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Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

**(1) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN THE COMPOSITION OF BOARD COMMITTEES;
(3) COMPLIANCE WITH LISTING RULES;
AND
(4) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Wenye Group Holdings Limited (文業集團控股有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces the following appointment:

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Shen Hongmei* (沈鴻梅) (“**Ms. Shen**”) has been appointed as Independent Non-Executive Director, the Chairlady of the Remuneration Committee, a member of the Nomination Committee and the Audit Committee of the Company, effective from 29 June 2026.

Ms. Shen, aged 49, holds a Master’s degree in Law (Civil and Commercial Law) and a Master’s degree in Management from Renmin University of China (中國人民大學). She has over 20 years of experience in legal, compliance, risk management and procurement work across government bodies, state-owned enterprises, listed companies and banks. From November 2021 to May 2026, Ms. Shen served at the Tender and Procurement Department of Guoxin Securities (國信證券股份有限公司) where she was responsible for internal control and bidding management. Prior to that, she worked in the Legal and Compliance Department of the Shenzhen Branch of Bank of Shanghai from February 2016

to October 2021 where she was responsible for legal affairs and risk control. Prior to her time with Bank of Shanghai, she worked with Shenzhen Energy Group (深圳能源集團) and governmental bodies.

Ms. Shen is a holder of the PRC Legal Professional Qualification Certificate, the Tender Professional Qualification Certificate and the Securities Industry Practitioner Qualification (General).

The Company has entered into a letter of appointment with Ms. Shen with effect from 29 June 2026. Ms. Shen is entitled to a director's fee of RMB120,000 per annum, which was determined by the Board after considering a range of factors including her experience, duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee. Ms. Shen is appointed for an initial term of one year, which will be automatically renewed for one year upon expiry of her term of office. Either party to the letter of appointment may terminate the appointment by giving the other party one month's written notice. Ms. Shen will hold office until the next general meeting of the Company after her appointment and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

Ms. Shen confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Shen confirms that as at the date of this announcement, she (i) did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with any member of the Group; (iii) does not have any other major appointments and professional qualifications; (iv) does not, and is not deemed to have any other interests in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (v) is unaware of any additional information that is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules.

The Board would like to take this opportunity to express its sincere welcome to Ms. Shen for joining the Board.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES AND COMPLIANCE WITH LISTING RULES

Following the appointment of Ms. Shen, the Board comprises nine Directors, including four executive directors, two non-executive directors, and three independent non-executive directors. Accordingly, the Company re-complies with (i) Rule 3.10(1) and Rule 3.10A of the Listing Rules which require the Board to have at least three independent non-executive directors and the number of independent non-executive directors must represent at least one-third of the Board; (ii) Rule 3.21 of the Listing Rules which requires that the Audit Committee must comprise a minimum of three members; (iii) Rule 3.25 of the Listing Rules which requires the Remuneration Committee be chaired by an independent non-executive director and comprising a majority of independent non-executive directors; and (iv) Rule 3.27A of the Listing Rules which requires the Nomination Committee to be composed of a majority of independent non-executive directors.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 5 December 2025 and will remain suspended until fulfilment of the resumption guidance.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in shares of the Company.

By order of the Board
Wenye Group Holdings Limited
Kong Guojing
Chairman

Shenzhen, PRC, 29 June 2026

As at the date of this notice, the Board of the Company comprises (i) four executive directors, namely, Mr. Kong Guojing (Chairman), Ms. Fan Shuying (Co-Chairwoman and chief executive officer), Mr. Chen Zhouyu (Co-Chairman) and Mr. Peng Jiwei; (ii) two non-executive directors, namely, Mr. Mak Ho Fai and Ms. Jia Yuanyuan; and (iii) three independent non-executive directors, namely, Mr. Ma Kin Ling, Ms. Shen Hongmei and Ms. Ye Jinyu.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

** for identification purposes only*