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Grand Baoxin Auto Group Limited (the “**Company**” and its subsidiaries, the “**Group**”) announces that, with effect from 30 June 2021, (i) Mr. Diao Jianshen (刁建申) (“**Mr. Diao**”) has resigned as an independent non-executive Director, the chairman of the Audit Committee (the “**Audit Committee**”), the chairman of the Remuneration Committee (the “**Remuneration Committee**”) and a member of the Nomination Committee (the “**Nomination Committee**”) of the Company of the Board due to the need to devote more time on his other personal commitments; and (ii) Mr. Chan Wan Tsun Adrian Alan (陳弘俊) (“**Mr. Chan**”) has tendered his resignation as an independent non-executive Director and a member of the Audit Committee due to the need to devote more time on his other personal commitments.

Both Mr. Diao and Mr. Chan have confirmed that they have no disagreement with the Board and that there are no matters in relation to their respective resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and/or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Diao and Mr. Chan for their valuable contributions as independent non-executive Directors during their tenure of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that, with effect from 30 June 2021, (i) Ms. Liu Wenji (劉文姬) (“**Ms. Liu**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee; and (ii) Mr. Ho Hung Tim Chester (何鴻添) (“**Mr. Ho**”) has been appointed as an independent non-executive Director and a member of the Audit Committee.

The biographical details of each of Ms. Liu and Mr. Ho are set out below:

**Ms. Liu Wenji (劉文姬)**

**Ms. Liu**, aged 58, has over 30 years of professional management experience in government departments and companies. She has been the deputy secretary general of China Automobile Dealers Association since November 2007. She was the former deputy director of the Fuel Department of the Ministry of Domestic Trade from September 1990 to July 1999 and manager of Assets Department of China Automobile Trade General Corp. (中國汽車貿易總公司) from July 1999 to June 2002. She was the assistant to the general manager of Huaxing New World Auto Service Company Limited\* (華星新世界汽車服務有限公司) from June 2002 to July 2007.

Ms. Liu obtained a bachelor's degree of business management from the China University of Mining and Technology (中國礦業大學) in July 1985 and a master's degree of engineering from the same university in July 1990.

Ms. Liu does not hold any directorship in any public companies, the securities of which are listed on any securities market in the People's Republic of China, Hong Kong or overseas in the last three years preceding the date of this announcement or any other position within the Company and other members of the Group.

Ms. Liu has entered into an appointment letter with the Company for an initial term of one year commencing on 30 June 2021, subject to renewal. She shall hold office until the forthcoming annual general meeting of the Company after her appointment and shall then be eligible for re-election at that general meeting, and thereafter subject to retirement by rotation at least once every three years at each annual general meeting according to the amended and restated memorandum and articles of association of the Company (the "**Articles**"). According to the appointment letter, Ms. Liu is entitled to an annual director's fee of RMB100,000 (or HK\$ equivalent) and a discretionary bonus based on the recommendation of the Remuneration Committee. All of the above remunerations were determined with reference to the duties and responsibilities of Ms. Liu with the Company, the Company's performance and the prevailing market conditions.

As at the date of this announcement, Ms. Liu does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Ms. Liu has confirmed her independence in accordance with Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Liu that need to be brought to the attention of the Shareholders.

**Mr. Ho Hung Tim Chester (何鴻添)**

**Mr. Ho**, aged 55, has over 30 years of professional accounting and financial service experience in Canada and Hong Kong. He has been the external independent member of the Investment Committee of Canadian Race Relations Foundation since January 2020. He was a tax senior of Arthur Andersen & Co. (Canada) from January 1990 to October 1992 and a senior accountant of Ernst & Young (Hong Kong) from December 1992 to September 1994. He worked in Anglo Chinese Corporate Finance, Limited from May 1995 to July 2000, and left the firm as a director. He later worked in Hang Lung Group Limited as a senior investment manager from August 2000 to June 2002. He worked in China Resources Group from June 2002 to December 2014, and left the firm as the senior deputy chief financial officer of Finance Department.

Mr. Ho obtained a first class honour of bachelor’s degree of arts in economic and social studies from the University of Manchester in England in July 1988 and a master’s degree of business administration from the University of Toronto in Canada in November 1990. He is a member of the American Institute of Chartered Financial Analyst, a Fellow of Canadian Securities Institute, a Canadian Certified Investment Manager, a member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Professional Accountants of Ontario (Canada) and a member of the American Institute of Certified Public Accountants.

Mr. Ho does not hold any directorship in any public companies, the securities of which are listed on any securities market in the People’s Republic of China, Hong Kong or overseas in the last three years preceding the date of this announcement or any other position within the Company and other members of the Group.

Mr. Ho has entered into an appointment letter with the Company for an initial term of one year commenced on 30 June 2021, subject to renewal. He shall hold office until the forthcoming annual general meeting of the Company after his appointment and shall then be eligible for re-election at that general meeting, and thereafter subject to retirement by rotation at least once every three years at each annual general meeting according to the Articles. According to the appointment letter, Mr. Ho is entitled to an annual director's fee of RMB100,000 (or HK\$ equivalent) and a discretionary bonus based on the recommendation of the Remuneration Committee. All of the above remunerations were determined with reference to the duties and responsibilities of Mr. Ho with the Company, the Company's performance and the prevailing market conditions.

As at the date of this announcement, Mr. Ho does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Mr. Ho has confirmed his independence in accordance with Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Mr. Ho that need to be brought to the attention of the Shareholders.

The Board would like to express the warmest welcome to Ms. Liu and Mr. Ho in joining the Company.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the change of independent non-executive Directors, (i) Mr. Diao has ceased to be the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee; (ii) Mr. Chan has ceased to be a member of the Audit Committee; (iii) Ms. Liu has been appointed as the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee, and (iv) Mr. Ho has been appointed as a member of the Audit Committee.

By order of the Board  
**Grand Baoxin Auto Group Limited**  
**LU Wei**  
*Chairman*

Hong Kong, 30 June 2021

\* *In this announcement, the English names of certain PRC entities are translations of their Chinese names and included for identification purposes only and is marked “\*”. In the event of any inconsistency, the Chinese names shall prevail.*

*As at the date of this announcement, the Company’s executive Directors are Mr. LU Wei, Mr. WANG Xinming, Mr. LU Ao, and Ms. XU Xing; and the independent non-executive Directors are Ms. LIU Wenji, Ms. LIU Yangfang and Mr. HO Hung Tim Chester.*