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偉仕佳杰
VSTECS

VSTECS HOLDINGS LIMITED
偉仕佳杰控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 856)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 8 August 2025:

- (1) Mr. Yu has resigned as an INED and ceased to be the chairman of the Audit Committee, a member of each of the Remuneration Committee and Nomination Committee following his resignation as an INED; and
- (2) Dr. Gao has been appointed as an INED, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of VSTECS Holdings Limited (the “**Company**”) announces that Mr. Yu Dingheng (“**Mr. Yu**”) has tendered his resignation as an independent non-executive director of the Company (“**INED**”) with effect from 8 August 2025 such that he can devote more time to his own investment management company and other personal commitments.

Mr. Yu 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 or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Dr. Gao Bin (“**Dr. Gao**”) has been appointed as an INED with effect from 8 August 2025. The biographical details of Dr. Gao are as follows:

Dr. Gao, aged 62, has extensive knowledge and rich experience in foreign exchange, fixed income, equity and commodity investment. He holds a Bachelor’s degree in Space Physics from University of Science and Technology of China, a Master’s degree in Astrophysics from Princeton University, United States of America (“**USA**”) and a Ph.D. in Finance from New York University, USA.

Dr. Gao currently serves as the chief executive officer, a director and a responsible officer of Kaifeng Investment Management (Hong Kong) Limited, a corporation licensed to carry on Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (“SFO”). He has been serving as a special term professor at PBC School of Finance of Tsinghua University since December 2014. Further, he is also an independent non-executive director of each of Tai United Holdings Limited (whose shares are listed on the Stock Exchange with stock code: 718).

During the period between 2019 to 2024, he was the chief economist of Shenzhen Kaifeng Investment Management Limited and during the period between 2018 and 2024, he was an independent non-executive director of Sunshine Insurance Group (whose shares are listed on the Stock Exchange with (stock code: 6963).

For the period between 2004 and 2005, he served as a senior vice president of Lehman Brothers. Thereafter, for the period between 2005 and 2014, he served as a managing director of Bank of America Merrill Lynch in charge of interest strategies in Asia Pacific. Besides, he was also a tenured associate professor of the finance department at University of North Carolina-Business School, USA before he moved to the industry.

The Company and Dr. Gao will enter into a letter of appointment with respect to his appointment as an INED. Dr. Gao is not appointed for a specific term, but will be subject to the retirement and re-election at the next following annual general meeting of the Company and thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Dr. Gao is entitled to receive an annual director’s fee of HK\$120,000, which has been determined by the Board with reference to his qualification and experience, responsibilities to be undertaken, the Company’s remuneration policy and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Dr. Gao has confirmed that he does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) hold any other positions in the Company and other members of the Company or its subsidiaries; and (iii) have any relationship with any Directors or senior management, substantial shareholders or controlling shareholders of the Company; (iv) have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (v) have, and is not deemed to have, any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Gao has confirmed that there are no other matters relation to the appointment of Dr. Gao as an INED that need to be brought to the attention of shareholders of the Company and that there is no other information required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

Dr. Gao has also confirmed that he has fulfilled each of the independence factors under Rule 3.13(1) to (8) of the Listing Rules and is not aware of any other circumstances that will undermine his independence to act as an INED.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following Mr. Yu’s resignation as an INED, he ceased to be the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the remuneration committee of the Board (the

“**Remuneration Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”), all with effect from 8 August 2025.

Further, with effect from 8 August 2025, Dr. Gao has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yu for his valuable contributions to the Company during his tenure of office and express our warmest welcome to Dr. Gao for joining the Board.

By Order of the Board
VSTECS Holdings Limited
Lam Chung Sui
Company Secretary

Hong Kong, 8 August 2025

As at the date hereof, the Board comprises Mr. Li Jialin, Mr. Ong Wei Hiam, William, Mr. Li Yue, Mr. Chan Hoi Chau and Mr. Gu Sanjun as executive directors; Mr. Zhang Dongjie as non-executive director; and Mr. Li Wei, Ms. Gao Yiyang and Dr. Gao Bin as independent non-executive directors.