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Ruicheng (China) Media Group Limited
瑞誠(中國)傳媒集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1640)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
COMPOSITION OF BOARD COMMITTEES**

(2) CHANGE OF COMPANY SECRETARY

(3) CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces the following changes with effect from 3 September 2024:

- i) Mr. Li Xue has resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of the Nomination Committee;
- ii) Mr. Wu Ke has resigned as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee;
- iii) Ms. Lam Hoi Yan Karen has been appointed as an independent non-executive Director, the chairlady of the Audit Committee and a member of the Nomination Committee;
- iv) Mr. Wong Sincere has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee;
- v) Mr. Leng Xuejun has resigned as the Company Secretary;
- vi) Mr. Yu Kin Man Duncan has been appointed as the Company Secretary;
- vii) Ms. Wang Xin has resigned as an Authorised Representative; and
- viii) Mr. Yu Kin Man Duncan has been appointed as an Authorised Representative.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The Board (the “**Board**”) of directors (the “**Directors**”) of Ruicheng (China) Media Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on 3 September 2024, Mr. Li Xue (“**Mr. Li**”) tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 3 September 2024 due to his intention to devote more time to personal commitments.

Mr. Li has confirmed that he does not have any disagreement with the Board and there are no other matters related to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its gratitude to Mr. Li for his contributions to the Company during his term of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRLADY OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The Board hereby announces that Ms. Lam Hoi Yan Karen (“**Ms. Lam**”) has been appointed as an independent non-executive Director, the chairlady of the Audit Committee and a member of the Nomination Committee with effect from 3 September 2024. The biographical details of Ms. Lam are set out as follows:

Ms. Lam Hoi Yan Karen, aged 50, has over 20 years of experience in corporate finance and advisory industries. Ms. Lam is currently the director and responsible officer of Vision Finance International Company Limited, and is responsible for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities. Prior to joining the Company, Ms. Lam had worked in several investment banks, including DBS Asia Capital Limited and HSBC Investment Bank Asia Limited.

Ms. Lam obtained a bachelor’s degree in commerce (major in accounting and finance) from the University of New South Wales in 1996.

The Company has entered into a letter of appointment with Ms. Lam (the “**Ms. Lam Letter**”). Subject to the terms of the Ms. Lam Letter, her term of office will commence on 3 September 2024 for three years and Ms. Lam shall hold office until the next general meeting of the Company and shall be eligible for re-election at that meeting. Her appointment as an independent non-executive Director will also be subject to retirement by rotation and re-election at the general meeting of the Shareholders in accordance with the articles of association of the Company. The director’s fee of Ms. Lam as an independent non-executive Director under the Ms. Lam Letter is HK\$120,000 per annum, which is determined by the Board with reference to her duties and responsibilities in the Company as well as prevailing

market rates. Such remuneration is subject to review from time to time. To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, save as disclosed in this announcement, as at the date of this announcement, Ms. Lam does not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company (the latter two terms as respectively defined in the Listing Rules); (ii) have any other interest 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) (the “SFO”); (iii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold other positions with other members of the Company or its subsidiaries.

Ms. Lam has further confirmed that (i) she meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) she has no past or present financial or other interest in the business of the Group nor any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Lam’s independence at the time of her appointment.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, there is no information in relation to the appointment of Ms. Lam that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders. The Board would like to extend its warm welcome to Ms. Lam on joining the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE, MEMBER OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The Board announces that on 3 September 2024, Mr. Wu Ke (“**Mr. Wu**”) tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), a member of the Audit Committee and a member of the Nomination Committee with effect from 3 September 2024 due to his intention to devote more time to personal commitments.

Mr. Wu has confirmed that he does not have any disagreement with the Board and there are no other matters related to his resignation that need to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Wu for his contributions to the Company during his term of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE, MEMBER OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The Board hereby announces that Mr. Wong Sincere (“**Mr. Wong**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee with effect from 3 September 2024. The biographical details of Mr. Wong are set out as follows:

Mr. Sincere Wong, aged 60, received his bachelor’s degree in social science from The Chinese University of Hong Kong in December 1986. He passed the Common Professional Examination at Wolverhampton Polytechnic (now known as University of Wolverhampton) in the United Kingdom in July 1990, and the Solicitors’ Final Examination of the Law Society of England and Wales with first class honours in October 1991. He was then admitted as a solicitor of the High Court of Hong Kong in October 1993 and a solicitor of the Supreme Court of England & Wales in February 1994. Mr. Wong was admitted as a Guangdong-Hongkong-Macau Greater Bay Area lawyer in September 2022.

