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WellCell Holdings Co., Limited

經緯天地控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2477)

- (1) RESIGNATION OF DIRECTOR;**
- (2) APPOINTMENT OF DIRECTOR;**
- (3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;**
- (4) MATTERS RELATING TO RULE 13.92 OF THE LISTING RULES; AND**
- (5) RESIGNATION OF DEPUTY COMPANY SECRETARY**

The Board announces the following changes to the Board with effect from 22 November 2024:

- (1) Mr. Wu Wing Kuen has resigned as an independent non-executive Director and the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (2) Ms. Dan Xi has been appointed as an independent non-executive Director and the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

RESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of WellCell Holdings Co., Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, with effect from 22 November 2024, Mr. Wu Wing Kuen (“**Mr. Wu**”) has resigned as an independent non-executive Director and the member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board due to personal health reasons.

Mr. Wu has confirmed that, he has no disagreement with the Board and that there are no other matters in relation to his resignation 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**”).

APPOINTMENT OF DIRECTOR

The Board further announces that, with effect from 22 November 2024, Ms. Dan Xi (但曦) (“**Ms. Dan**”) has been appointed as an independent non-executive Director and the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee in place of Mr. Wu.

The biographical details of Ms. Dan is set out below:

Ms. Dan Xi

Ms. Dan, aged 35, had obtained bachelor’s degrees in laws and French from Wuhan University and a master’s degree in laws from The Chinese University of Hong Kong in June 2012 and November 2013, respectively. She obtained her practicing license as a full-time lawyer issued by The Department of Justice, Guangdong in June 2015.

Ms. Dan is currently an independent non-executive director of Wan Kei Group Holdings Limited (stock code: 1718) since 4 November 2024. Ms. Dan joined Beijing Dacheng Law Offices, LLP (Shenzhen) (“**Beijing Dacheng**”) in June 2013 and is currently a deputy director of the dispute resolution department and a senior partner of Beijing Dacheng since 2022 and June 2024, respectively. She also serves as the secretary general of The Appeals and Reconsideration Professional Committee* (申訴再審專業委員會) of the Guangdong Lawyers Association since December 2023. From January 2023 to March 2024, Ms. Dan served as an independent non-executive director of Ruihe Data Technology Holdings Limited (formerly known as Suoxinda Holdings Limited), a company listed on the Stock Exchange (stock code: 3680). From January 2021 to January 2023, she was also a commercial mediator in Shenzhen Pingshan District Commercial Mediation Center* (深圳市坪山區商事調解院).

The Company has entered into a letter of appointment with Ms. Dan for an initial term of three years commencing from 22 November 2024 and renewable upon re-election and re-appointment. Ms. Dan will hold office only until the first annual general meeting of the Company after her appointment and be subject to re-election at such meeting in accordance with the articles of association of the Company. The letter of appointment may be terminated by either party by serving one month’s prior written notice to the other party, or by making payment to the other party in lieu of one month’s notice. Ms. Dan is entitled to an annual director’s remuneration of HK\$120,000, which was determined with reference to the prevailing market rate of comparable companies, time commitment and responsibilities in the Group.

Ms. Dan has confirmed (i) her independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or 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 her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Dan (i) does not hold any other position in the Group; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) does 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).

Save as disclosed above, there are no other matters relating to the appointment of Ms. Dan that need to be brought to the attention to the Shareholders nor is there any information relating to Ms. Dan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (2)(v) of the Listing Rules.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

After the resignation of Mr. Wu as the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, Ms. Dan has been appointed as the member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

RESIGNATION OF DEPUTY COMPANY SECRETARY

The Board further announces that, with effect from 22 November 2024, Ms. Tang So Him (“**Ms. Tang**”) has resigned as the deputy company secretary of the Company in order to devote more time to her personal commitments and other business.

Ms. Tang has confirmed that, she has no disagreement with the Board and that there are no other matters in relation to her resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Siu Chun Pong Raymond will continue to serve as the company secretary of the Company.

The Board would like to express its sincere gratitude to Mr. Wu and Ms. Tang for their valuable contributions to the Company during their tenure of service and express its warmest welcome to Ms. Dan on her appointment.

MATTERS RELATING TO RULE 13.92 OF THE LISTING RULES

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the appointment of Ms. Dan as an independent non-executive Director and the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, the Company has re-complied with the requirement under Rule 13.92 of the Listing Rules.

By order of the Board
WellCell Holdings Co., Limited
Jia Zhengyi
Chairman and Executive Director

PRC, 22 November 2024

As at the date of this announcement, and following the change of the Directors, the Board comprises three executive Directors, namely Mr. Jia Zhengyi, Mr. Cong Bin and Mr. Li Shihua; one non-executive Director, namely Mr. Lin Qihao; and three independent non-executive Directors, namely Dr. Leung Kwong Sak, Mr. Wong Che Man Eddy and Ms. Dan Xi.

* *for identification purpose only*