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嘉士利集團有限公司
Jiashili Group Limited



(incorporated in the Cayman Islands with limited liability)

(Stock code: 1285)

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces the following changes to the Board with effect from 1 October 2023:

- (1) the appointment of Ms. Huang Rujiao (黃如嬌) as an executive Director of the Company; and
- (2) the appointment of Mr. Zhang Ziwen (張子文) as an independent non-executive Director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

The board (the “**Board**”) of directors (the “**Directors**”) of Jiashili Group Limited (the “**Company**”, together with its subsidiaries the “**Group**”) announces the following changes to the Board with effect from 1 October 2023:

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Huang Rujiao (黃如嬌) (“**Ms. Huang**”) has been appointed as an executive Director with effect from 1 October 2023.

The biographical details of Ms. Huang are set out below.

Ms. Huang Rujiao, (“**Ms. Huang**”) age 56, has been the general manager of Guangdong Zhongchen Industrial Holding Co., Ltd.* (廣東中晨實業集團有限公司) from 2000 to 2015. Ms. Huang is currently the general manager of Guangdong Kangli Food Company Limited* (廣東康力食品有限公司) since 2017, responsible for the overall operation, management and development of the company. Ms Huang obtained her Bachelor degree in Business Administration from the School of Business at Sun Yat-Sen University (中山大學). Ms. Huang has around 25 years of executive management and administration experience in various enterprises.

Ms. Huang is the sister of Mr. Huang Xianming (“**Mr. Huang**”), the substantial shareholder and executive Director of the Company.

There is an initial three-year director service contract which is subject to termination by either party giving not less than three month written notice between the Company and Ms. Huang in respect of her appointment as an executive Director of the Company. Ms Huang is subject to retirement and re-election at the next general meeting of the Company and, thereafter, to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Ms Huang is entitled to receive an annual director's fee of HK\$180,000. The fee is in line with that paid by the Company to other executive Directors. Her remuneration is fixed in her service contract and has been determined by reference to prevailing market conditions, her position as an executive Director and her responsibilities within the Group. Ms. Huang may at the discretion of the Company receive an annual bonus in addition to her normal remuneration. Bonus awards are determined by reference to, among other factors, the operating results and requirements of the Group and Ms. Huang's contribution to the performance of the Group.

As at the date of this announcement, Kaiyuan Investments Limited ("**Kaiyuan**") and Great Logistics Global Limited ("**Great Logistics**") owns approximately 66.55% of and 8.26% of the issued share capital of the Company. Great Logistics is wholly owned by Mr. Huang. Kaiyuan is owned as to 80% by Great Logistics and as to 5% by Ms. Huang, through her investment holding company namely Grand Wing Investments Limited. The rest of the 15% shareholding is owned by Mr. Huang's other sisters.

As disclosed above, Ms. Huang is a sister of Mr. Huang, and therefore she is deemed to be parties acting in concert with Mr. Huang and is deemed to be interested in the 310,472,000 shares, representing approximately 74.81% of the issued share capital of the Company, in which Mr. Huang is interested.

Save as disclosed above, as at the date of this announcement, Ms. Huang (i) does not have any other 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); (ii) does not have any other relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company; (iii) has not been a director of any other publicly listed company in the three years immediately preceding the date of this announcement; and (iv) does not have other major appointments and professional qualifications.

Saved as disclosed above, there is no other information in relation to Ms. Huang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities ("**Listing Rules**") on the Stock Exchange of Hong Kong and there are no other matters in relation to the appointment of Ms. Huang as an executive Director that need to be brought to the attention of the Shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhang Ziwen (張子文) ("**Mr. Zhang**") has been appointed as an independent non-executive Director of the Company with effect from 1 October 2023.

The biographical details of Mr. Zhang are set out below.

Mr. Zhang Ziwen, ("**Mr. Zhang**") age 28, obtained his Bachelor degree in Engineering with major in Theoretical and Applied Mechanics from the School of Aeronautics and Astronautics at Sun Yat-Sen University (中山大學) in June 2017 and a Master degree in

Engineering with major in Engineering Mechanics at Sun Yat-Sen University (中山大學) in June 2020. Mr. Zhang is currently worked in China Automotive Technology and Research Testing Centre (Guangzhou) Co., Limited* (中汽研汽車檢驗中心(廣州)有限公司) as engineer since July 2020.

Mr. Zhang entered into a letter of appointment with the Company for a term of three years to commence on 1 October 2023 which is subject to termination by either party giving not less than three month written notice. Mr. Zhang, who was appointed by the Board as an addition to the Board, will hold office until the forthcoming annual general meeting and, being eligible, be subject to re-election at such meeting by the Shareholders of the Company. Mr. Zhang is also subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years in accordance with the articles of association of the Company and the Listing Rules. According to the letter of appointment, Mr. Zhang is entitled to receive remuneration of HK\$180,000 per annum. Mr. Zhang's emoluments are recommended by the Remuneration Committee of the Company and approved by the Board based on his experience, qualifications, duties and responsibilities in the Company, as well as prevailing market conditions. Mr. Zhang has confirmed that he has met the independence criteria as set out in the Listing Rule 3.13.

Mr. Zhang has also been appointed as a member of each of the Audit Committee, and Remuneration Committee and Nomination Committee of the Company with effect from 1 October 2023.

Save as disclosed above, as at the date of this announcement, Mr. Zhang, (i) does not hold any other positions in the Company or other members of the Group; (ii) has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments or professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the securities of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters concerning Mr. Zhang's appointment as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information relating to the appointment of Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to the new appointment of Ms. Huang and Mr. Zhang in the Company.

By order of the Board
Jiashili Group Limited
Huang Xianming
Chairman

Hong Kong, 28 September 2023

As at the date of this announcement, the Board comprises Mr. Huang Xianming, Mr. Tan Chaojun, Mr. Chen Songhuan, Mr. Li Fuliang, Mr. Lu Jianxiong and Mr. Huang Zekun as executive directors; Mr. Kam Robert, Mr. Ma Xiaoqiang and Mr. Wan Ngar Yin, David as independent non-executive directors.

* *English name for identification purpose only*