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ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Zhengye International Holdings Company Limited (the “**Company**”) announces that with effect from 31 July 2025, Mr. Shin Yick Fabian (“**Mr. Shin**”) has resigned as an independent non-executive director of the Company (the “**Independent Non-executive Director**”) due to his desire to devote more time to his personal commitments.

Mr. Shin has confirmed that he has no disagreement with the Board, and there is no matter in relation to his resignation which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or 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. Shin for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Au Yeung Po Fung (“**Mr. Au Yeung**”) has been appointed as an Independent Non-executive Director to fill the vacancy after Mr. Shin’s resignation with effect from 31 July 2025.

The biographical information of Mr. Au Yeung is set out below:

Mr. Au Yeung Po Fung, aged 57, has extensive work experience in the real estate industry. He held various senior management positions in various real estate companies, including as vice president and chief financial officer of Powerlong Real Estate Holdings Limited (whose shares are listed on the Stock Exchange (stock code: 1238)) from November 2007 to October 2011, as chief financial officer of Sun Hung Kai Real Estate Agency Limited, a subsidiary of Sun Hung Kai Properties Limited (whose shares are listed on the Stock Exchange (stock code: 16)), from October 2011 to December 2013, as vice president and chief financial officer of Fosun Property Holdings Limited, a subsidiary of Fosun International Limited (whose shares are listed on the Stock Exchange (stock code: 656)), from February 2014 to August 2014, as vice president and chief financial officer of Sansheng Holdings (Group) Co. Ltd. (whose shares were delisted on the Stock Exchange in December 2023 (previous stock code: 2183)) from August 2017 to January 2018, and as vice president of Shanghai Huadong Properties (Group) Limited from February 2019 to January 2021. Mr. Au Yeung graduated from The Hong Kong Polytechnic (currently known as The Hong Kong Polytechnic University) in Hong Kong in November 1990 with a bachelor's degree in business studies. He was admitted as a fellow of The Association of Chartered Certified Accountants in November 2000, a fellow of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants) in May 2003, and a fellow of the Institute of Chartered Accountants in England and Wales in July 2015. Mr. Au Yeung was also certified as a chartered financial analyst ("CFA") of the CFA Institute in September 2006.

In addition, Mr. Au Yeung holds or had served as an independent non-executive director in the following companies listed on the Stock Exchange:

Period of service	Name of company	Principal business
June 2020 to present	Zhenro Services Group Limited (stock code: 6958)	complex property management service provider
June 2019 to present	Zhongliang Holdings Group Company Limited (stock code: 2772)	property development, property management, property leasing and management consulting
June 2018 to present	eBroker Group Limited (stock code: 8036)	financial technology solution provider
June 2018 to present	Redsun Properties Group Limited (stock code: 1996)	real estate developer

Period of service	Name of company	Principal business
October 2020 to July 2024	Sunkwan Properties Group Limited (stock code: 6900)	real estate developer
August 2019 to April 2023	Sinic Holdings (Group) Company Limited (“ Sinic Holdings ”, (previous stock code: 2103)) ⁽¹⁾	real estate developer
May 2018 to June 2021	Shanshan Brand Management Co., Ltd. (stock code: 1749)	menswear company focusing on design, marketing and sale of formal and casual business menswear in the PRC
July 2017 to February 2020	GR Properties Limited ⁽²⁾ (stock code: 108)	property development and management company
July 2016 to September 2019	China HK Power Smart Energy Group Limited (stock code: 931)	asset management and new energy development
May 2016 to September 2016	Kiu Hung International Holdings Limited ⁽³⁾ (stock code: 381)	toys manufacturing and resources and leisure-related business

Notes:

- (1) Sinic Holdings (Group) Company Limited (stock code: 2103) was delisted on the Main Board of the Stock Exchange in April 2023.
- (2) Currently known as GR Life Style Company Limited.
- (3) Currently known as AOM International Group Company Limited.

Based on public information, Sinic Holdings is a company incorporated in the Cayman Islands with limited liability and, together with its subsidiaries, is a property developer focusing on the development of residential and commercial properties in the People’s Republic of China. On 7 December 2022, the High Court of The Hong Kong Special Administrative Region ordered that Sinic Holdings, of which Mr. Au Yeung was an independent non-executive director by that time, be wound up under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and that the appointment of the provisional liquidator be continued and her power shall not be limited (the “**Winding-up Order**”).

Mr. Au Yeung confirms that he was not one of the respondents of the Winding-up Order nor a party to the winding-up proceedings of Sinic Holdings and is not aware of any current or potential claim that has been or will be made against him as a result of the Winding-up Order.

The Board has no further information on the Winding-up Order. As the Winding-up Order did not involve Mr. Au Yeung or relate to Mr. Au Yeung's character, integrity, or independence, the Board is of the opinion that the Winding-up Order does not affect the suitability of Mr. Au Yeung to serve as an Independent Non-executive Director.

The Company and Mr. Au Yeung will enter into a letter of appointment for an initial term commencing from 31 July 2025 to 31 December 2025 (both day inclusive), which may be renewed upon expiration if agreed by the parties. The service contract may be terminated with three months' notice in writing or payment in lieu of notice. Mr. Au Yeung's appointment under his letter of appointment will be subject to requirements of rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company or any other applicable laws from time to time. Mr. Au Yeung is entitled to a director's fee of HK\$180,000 per annum for his service as the Independent Non-executive Director, which was determined by the Board on the recommendation of the remuneration committee of the Company with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the prevailing market conditions, and will be reviewed annually.

Save as disclosed above, as at the date of this announcement, Mr. Au Yeung confirmed that (i) he does not hold any other position with the Company or its subsidiaries nor has any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Mr. Au Yeung also confirmed (a) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) 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 such term is 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.

As at the date of this announcement, Mr. Au Yeung is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

Save as disclosed above, there is no matter concerning the appointment of Mr. Au Yeung that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its warmest welcome to Mr. Au Yeung for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that with effect from 31 July 2025:

- (1) Following the resignation of Mr. Shin, he will cease to be the chairman of remuneration committee of the Company, the member of each of the audit committee, the nomination committee and the risk management committee of the Company; and
- (2) Mr. Au Yeung will be appointed as the chairman of remuneration committee of the Company, the member of each of the audit committee, the nomination committee and the risk management committee of the Company.

By order of the Board
Zhengye International Holdings Company Limited
Hu Zheng
Chairman

Hong Kong, 31 July 2025

As at the date of this announcement, the Board comprised Mr. Hu Zheng, Mr. Hu Hancheng (Mr. Hu Jianjun as his alternate), Mr. Hu Hanchao (Mr. Tan Xijian as his alternate), Mr. Hu Jianpeng and Ms. Chen Wei as executive Directors; Ms. Hu Jianwen as non-executive Director; and Mr. Au Yeung Po Fung, Mr. Chung Kwok Mo John and Mr. Liew Fui Kiang as independent non-executive Directors.