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Zhong Ao Home Group Limited

中奥到家集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1538)

**VACATION OF OFFICE OF DIRECTOR
AND
CHANGE IN COMPOSITIONS OF BOARD COMMITTEES**

This announcement is made by Zhong Ao Home Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to announce that Mr. Zhang Weilun (“**Mr. Zhang**”), an independent non-executive Director, has not attended any Board meetings since May 2021 without special leave of absence from the Board and has not appointed any alternate Director to attend Board meetings in his stead and the Company has lost contact with him.

Pursuant to Article 86(3) of the Articles of Association of the Company (the “**Articles**”), the office of a director shall be vacated if the director, among other things, without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated.

Having considered that Mr. Zhang has not been able to discharge his duties as an independent non-executive Director, the office of Mr. Zhang as an independent non-executive Director has been vacated on 11 November 2021 by resolution of the Board (the “**Resolution**”) in accordance with Article 86(3) of the Articles. Upon the passing of the Resolution, Mr. Zhang ceased to be an independent non-executive Director.

Mr. Zhang was an independent non-executive Director and he was responsible for supervising and providing independent advice to our Board. As the Board consisted of a total of four independent non-executive Directors (including Mr. Zhang), during Mr. Zhang’s absence, his work has been covered by other independent non-executive Directors and the Board confirms that neither the functions of the Board nor the business operation of the Group have been materially and adversely affected by Mr. Zhang’s absence.

Following the vacation of office of Mr. Zhang as an independent non-executive Director, the Board now comprises four executive Directors, two non-executive Directors and three independent non-executive Directors.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Board is not aware of any disagreement between Mr. Zhang and the Board or any matter relating to the vacation of Mr. Zhang's office as an independent non-executive Director that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

CHANGE IN COMPOSITIONS OF BOARD COMMITTEES

Following the vacation of office of Mr. Zhang as an independent non-executive Director on 11 November 2021, Mr. Zhang ceased to be (i) a member of the audit committee of the Board (the "**Audit Committee**"); (ii) the chairman of the remuneration committee of the Board (the "**Remuneration Committee**"); and (iii) a member of the nomination committee of the Board (the "**Nomination Committee**").

With effect from 11 November 2021, (i) Mr. Huang Anxin, an independent non-executive Director, has been appointed as a member of the Audit Committee; (ii) Mr. Chan Ka Leung, Kevin, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee; and (iii) the number of members of the Nomination Committee reduces from four members to three members.

By order of the Board
Zhong Ao Home Group Limited
LIU Jian
Chairman and Executive Director

Hong Kong, 11 November 2021

As at the date of this announcement, the Board comprises Mr. Liu Jian, Ms. Chen Zhuo, Mr. Liang Bing and Mr. Long Weimin as executive Directors, Mr. Wu Zhihua and Ms. Jin Keli as non-executive Directors, and Mr. Chan Wai Cheung, Admiral, Mr. Chan Ka Leung, Kevin and Mr. Huang Anxin as independent non-executive Directors.