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**銀城國際控股有限公司**

YINCHENG INTERNATIONAL HOLDING CO., LTD.

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1902)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A  
OF THE LISTING RULES;  
AND  
CONTINUED SUSPENSION OF TRADING**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Yincheng International Holding Co., Ltd. (the “**Company**”) hereby announces that, with effect from 16 November 2024, Mr. Chan Peng Kuan (“**Mr. Chan**”) has resigned as an independent non-executive Director of the Company so as to devote more time to his personal and other business commitments.

With effect from the same date, Mr. Chan shall cease to be a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Board and the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Board.

Mr. Chan has confirmed that he has no claim against the Company and no disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to express its gratitude and appreciation to Mr. Chan for his valuable contribution to the Company during his tenure of office.

## **NON-COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 AND 3.27A OF THE LISTING RULES**

Following the resignation of Mr. Chan,

- (i) the composition of the Board comprises three executive Directors, three non-executive Directors and two independent non-executive Directors. The number of independent non-executive Directors falls below three as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and one-third of the Board as required under Rule 3.10A of the Listing Rules;
- (ii) the composition of the Audit Committee comprises a non-executive Director and an independent non-executive Director, which fails to comply with the requirements under Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members and the majority of the Audit Committee members must be independent non-executive Directors;
- (iii) the chairman of the Remuneration Committee falls vacant and the Remuneration Committee comprises an executive Director and an independent non-executive Director, which fails to comply with the requirements under Rule 3.25 of the Listing Rules that the Remuneration Committee must be chaired by an independent non-executive Director and comprise a majority of independent non-executive Directors; and
- (iv) the composition of the Nomination Committee comprises a non-executive Director and an independent non-executive Director, which fails to comply with the requirement under Rule 3.27A of the Listing Rules that the Nomination Committee must comprise a majority of independent non-executive Directors.

The Board is in the course of identifying a suitable candidate to fill the vacancies of the independent non-executive Director, the member of each of the Audit Committee and the Nomination Committee as well as the chairman of the Remuneration Committee. The Company will use its best endeavours to ensure that a suitable candidate will be appointed as soon as practicable and, in any event, within three months pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 4 September 2023 and will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. When in doubt, Shareholders and investors are advised to consult licensed securities dealer, registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.**

By order of the Board  
**Yincheng International Holding Co., Ltd.**  
**HUANG Qingping**  
*Chairman*

Hong Kong, 15 November 2024

*As at the date of this announcement, the executive Directors are Mr. Ma Baohua, Mr. Wang Zheng and Ms. Shao Lei; the non-executive Directors are Mr. Huang Qingping, Mr. Xie Chenguang and Mr. Zhu Li; and the independent non-executive Directors are Dr. Chen Shimin, Mr. Chan Peng Kuan and Mr. Yim Hong Cheuk Foster.*