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**Wenye Group Holdings Limited**

**文業集團控股有限公司**

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

**(Stock Code: 1802)**

**(1) RESIGNATION OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS;  
(2) APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS;  
(3) CHANGE OF COMPOSITION OF  
BOARD COMMITTEES; AND  
(4) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Wenye Group Holdings Limited (文業集團控股有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (“**Board**”) of directors (the “**Director(s)**”) hereby announces that, with effect from 14 June 2022, the following independent non-executive Directors of the Company (the “**INEDs**”, each an “**INED**”) have resigned as INEDs:

- (i) Ms. Huang Guiqing (“**Ms. Huang**”) resigned as INED as she wishes to dedicate more time and attention to her other personal and business commitments. In addition, Ms. Huang also resigned as the chairperson of the audit committee of the Company (the “**Audit Committee**”), a member of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”); and

(ii) Mr. Liu Ziping (“**Mr. Liu**”) resigned as INED as he wishes to dedicate more time and attention to his other personal and business commitments. In addition, Mr. Liu also resigned as a member of the Audit Committee.

Each of Ms. Huang and Mr. Liu confirmed that they have no disagreement with the Board of Directors and there is no matter in respect of their resignation which ought to be brought to the attention of the Stock Exchange and the shareholders of the Company (the “**Shareholder(s)**”).

The Board would like to take this opportunity to express its sincere gratitude to Ms. Huang and Mr. Liu for their valuable contribution to the Company during their tenure.

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

The Board is pleased to announce that, (i) Mr. Gao Rongshun (“**Mr. Gao**”) has been appointed as the INED and a member of the Audit Committee; and (ii) Mr. Yi Xiaopei (“**Mr. Yi**”) has been appointed as the INED and the chairperson of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee, with effect from 14 June 2022.

The biographical details of Mr. Gao and Mr. Yi are set out below:

### **Mr. Gao Rongshun**

Mr. Gao, aged 49, is a registered lawyer admitted in the People’s Republic of China (“**PRC**”) since 2004. From September 2002 to October 2004, he worked in Jiamusi Mingyang Law Firm\* (佳木斯市明陽律師事務所). From November 2004 to March 2010, he then worked in Guangdong Henggang Law Firm\* (廣東恒港律師事務所) as a registered lawyer. He has been the principal and a lawyer in Guangdong Langdi Law Firm\* (廣東朗迪律師事務所) since April 2010. Mr. Gao received his bachelor’s degree in law from Heilongjiang Bayi Agricultural University\* (黑龍江八一農墾大學), the PRC in July 1996.

The Company has entered into a letter of appointment with Mr. Gao with effect from 14 June 2022. Mr. Gao is entitled to a director's fee of RMB80,000 per annum, which was determined by the Board after considering a range of factors including his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Gao is appointed for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office. Either party to the letter of appointment may terminate the appointment by giving the other party one month's written notice. Mr. Gao will hold office until the next general meeting of the Company after his appointment and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company (the "**Articles**").

Mr. Gao confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Upon the appointment as the INED, Mr. Gao is also appointed as a member of the Audit Committee.

#### **Mr. Yi Xiaopei**

Mr. Yi, aged 42, is a registered accountant (non-practising) of Guangdong Provincial Institute of Certified Public Accountant of the PRC. From 2010 to 2011, He worked in Zhuhai Branch of Dahua Certified Public Accountants Co., Ltd.\* (立信大華會計師事務所有限公司珠海分所) of the PRC as an auditor. From November 2011 to November 2012, he worked in Zhuhai Meidi Education Consulting Services Co., Ltd.\* (珠海美地教育諮詢服務有限公司), a company incorporated in the PRC, as an audit manager. From November 2013 to November 2014, he worked in Altair Nanotechnologies (China) Co., Ltd.\* (奧鈦納米技術(中國)有限公司), a company incorporated in the PRC, as the assistant of chief financial officer. From November 2014 to September 2017, he worked at Dahua Certified Public Accountants (Special General Partnership)\* (大華會計師事務所(特殊普通合夥)) of the PRC as a project manager. Mr. Yi joined Zhuhai Fillgold Technology Co., Ltd.\* (珠海菲高科技股份有限公司) ("**Fillgold Technology**"), a company previously listed on National Equities Exchange and Quotations (全國中小企業股份轉讓系統)(stock code: 872769) in April 2018 and later delisted in September 2019, in October 2017 and served as an accountant. He has been the chief financial officer and director of Fillgold Technology since June 2018 and August 2018, respectively.

The Company has entered into a letter of appointment with Mr. Yi with effect from 14 June 2022. Mr. Yi is entitled to a director's fee of RMB80,000 per annum which was determined by the Board after considering a range of factors including his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Mr. Yi is appointed for an initial term of one year, which will be automatically renewed for one year upon expiry of his term of office. Either party to the letter of appointment may terminate the appointment by giving the other party one month's written notice. Mr. Yi will hold office until the next general meeting of the Company after his appointment and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

Mr. Yi confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Upon the appointment as the INED, Mr. Yi is also appointed as the chairperson of the Audit Committee, a member of the Remuneration Committee and a member of the Nomination Committee.

Save as disclosed above, each of Mr. Gao and Mr. Yi confirms that as at the date of this announcement, he (i) did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with any member of the Group; (iii) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company; (iv) did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is not aware of any additional information that is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

The Board would like to express its sincere welcome to Mr. Gao and Mr. Yi for joining the Board.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 13 May 2022 until the publication of the 2021 Annual Report.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares of the Company.**

By Order of the Board  
**Wenye Group Holdings Limited**  
**Fan Shaozhou**  
*Chairman and Chief Executive Officer*

Shenzhen, PRC, 14 June 2022

*As at the date of this announcement, the executive Directors of the Company are Mr. Fan Shaozhou, Mr. Wan Neng and Mr. Peng Weizhou; the non-executive Directors of the Company are Mr. Deng Guanghui and Mr. Chen Li; and the independent non-executive directors of the Company are Mr. Liu Xiaoyi, Mr. Gao Rongshun and Mr. Yi Xiaopei.*