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Shenzhen Pagoda Industrial (Group) Corporation Limited

深圳百果園實業(集團)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2411)

RE-DESIGNATION OF DIRECTOR; CHANGE OF AUTHORISED REPRESENTATIVE; CHANGE OF COMPOSITION IN BOARD COMMITTEES; PROPOSED CHANGE OF REGISTERED ADDRESS; PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

RE-DESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Shenzhen Pagoda Industrial (Group) Corporation Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) announces that Mr. JIAO Yue (“**Mr. JIAO**”) has resigned as (i) a member of the environmental, social and governance committee (the “**ESG Committee**”) of the Board; and (ii) an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”); and he has been re-designated from an executive Director to a non-executive Director, in each case with effect from April 30, 2025, due to changes in his personal career development plan.

The biographical details of Mr. JIAO are set out below:

Mr. JIAO Yue, aged 38, joined the Group in July 2016 and was appointed as an executive Director in May 2019. He was re-designated as a non-executive Director in April 2025 and served as the executive deputy general manager of the Company from March 2020 to April 2025.

Mr. Jiao also held management positions. From May 2015 to September 2016, Mr. Jiao was the chief executive officer of Juxian (Beijing) Technology Co., Ltd.* (聚鮮(北京)科技有限公司), where he was responsible for overseeing the overall business operation. From April 2011 to May 2015, he was the vice president of Youmeng Tongxin (Beijing) Technology Co., Ltd.* (友盟同欣(北京)科技有限公司), a company principally engaged in the development and promotion of computer software and hardware.

Mr. JIAO received a bachelor’s degree in civil engineering from South China University of Technology (華南理工大學), the PRC, in July 2008.

The Company has entered into a letter of appointment of non-executive Director with Mr. JIAO in respect of his appointment as a non-executive Director for a term commencing from April 30, 2025 until the expiry of the term of office of the second session of the Board. Subject to the Listing Rules and the articles of association of the Company (the “**Articles of Association**”), he is eligible for re-election and reappointment upon the expiry of his term. Upon re-designation of Mr. JIAO as a non-executive Director, his director’s fee will be determined with reference to his duties in the Company and the prevailing market conditions. Pursuant to the terms of the letter of appointment, Mr. JIAO is entitled to receive a director’s fee of RMB600,000 (before tax) per annum, which was determined by the Board upon the recommendation of the remuneration committee of the Board with reference to his personal qualifications, industry experience and scope of duties, and is subject to review by the Board and the remuneration committee of the Board from time to time.

As at the date of this announcement, Mr. JIAO is indirectly interested in 43,012,016 H shares and 6,841,248 H shares of the Company through Nanjing Huihe Zhixiang Enterprise Management Partnership (Limited Partnership)*(南京慧合智享企業管理合夥企業(有限合夥)) and Nanjing Yuanjing Changzhi Enterprise Management Partnership (Limited Partnership)*(南京遠暉長致企業管理合夥企業(有限合夥)), respectively.

Save as disclosed above, as at the date of this announcement, Mr. JIAO (i) does not hold any positions in the Company or any members of the Group; (ii) has not held any other directorships in any listed public companies in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any Directors, supervisor, senior management, substantial shareholder or controlling shareholders of the Company; and (iv) does not have, and is not deemed to have, any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

As at the date of this announcement, there is no other information in relation to Mr. JIAO that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. JIAO has confirmed that he has no disagreement with the Board and there is no matter in relation to his re-designation and resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange. The Board would like to take this opportunity to express its sincere appreciation to Mr. JIAO for his contribution to the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

Following the re-designation of Mr. JIAO as a non-executive Director, the Board announces that Mr. ZHU Qidong (“**Mr. ZHU**”), an executive Director, has been appointed as an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from April 30, 2025.

CHANGE OF COMPOSITION IN BOARD COMMITTEES

Following the resignation of Mr. JIAO as a member of the ESG Committee, the Board announces that Mr. ZHU has been appointed as a member of the ESG Committee with effect from April 30, 2025.

The Stock Exchange announced certain amendments to the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules on December 19, 2024, which will take effect from July 1, 2025. In order to comply with the new code provision B.3.5 of the CG Code, the Board announces that Ms. XU Yanlin, an executive Director, has been appointed as a member of the nomination committee of the Board, and that Mr. YU Huiyong, the chairman of the Board and an executive Director, will cease to act as a member of the nomination committee of the Board, both with effect from April 30, 2025.

PROPOSED CHANGE OF REGISTERED ADDRESS

References are made to the announcements dated February 7, 2025 and March 6, 2025, and the circular dated February 18, 2025 of the Company in relation to, among other things, the change of the registered address of the Company, the relevant resolution of which was approved by the Shareholders at the 2025 first extraordinary general meeting of the Company held on March 6, 2025. As at the date of this announcement, the Company has not completed the relevant industrial and commercial registration formalities for change. As required by the industry and commerce registration authority, on April 30, 2025, the Board approved the change of the Company’s registered address to Pagoda Technology Building, No. 2005 Shenyang Road, Pengwan Community, Haishan Street, Yantian District, Shenzhen (深圳市鹽田區海山街道鵬灣社區深鹽路 2005 號百果園科技大廈), subject to the approval by the relevant industry and commerce registration authority.

In light of the above, the Board proposes to make corresponding amendments to the Articles of Association.

The proposed change of registered address is subject to approval by the Shareholders by way of a special resolution at the annual general meeting.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the above changes in the composition of the Board and the proposed change of registered address, the Board proposes to make consequential amendments to the Articles of Association (the “**Proposed Amendments**”).

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. The Proposed Amendments are subject to consideration and approval by the Shareholders by way of a special resolution at the annual general meeting.

The Articles of Association are prepared in Chinese and there is no official English version. Any English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF DIRECTORS

On April 30, 2025, the Board also resolved to propose to the Shareholders certain corresponding amendments to the rules of procedures of the board of directors of the Company (the “**Amendments to the Rules of Procedures**”), so as to align with the Proposed Amendments.

The Amendments to the Rules of Procedures are subject to the consideration and approval of the Shareholders by way of ordinary resolution at the annual general meeting.

The rules of procedures of the board of directors of the Company are prepared in Chinese and there is no official English version. Any English translation is for reference only. In case of any discrepancies, the Chinese version shall prevail.

A circular containing, among other things, details of (i) the proposed change of registered address, (ii) the Proposed Amendments, and (iii) the proposed amendments to the Rules of Procedures, together with the notice of the annual general meeting will be disseminated to the Shareholders in due course.

By order of the Board
Shenzhen Pagoda Industrial (Group) Corporation Limited
深圳百果園實業(集團)股份有限公司
YU Huiyong
Chairman and Executive Director

Shenzhen, the People's Republic of China
April 30, 2025

As at the date of this announcement, the Board of Directors of the Company comprises Mr. YU Huiyong, Ms. XU Yanlin, Mr. TIAN Xiqiu and Mr. ZHU Qidong as executive Directors, Mr. SUN Kai and Mr. JIAO Yue as non-executive Directors, and Dr. JIANG Yanbo, Mr. MA Ruiguang, Dr. WU Zhanchi, Mr. CHEUNG Yee Tak Jonathan and Ms. ZHU Fang as independent non-executive Directors.