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Sanxun Holdings Group Limited

三巽控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6611)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH CERTAIN LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sanxun Holdings Group Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) announces that Mr. Chan Ngai Fan (“**Mr. Chan**”) has tendered his resignation as an independent non-executive director of the Company (“**INED(s)**”) and will cease to be a chairman of the audit committee of the Company (the “**Audit Committee**”), a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”) due to his own business commitment which requires more of his dedication with effect from 30 September 2023.

Mr. Chan has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chan for his valuable contributions to the Company during his tenure of office.

NON-COMPLIANCE WITH CERTAIN LISTING RULES

Following the resignation of Mr. Chan, the Company fails to meet the following requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that:

- (i) the Company must appoint at least three INEDs, one of whom must have appropriate professional qualifications or accounting or related financial management expertise pursuant to Rule 3.10 of the Listing Rules;
- (ii) the Company must appoint INEDs representing at least one-third of the Board pursuant to Rule 3.10A of the Listing Rules;
- (iii) the Company must have at least three members of the Audit Committee which is chaired by an INED, with at least one of them being an INED with appropriate professional qualifications or accounting or related financial management expertise required under Rule 3.10(2) pursuant to Rule 3.21 of the Listing Rules;
- (iv) the Remuneration Committee must comprise a majority of INEDs pursuant to Rule 3.25 of the Listing Rules; and
- (v) the Nomination Committee must comprise a majority of INEDs pursuant to Rule 3.27A of the Listing Rules.

The Company is in the course of identifying a suitable candidate to fill the causal vacancy arising from the resignation of Mr. Chan with a view to comply with the relevant Listing Rules as soon as practicable. The Company will use its best endeavor to appoint a suitable INED within three months following the resignation of Mr. Chan. Further announcement(s) will be made by the Company as and when appropriate.

By order of the Board
Sanxun Holdings Group Limited
Qian Kun
Chairman

Hong Kong, 29 September 2023

As at the date of this announcement, the Board comprises Mr. Qian Kun, Ms. An Juan, Mr. Wang Zizong and Mr. Zhang Xiaohui as executive Directors, and Mr. Chen Sheng, Mr. Tong Yu and Mr. Chan Ngai Fan as independent non-executive Directors.