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**DEXIN CHINA HOLDINGS COMPANY LIMITED**

德信中国控股有限公司

**(IN LIQUIDATION)**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 2019)**

**(1) RESIGNATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**(2) SUPPLEMENTAL ANNOUNCEMENT DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF THE LISTING RULES; AND**  
**(3) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Dexin China Holdings Company Limited (In Liquidation) (“**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

Reference is made to (i) the announcement of the Company dated 29 June 2023 in relation to the resignation of Ms. Shan Bei (“**Ms. Shan**”); (ii) the announcement of the Company dated 12 June 2024 in relation to the winding-up of the Company and (iii) the announcement of the Company dated 2 August 2024 in relation to the appointment of joint and several liquidators of the Company. Unless otherwise defined herein, capitalised terms used in this announcement have the same meaning as given to them in the aforesaid announcements.

**RESIGNATION OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Liquidators announce that Dr. Wong Wing Kuen, Albert (“**Dr. Wong**”) tendered his resignation as an independent non-executive director of the Company due to winding-up of the Company and therefore ceased to be the chairman of the audit committee, all with effect on 11 June 2024. Mr. Wong confirmed that he has no disagreement with the board of directors of the Company (“**Board**”) and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr. Ding Jiangang (“**Mr. Ding**”) tendered his resignation as an independent non-executive director of the Company due to his desire to devote more attention and dedication to his family and other business engagements, and therefore ceased to be a member of the audit committee, the chairman of the remuneration committee and a member of the nomination committee, all with effect on 1 July 2024. Mr. Ding confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr. Chen Hengliu (“**Mr. Chen**”) tendered his resignation as an independent non-executive director of the Company due to his desire to devote more attention and dedication to his family and personal life, and therefore ceased to be a member of the remuneration committee and a member of the nomination committee, all with effect on 1 July 2024. Mr. Chen confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr. Hu Shihao (“**Mr. Hu SH**”) tendered his resignation as a non-executive director of the Company due to his other business engagements, and therefore ceased to be a member of the audit committee, all with effect on 31 July 2024. Mr. Hu SH confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Mr. Fei Zhongmin (“**Mr. Fei**”) tendered his resignation as an executive director of the Company due to his other business engagements, and therefore ceased to be a member of the remuneration committee, all with effect on 31 July 2024. Mr. Fei confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Pursuant to Rule 3.10 of the Listing Rules, the Board must include at least three independent non-executive directors. Further, the Listing Rules require that board committees of the Company comprise a prescribed number of directors, specifically (i) Rule 3.21 requires that the Company establish an audit committee comprising non-executive directors only with a minimum of three members, the audit committee must be chaired by an independent non-executive director and the audit committee must comprise a majority of independent non-executive directors; (ii) Rule 3.25 requires that the Company establish a remuneration committee chaired by an independent non-executive director and the remuneration committee must comprise a majority of independent non-executive directors; and (iii) Rule 3.27A requires that the Company establish a nomination committee chaired by the chairman of the Board or an independent non-executive director and the nomination committee must comprise a majority of independent non-executive directors, Upon the resignation of Dr. Wong, Mr. Ding, Mr. Chen, Mr. Hu SH and Mr. Fei, the number of independent non-executive directors, the members of audit committee, the members of remuneration committee and the members of nomination committee of the Company fell below the minimum requirements under Rules 3.10, 3.21, 3.25 and 3.27A of the Listing Rules and therefore the Company is not in compliance with the requirements under the Listing Rules.

#### **DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF THE LISTING RULES**

Pursuant to Rule 13.92, the nomination committee (or the Board) shall have a policy concerning diversity of Board members and the Stock Exchange will not consider diversity to be achieved for a single gender board.

Upon the resignation of Ms. Shan and to date, the Company maintains a single gender board and therefore is not in compliance with Rule 13.92 of the Listing Rules.

#### **CONTINUED SUSPENSION OF TRADING**

Trading on the Stock Exchange in the shares of the Company has been suspended with effect from 11:35 a.m. on 11 June 2024 and will remain suspended until further notice.

**WARNING**

**Holders of the shares of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. When in doubt, shareholders, holders of shares and other investors of the Company are advised to seek professional advice from their own professional or financial advisors.**

**For and on behalf of  
Dexin China Holdings Company Limited (In Liquidation)**

**Tai Shaw Hoong  
And  
Chi Lai Man Jocelyn**  
*Joint and Several Liquidators  
Acting as agents without personal liability*

Hong Kong, 15 August 2024

*On the basis of the information available from the previous announcements made by the Company, immediately before the winding up order was granted against the Company, and information as stated in this announcement, the Board comprises Mr. Hu Yiping as executive Directors.*