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**Sino Energy International Holdings Group Limited**  
**中能國際控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 1096)

**CHANGE OF DIRECTORS;  
COMPLIANCE WITH RULES 3.10A, 3.25 AND 3.27A  
OF THE LISTING RULES; AND  
NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21  
OF THE LISTING RULES**

**CHANGE OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sino Energy International Holdings Group Limited (the “**Company**”) would like to announce that:

- (i) Mr. Zhu Tianxiang (“**Mr. Zhu**”) has resigned as an executive Director due to other business commitments with effect from 26 October 2022;
- (ii) Mr. Chong Cha Hwa (“**Mr. Chong**”) has resigned as an independent non-executive Director due to other business commitments with effect from 31 October 2022, and ceased to be a member of each of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company following his resignation; and
- (iii) Mr. Ding Ming (“**Mr. Ding**”) has resigned as an executive Director due to health reasons with effect from 3 November 2022.

Each of Mr. Zhu, Mr. Chong and Mr. Ding has confirmed that he has no disagreements with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company or to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Zhu, Mr. Chong and Mr. Ding for their contributions to the Company during their tenure of office.

The Board is pleased to announce that with effect from 3 November 2022:

- (i) Mr. Tao Yunlong (“**Mr. Tao**”) has been appointed as an executive Director;
- (ii) Mr. Wang Kun (“**Mr. Wang**”) has been appointed as an independent non-executive Director, and the chairman of Nomination Committee, and a member of each of Audit Committee and Remuneration Committee; and
- (iii) Mr. Zhou Weiyu (“**Mr. Zhou**”) has been appointed as an independent non-executive Director, and the chairman of each of Audit Committee and Remuneration Committee, and a member of Nomination Committee.

The biographical details of Mr. Tao Yunlong are set out as follows:

Mr. Tao Yunlong, aged 34, holds a master’s degree in Finance from the National University of Singapore. Mr. Tao has been the project manager in bond financing department of Orient Securities Investment Banking Co., Ltd.\* (東方證券承銷保薦有限公司) since 2014, has been the deputy general manager in bond financing department of CSC Financial Co., Ltd. since 2017 and has been the general manager in bond financing department and the independent director of Wanlian Securities Co., Ltd.\* (萬聯證券股份有限公司) since 2019. He also serves as the assistant director of the Jiangsu Branch, the National Inclusive Finance Exchange Center (全國普惠金融交易中心), the consultant of the Asian Infrastructure Investment Bank Council, the deputy secretary of the natural special fund of Beijing Yicheng Cooperative Development Foundation and the deputy secretary of Shenzhen Digital Economy Association.

With respect to his directorship with the Company, Mr. Tao has not entered into a service contract with the Company and Mr. Tao will be appointed for a term of 1 year and shall continue thereafter, unless a notice in writing is served by either party. Mr. Tao is entitled to an annual remuneration of HK\$240,000 without discretionary bonus. The remuneration is recommended by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Tao shall only hold office until the next general meeting of the Company after his appointment but shall be eligible for re-election in accordance with the articles of association of the Company.

As at the date of the announcement, Mr. Tao does not have any interests or short positions in the shares or underlying shares in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Tao (i) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)).

Save as disclosed above, there is no other information related to the appointment of Mr. Tao as an executive Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The biographical details of Mr. Wang Kun are set out as follows:

Mr. Wang Kun, aged 40, was graduated from China University of Political Science and Law with a bachelor degree of laws and a master degree of laws. Mr. Wang once worked in financial institutions including securities companies and banks. Mr. Wang provides legal advisory services to various sizeable corporations and listed companies relating to mergers and acquisitions, corporate restructuring, development and issuance of financial products.

Mr. Wang has been the executive general manager of China Orient Capital Investment Group Limited since 2019. He was an executive director of China Futex Holdings Limited, a company listed on GEM of the Stock Exchange and was delisted on 7 June 2022 (stock code: 8506), from 19 March 2021 to 2 June 2022.

