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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) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) RE-COMPLIANCE WITH THE LISTING RULES**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Wenye Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Ye Jinyu* (葉金玉) (“**Ms. Ye**”) has been appointed as an independent non-executive Director (“**INED**”) and a member of the audit committee (the “**Audit Committee**”) of the Company, effective from 19 August 2024.

The biographical details of Ms. Ye are set out as follows:

Ms. Ye, aged 49, has over 20 years of experience in the business management field. Ms. Ye was the President and Chief Executive Officer of Shenzhen Weiqi Industrial Co., Ltd.* (深圳市味奇實業有限公司) from March 2002 until December 2020. Previously, Ms. Ye worked as an assistant to the President at Shenzhen East-West Industrial Development Co., Ltd.* (深圳市東西方實業發展有限公司) from July 1997 to December 2001, as an office director at Shenzhen Huolibao Food Co., Ltd.* (深圳市活力寶食品有限公司) from March 1996 to October 1997 and as Secretary to the President at Samsung Electronics (Huizhou) Co., Ltd.* (三星電子(惠州)有限公司) from July 1994 to December 1995.

Ms. Ye completed a course in business model innovation and capital operation delivered by Peking University in March 2015. She subsequently completed her studies in business administration from China Agricultural University by distance learning in January 2016. She obtained the qualification certificate for Secretary of the Board of Directors from the Shenzhen Stock Exchange in August 2015.

Ms. Ye has been recognised for her professional achievements and contributions to the industry. She received the Certificate for High-Level Professional in Shenzhen* (深圳市高層次專業人才證書) in October 2014 and the Certificate for High-Caliber Personnel in Longhua New District* (深圳市龍華新區高層次人才證書) in October 2015.

The Company has entered into a letter of appointment with Ms. Ye with effect from 19 August 2024. Ms. Ye is entitled to a director’s fee of HKD100,000 per annum, which was determined by the Board after considering a range of factors including her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Ms. Ye is appointed for an initial term of one year, which will be automatically renewed for one year upon expiry of her term of office. Either party to the letter of appointment may terminate the appointment by giving the other party one month’s written notice. Ms. Ye will hold office until the next general meeting of the Company after her 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.

Ms. Ye confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Upon Ms. Ye's appointment as the Company's INED, Ms. Ye will also be appointed as a member of the Audit Committee.

Save as disclosed above, Ms. Ye confirms that as at the date of this announcement, she (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 Ms. Ye for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of the Audit Committee and the Remuneration Committee of the Company, with effect from 19 August 2024:

- (i) Ms. Ye has been appointed as a member of the Audit Committee; and
- (ii) Mr. Huang Wei, an INED of the Company, a member of the Audit Committee and a member of the nomination committee of the Company, has been appointed as the chairman of the Remuneration Committee.

For biographical details and other relevant information of Mr. Huang Wei, please refer to the 2023 annual report of the Company.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcements of the Company dated 6 August 2024 and 12 August 2024 in relation to the resignation of an INED, the Company's non-compliance with the Listing Rules and board diversity.

Immediately following the appointment of Ms. Ye as INED and as a member of the Audit Committee and the appointment of Mr. Huang Wei as chairman of the Remuneration Committee, the Company is pleased to announce that:

- (i) the Board comprises three INEDs with the INEDs representing at least one-third of the Board and the Company has re-complied with the requirements as set out in Rules 3.10(1) and 3.10A of the Listing Rules accordingly;
- (ii) the Audit Committee comprises of three non-executive directors and the Company has re-complied with the requirements as set out in Rule 3.21 of the Listing Rules accordingly;
- (iii) the Remuneration Committee comprises a majority of INEDs and chaired by an INED and the Company has re-complied with the requirements as set out in Rule 3.25 of the Listing Rules accordingly; and
- (iv) the Company has re-complied with Rule 13.92 of the Listing Rules on board diversity following the appointment of Ms. Ye as an INED as the Board is no longer a single gender board.

By order of the Board
Wenye Group Holdings Limited
Fan Shaozhou
Chairman and Executive Director

Shenzhen, PRC, 19 August 2024

As at the date of this announcement, the Board of the Company comprises (i) two executive directors, namely, Mr. Fan Shaozhou (Chairman and Chief Executive Officer) and Mr. Kong Guojing (Co-Chairman); (ii) four non-executive directors, namely, Mr. Chen Li, Mr. Shen Peng, Mr. Li Hongxing and Mr. Mak Ho Fai; and (iii) three independent non-executive directors, namely, Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

**For identification purposes only*