From September 1996 to January 2005, Mr. Sincere Wong served as an in-house legal counsel of Hutchison Whampoa Group (和記黃埔集團), a multinational conglomerate engaging mainly in ports and related services, property and hotels, retail, infrastructure, energy and telecommunications, where he was involved in cross-border acquisitions and day-to-day commercial transactions of a container terminal operator. From February 2005 to November 2006, he served as an in-house legal counsel of China Resources Enterprise, Limited (now known as China Resources Beer (Holdings) Company Limited, whose shares are listed on the Stock Exchange with the stock code of 291 and whose business focus is on the manufacturing, sales and distribution of beer products). From November 2006 to June 2010, he served as the chief legal officer of Shui On Construction and Materials Limited (now known as SOCAM Development Limited, whose shares are listed on the Stock Exchange with the stock code of 983 and whose business focus is on construction and property businesses in the PRC, Hong Kong and Macau). From July 2010 to May 2011, he served as the vice president of the legal department and company secretary of Sateri Holdings Limited (a global specialty cellulose producer subsequently renamed as Bracell Limited, whose shares were listed on the Stock Exchange with the stock code of 1768 prior to its privatization and delisting in October 2016). From August 2011 to April 2016, he worked at the Listing Department of Hong Kong Exchanges and Clearing Limited, and he served as a vice president at the time of his departure, primarily responsible for reviewing IPO applications and making recommendations to the Listing Committee. In May 2016, he became the founding partner of Wong Heung Sum & Lawyers (黃香沈律師事務所) (formerly known as Sincere Wong & Co. (黃誠思律師事務所)).

Mr. Sincere Wong had served as an independent non-executive director of Bank of Gansu Co., Ltd (a company listed on the Stock Exchange with the stock code of 2139) from August 2017 to October 2023. He is currently an independent non-executive director of Net-a-Go Technology Company Limited (a company listed on the Stock Exchange with the stock code of 1483), Fulu Holdings Limited (a company listed on the Stock Exchange with the stock code of 2101) and Jinmao Property Services Co., Limited, since September 2018, August 2020 and March 2022, respectively.

The Company has entered into a letter of appointment with Mr. Wong (the “**Mr. Wong Letter**”). Subject to the terms of the Mr. Wong Letter, his term of office will commence on 3 September 2024 for three years and Mr. Wong shall hold office until the next general meeting of the Company and shall be eligible for re-election at that meeting. His appointment as an independent non-executive Director will also be subject to retirement by rotation and re-election at the general meeting of the Shareholders in accordance with the articles of association of the Company. The director’s fee of Mr. Wong as an independent non-executive Director under the Mr. Wong Letter is HK\$120,000 per annum, which is determined by the Board with reference to his duties and responsibilities in the Company as well as prevailing market rates. Such remuneration is subject to review from time to time. To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, Mr. Wong does not (i) have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company (the latter two terms as respectively defined in the Listing Rules); (ii) have any other interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold other positions with other members of the Company or its subsidiaries.

Mr. Wong has further confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group nor any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Mr. Wong’s independence at the time of his appointment.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, there is no information in relation to the appointment of Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders. The Board would like to extend its warm welcome to Mr. Wong on joining the Board.

CHANGE OF COMPANY SECRETARY

The Board announces that on 3 September 2024, Mr. Leng Xuejun (“**Mr. Leng**”) tendered his resignation as the company secretary of the Company (the “**Company Secretary**”) with effect from 3 September 2024 due to his intention to devote more time to other commitments. Following the resignation of Mr. Leng as the Company Secretary, Mr. Yu Kin Man Duncan (“**Mr. Yu**”) has been appointed as the Company Secretary, which will come into effect on 3 September 2024.

Mr. Yu, aged 51, has over 26 years of experience in finance, accounting, corporate finance and corporate secretarial services. Before joining the Company, he worked for several publicly listed companies and accounting firms. Mr. Yu is currently the chief financial officer and company secretary of Net-A-Go Technology Company Limited (a company listed on the Stock Exchange with stock code: 1483). Mr. Yu holds a master degree in Professional Accounting and Corporate Governance from the City University of Hong Kong. He is a fellow of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Chartered Governance Institute.

Mr. Leng will remain to serve as an executive Director, and he has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as the Company Secretary that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Leng for his contribution to the Company during his tenure of service as the Company Secretary.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces that on 3 September 2024, Ms. Wang Xin (“**Ms. Wang**”) tendered her resignation as an authorised representative of the Company as required under Rule 3.05 of the Listing Rules (an “**Authorised Representative**”) with effect from 3 September 2024 due to her intention to devote more time to other commitments. Ms. Wang will remain to serve as an executive Director. Following the resignation of Ms. Wang Xin as an Authorised Representative, the Board is pleased to announce that Mr. Yu as the Company Secretary has been appointed as an Authorised Representative with effect from 3 September 2024.

The Board would like to extend its warm welcome to Mr. Yu on his new appointments.

By Order of the Board
Ruicheng (China) Media Group Limited
Wang Xin
Chairlady and Executive Director

Hong Kong, 3 September 2024

As at the date of this announcement, the executive Directors are Ms. Wang Xin, Mr. Leng Xuejun and Mr. Sun Changpeng, and the independent non-executive Directors are Ms. Lam Hoi Yan Karen, Mr. Wong Sincere and Mr. Niu Zhongjie.