Mr. Wang is a lawyer since February 2007, who specializing in providing legal advisory services to various sizeable corporations and listed companies relating to mergers and acquisitions, corporate restructuring, development and issuance of financial products.

With respect to his directorship with the Company, Mr. Wang has not entered into a service contract with the Company and Mr. Wang will be appointed for a term of 1 year and shall continue thereafter, unless a notice in writing is served by either party. Mr. Wang is entitled to an annual remuneration of HK\$240,000 without discretionary bonus. The remuneration is recommended by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Wang shall only hold office until the next general meeting of the Company after his appointment but shall be eligible for re-election in accordance with the articles of association of the Company.

As at the date of the announcement, Mr. Wang does not have any interests or short positions in the shares or underlying shares in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Wang (i) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Save as disclosed above, there is no other information related to the appointment of Mr. Wang as an independent non-executive Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The biographical details of Mr. Zhou Weiyu are set out as follows:

Mr. Zhou Weiyu, aged 42, holds a master's degree in national economics from the Central University of Finance and Economics. Mr. Zhou has been employed by Haitong Securities Co., Ltd.\* (海通證券股份有限公司) since 2007, and has been the sales controller in the Securities Business Office of Haitong Securities Co., Ltd. since 2012, being in charge of the business of securities institutions. Mr. Zhou has been employed by Changjiang Securities Company Limited\* (長江證券股份有限公司) as the general manager in Securities Business Department since 2017, in charge of the big investment banking business. He has joined in the China Democratic National Construction Association (中國民主建國會) since 2019, and has been appointed as the deputy director of the Beijing Xicheng District Finance Committee of the China Democratic National Construction Association (中國民主建國會北京西城區金融委員會) by the Beijing Municipal Committee of the CPC since 2021.

With respect to his directorship with the Company, Mr. Zhou has not entered into a service contract with the Company and Mr. Zhou will be appointed for a term of 1 year and shall continue thereafter, unless a notice in writing is served by either party. Mr. Zhou is entitled to an annual remuneration of HK\$240,000 without discretionary bonus. The remuneration is recommended by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions. Mr. Zhou shall only hold office until the next general meeting of the Company after his appointment but shall be eligible for re-election in accordance with the articles of association of the Company.

As at the date of the announcement, Mr. Zhou does not have any interests or short positions in the shares or underlying shares in the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Zhou (i) has not held any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as respectively defined in the Listing Rules).

Save as disclosed above, there is no other information related to the appointment of Mr. Zhou as an independent non-executive Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Tao, Mr. Wang and Mr. Zhou for joining the Board.

## **COMPLIANCE WITH RULES 3.10A, 3.25 AND 3.27A OF THE LISTING RULES**

Following the appointment of Mr. Wang Kun and Mr. Zhou Weiyu, the Company is in compliance with:

- Rule 3.10A of the Listing Rules which the number of independent non-executive Directors represents more than one-third of the Board;
- Rule 3.25 of the Listing Rules regarding the requirements of the Remuneration Committee; and
- Rule 3.27A of the Listing Rules regarding the requirements of the Nomination Committee.

## **NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES**

Following the resignation of Mr. Zhu, Mr. Chong and Mr. Ding, and the appointment of Mr. Tao, Mr. Wang and Mr. Zhou, the composition of the Board comprises three executive Directors and two independent non-executive Directors and hence the number of the independent non-executive Directors and the members of the Audit Committee still fell below the requirements under Rules 3.10(1) and 3.21 of the Listing Rules.

The Board is in the process of identifying a suitable candidate to fill the vacancies of the independent non-executive Director and of the member of each of the Audit Committee and Remuneration Committee and will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable and, in any event, within three-months pursuant to Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the board of  
**Sino Energy International Holdings Group Limited**  
**Chen Jianbao**  
*Chairman*

Hong Kong, 3 November 2022

*As at the date of this announcement, the executive Directors are Mr. Chen Jianbao, Mr. Kwong Yuk Lap and Mr. Tao Yunlong; and the independent non-executive Directors are Mr. Wang Kun and Mr. Zhou Weiyu.*

\* *For identification purposes only*