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Gaodi Holdings Limited
高地股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1676)

**(I) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(II) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(III) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 24 February 2025:

- (i) Mr. He has resigned as the Independent non-executive Director, the chairman of the Nomination Committee, a member of each of the Audit Committee and Remuneration Committee; and
- (ii) Ms. Gui, has been appointed as the Independent non-executive Director, the chairlady of the Nomination Committee, a member of each of the Audit Committee and Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) announces that Mr. He Jian (“**Mr. He**”) has resigned as the independent non-executive Director, the chairman of the nomination committee of the Company (the “**Nomination Committee**”), a member of each of the audit committee (the “**Audit Committee**”) and remuneration committee of the Company (the “**Remuneration Committee**”), all with effect from 24 February 2025, in order to focus on his other business engagements.

Mr. He has confirmed that he has no disagreement with the Board. There is no other information in relation to his resignation that needs 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**”). The Board would like to take this opportunity to express its sincere gratitude to Mr. He for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Gui Chenghui (“**Ms. Gui**”) has been appointed as the Independent non-executive Director, the chairlady of the Nomination Committee, a member of each of the Audit Committee and Remuneration Committee.

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

Ms. Gui Chenghui (桂誠慧), aged 40, Ms. Gui graduated from University of Shenzhen, majoring in accounting. Ms. Gui served as the deputy general manager of Shenzhen Zhonglian Business Consulting Co., Ltd. (深圳中連商務諮詢有限公司) and was responsible for management and monitoring execution of various tasks of the company from February 2011 to January 2025. Ms. Gui also served as the director of Shengzhen Chuangyi Communication Equipment Co., Ltd. (深圳市創一通訊設備有限公司) and was responsible for formulating the company’s business development plan and supervising the implementation of various management systems from June 2008 to February 2011.

Ms. Gui has entered into an employment contract with the Company for a term of three years. She will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Gui is entitled to an annual salary of HK\$50,000 which is determined by the Board on the recommendation of the remuneration committee of the Company and by reference to her duties and responsibilities and prevailing market conditions.

As at the date of this announcement, Ms. Gui has no interest in 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, as at the date of this announcement, Ms. Gui (i) has not held any directorships in other publicly listed companies in the last three year; and (ii) does not have any other relationship with any Directors, senior management, substantial or controlling shareholders.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of Ms. Gui that needs to be brought to the attention of the Shareholders and does not have any information which is required to be disclosed under Rules 13.51(2) (h) to (v) of the Listing Rules. Ms. Gui confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to express its warmest welcome to Ms. Gui for joining the Board.

By Order of the Board
Gaodi Holdings Limited
Wong Sai Hung
Company Secretary

Hong Kong, 24 February 2025

As at the date of this announcement, the executive directors of the Company are Ms. Chen Chun, Mr. Huang Jingsheng, Mr. Hong Jixiang and Ms. Wang Wana and the independent non-executive directors of the Company are Mr. Shum Ching Hei, Mr. Yang Minda and Ms. Gui Chenghui.