

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



China Jinmao Holdings Group Limited
中國金茂控股集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00817)

ANNOUNCEMENT
RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE OF COMPOSITION OF THE BOARD COMMITTEES
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Jinmao Holdings Group Limited (the “**Company**”) announces that Mr. SU Xijia will resign as an independent non-executive Director, chairman of the Audit Committee, chairman of the Independent Board Committee, and a member of the Remuneration and Nomination Committee of the Company upon conclusion of the upcoming annual general meeting (the “**AGM**”) to be held on 17 June 2025 due to his other commitments which require more of his dedication. Mr. SU has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

Since the Company’s listing, Mr. SU has served as a Director and chairman of the Audit Committee for the past 18 years, diligently fulfilling his duties and making significant contributions to the Group’s achievements today and to the Group’s high-quality sustainable development achieved in the real estate industry. The Board would like to take this opportunity to express its sincere gratitude to Mr. SU for his years of dedicated service and wish him a happy and smooth life in the future.

PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that the Board, with the nomination of the Remuneration and Nomination Committee, recommends Mr. LIU Feng to be elected as an independent non-executive Director and the relevant resolution will be proposed at the AGM.

The biographical details of Mr. LIU Feng are set out below:

Mr. LIU, who was born in February 1966, served as a teaching assistant, lecturer, associate professor and professor in the Department of Accounting of Xiamen University from July 1987 to December 1999. He served as a professor and associate dean of the School of Business of Sun Yat-sen University, and concurrently served as the director of the Modern Accounting and Finance Research Center of Sun Yat-sen University from January 2000 to August 2010. Mr. LIU has been a professor and doctoral tutor at the Department of Accounting, School of Management, Xiamen University since September 2010. He is also the director of the Center for Accounting Studies of Xiamen University and the editor-in-chief of the professional academic journal *Contemporary Accounting Review* (《當代會計評論》). Mr. LIU currently serves as an independent director of Ping An Bank Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000001.SZ), Xiamen ITG Group Corp., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600755.SH), Fujian Aonong Biotechnology Group Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603363.SH) and Luckin Coffee (China) Co., Ltd., a company quoted on OTC Markets (stock code: LKNKY). Mr. LIU is a recipient of the Special Government Allowance of the State Council, a National Pioneering Accounting Practitioner and a member of the Accountant Specialist Training Project of the Ministry of Finance. He is currently a member of the International Financial Reporting Standards Advisory Committee. Mr. LIU has over 35 years of experience in corporate governance, accounting theory and accounting standards research, as well as corporate auditing and tax management. Mr. LIU obtained a bachelor's degree in Economics (Accounting) and a PhD degree in Economics (Accounting) from Xiamen University in 1987 and 1994, respectively.

Upon approval of the election of Mr. LIU as an independent non-executive Director by the shareholders of the Company (the “**Shareholders**”) at the AGM, the Company will enter into a letter of appointment with Mr. LIU. The term of office of Mr. LIU as a Director is three years, subject to the provisions of retirement under the Articles of Association. Mr. LIU will not receive any director's fee for serving as an independent non-executive Director of the Company.

Prior to the AGM, Mr. LIU will obtain legal advice pursuant to Rule 3.09D of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and confirm that he understands his obligations as a Director of the Company. The Company has received written confirmation of independence according to Rule 3.13 of the Listing Rules from Mr. LIU.

Mr. LIU has no and is not deemed to have any interest or short position in Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. LIU does not hold any other position in the Company or any of its subsidiaries, has not held any directorships in other listed public companies in the last three years, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Further, there is no information relating to Mr. LIU that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there anything relating to the election of Mr. LIU that needs to be brought to the attention of the Shareholders.

Mr. LIU has confirmed (a) his independence as regards to each of the factors contained in Rule 3.13 of the Listing Rules; (b) that he had 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 his independence at the time of his appointment.

Further details on the proposed election of Mr. LIU are set out in the circular for the AGM, which will be despatched to the Shareholders of the Company in due course.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that Mr. LIU will be appointed as the chairman of the Audit Committee, the chairman of the Independent Board Committee, and a member of the Remuneration and Nomination Committee of the Company, subject to the approval of his election as an independent non-executive Director by the Shareholders at the AGM.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board further announces that a special resolution will be proposed at the upcoming AGM of the Company to amend the existing articles of association (the “**Articles of Association**”) to (i) align the Articles of Association with the latest legal and regulatory requirements regarding the treasury share system and the expanded paperless listing system, as well as the latest legal and regulatory requirements for convening general meetings under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and relevant amendments to the Listing Rules; and (ii) make other corresponding changes related to internal affairs management.

The proposed amendments to the Articles of Association shall take effect only after being approved by the Shareholders of the Company at the AGM by way of special resolution. The details of the proposed amendments will be set out in the circular for the AGM, which will be despatched to the Shareholders of the Company in due course.

By order of the Board
China Jinmao Holdings Group Limited
TAO Tianhai
Chairman

Hong Kong, 23 May 2025

As at the date of this announcement, the Directors of the Company are Mr. TAO Tianhai (Chairman), Mr. ZHANG Hui and Ms. QIAO Xiaojie as Executive Directors; Ms. CHEN Aihua, Mr. CHEN Yijiang and Ms. WANG Wei as Non-executive Directors; and Mr. SU Xijia, Mr. SUEN Man Tak, Mr. GAO Shibin and Mr. ZHONG Wei as Independent Non-executive Directors.