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CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE

This announcement is made by Zhenro Properties Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that Dr. Loke Yu (alias Loke Hoi Lam) (“**Dr. Loke**”) has tendered his resignation, and will resign as an independent non-executive Director and the chairman of the audit committee of the Company (the “**Audit Committee**”) with effect from 31 December 2024, in order to pursue his other business and work commitments.

Dr. Loke has 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 and the Stock Exchange.

The Board would like to express its sincere gratitude to Dr. Loke for his valuable contribution during his tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE

The Board is pleased to announce that Ms. Yang Yongyi (“**Ms. Yang**”) will be appointed as an independent non-executive Director and the chairman of the Audit Committee with effect from 31 December 2024.

The biographical details of Ms. Yang are as follows:

Ms. Yang Yongyi (楊詠儀), aged 41, has over 19 years’ experience in the field of finance and taxation and currently serves as a senior partner at Guangzhou Ruifeng Consulting Co., Ltd.. Ms. Yang graduated from Shenzhen University with a major in International Economics and Trade, and is qualified as a Certified Public Accountant in China, as well as holding a CFA Certificate in ESG Investing.

During her eight-year tenure at KPMG Huazhen LLP (a special general partnership) from July 2005 to November 2013 as an audit manager, she specialized in providing professional services such as IPO audits and annual audits for large and medium-sized domestic and foreign invested enterprises, as well as A-share and H-share listed companies. From February 2014 to June 2021, Ms. Yang served as the tax director at Top Spring International Holdings Limited, a real estate company listed on the Main Board of the Stock Exchange (Stock Code: 3688). She possesses extensive experience and abundant industry resources in finance and tax management and is familiar with the regulatory requirements for listed companies in Hong Kong. She has profound professional knowledge and practical experience in the areas of building corporate financial management systems, asset restructuring, mergers and acquisitions, tax compliance, corporate risk management, and financial accounting analysis.

Ms. Yang has entered into a letter of appointment with the Company for a term of three years commencing from 31 December 2024. Ms. Yang is entitled to a remuneration of RMB150,000 per annum in relation to her appointment as independent non-executive Director, which was determined by the Board upon the recommendation of the remuneration committee of the Company with reference to her duties and responsibilities with the Company and the prevailing market conditions. Ms. Yang will hold office until the first annual general meeting of the Company after her appointment and is subject to retirement by rotation at least once every three years and re-election in accordance with the articles of association of the Company.

As at the date of this announcement, Ms. Yang does not: (i) hold any other position with the Company or its subsidiaries; (ii) hold any directorship in any other public companies, the securities of which are listed in Hong Kong or overseas in the last three years; (iii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; and (iv) have any 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).

Ms. Yang has confirmed (a) her independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) 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 persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of Ms. Yang's appointment and there is no other information relating to Ms. Yang that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend its warm welcome to Ms. Yang for her appointment as a member of the Board.

By order of the Board
Zhenro Properties Group Limited
Liu Weiliang
Chairman of the Board

Hong Kong, 9 December 2024

As at the date of this announcement, the executive Directors are Mr. Liu Weiliang and Mr. Li Yang, the non-executive Director is Mr. Ou Guowei, and the independent non-executive Directors are Dr. Loke Yu (alias Loke Hoi Lam), Mr. Wang Chuanxu and Mr. Xie Jun.