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PineStone 鼎石

Pinestone Capital Limited

鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 804)

(1) RESIGNATION OF DIRECTORS AND CHANGE OF BOARD COMPOSITION (2) STEPPING DOWN OF EXCUTIVE DIRECTOR and CEO AND (3) TEMPORARY NON-COMPLIANCE WITH LISTING RULES

The board of directors of the Company is pleased to announce that with effect from 30 June 2026:

1. Mr. Cheung Man Pan has tendered his resignation as an independent non-executive Director, the chairman of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee;

2. Ms. Jiang Tiancui has tendered her resignation as an independent non-executive Director of the Company;

3. Mr. Lu Lin has tendered his resignation as a non-executive Director of the Company;

4. Mr. Lau Chun Hung has tendered his resignation as a non-executive Director and an authorized representative of the Company;

5. Mr. Wang Han has resigned his positions as an executive Director and chief executive officer ("**CEO**") and accepted his new position as a non-executive Director of the Company;

6. Ms. Cheung Ka Yi has been appointed to be an authorized representative of the Company.

This announcement is made by Pinestone Capital Limited (the "**Company**" together with its subsidiaries, the "**Group**") pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

RESIGNATIONS OF DIRECTORS

The board of Directors of the Company ("**Board**") is pleased to announce that with effect from 30 June 2026:

(1) Mr. Cheng Man Pan ("**Mr. Cheng**") has tendered his resignation as an independent non-executive Director, the chairman of the audit committee of the Board (the "**Audit Committee**"), the chairman of the remuneration committee of the Board (the "**Remuneration Committee**"), and a member of the nomination committee of the Board (the "**Nomination Committee**") to concentrate on his other business commitments; and

(2) Ms. Jiang Tiancui ("**Ms. Jiang**") has tendered her resignation as an independent non-executive Director of the Company to concentrate on her other business commitments; and

(3) Mr. Lu Lin ("**Mr. Lu**") has tendered his resignation as a non-executive Director of the Company to concentrate on his other business commitments; and

(4) Mr. Lau Chun Hung ("**Mr. Lau**") has tendered his resignation as a non-executive director of the Company and an authorized representative of the Company to concentrate on his other business commitments.

Mr. Cheng, Mr. Lu, Ms. Jiang and Mr. Lau have all confirmed that they have no disagreement with the Board and there are no matters relating to their resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or the shareholders of the Company. The Board would like to take this opportunity to thank Mr. Cheng, Mr. Lu, Ms. Jiang and Mr. Lau for their efforts and valuable contributions to the Company during their tenure of office and wishes them success in future endeavours.

TEMPORARY NON-COMPLIANCE WITH LISTING RULES

Following the resignation of Mr. Cheng and Ms. Jiang as independent non-executive Directors, the Board consists of only two independent non-executive Directors with other Directors. The Company is unable to comply with the requirements under Rules 3.10(1) and 3.10A (in respect of having at least three independent non-executive Directors representing at least one-third of the Board), and the requirements under Rules 3.21 (in respect of the audit committee having at least three members with a majority of members comprising independent non-executive Directors), and the requirements under Rules 3.10(2) at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise, and the requirements under Rules 3.25 (in respect of the remuneration committee having an independent non-executive Director as chairman with a majority of members comprising independent non-executive Directors). The Board is currently identifying suitable candidate to fill the vacancy and will ensure that: (i) an additional independent non-executive Director will be appointed; and (ii) appropriate changes to the composition of the board committees will be made as soon as practicable and within three months after the date of this announcement to ensure compliance with the aforementioned requirements under the Listing Rules. Further announcement will be made by the Company as and when appropriate.

CHANGING ROLE AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Mr. Wang Han ("**Mr. Wang**") has resigned his positions as an executive Director and CEO of the Company. He has changed and accepted his new position as a non-executive Director of the Company with effect from 30 June 2026.

APPOINTMENT OF AUTHORIZED REPRESENTATIVE

The Directors of the Board is also pleased to announce that with effect from 30 June 2026, Ms. Cheung Ka Yi ("**Ms. Cheung**") has been nominated and appointed as an authorized representative to replace Mr. Lau of the Company. Ms. Cheung has served as an executive Director of the Company since June 2025.

The Board would like to take this opportunity to express a warm welcome to Mr. Wang and Ms. Cheung in their respective new roles.

By Order of the Board
Pinestone Capital Limited
Lee Chun Tung
Co-Chairman and Executive Director

Hong Kong, 30 June 2026

As at the date of this announcement, the Board comprises Mr. Lee Chun Tung and Ms. Cheung Ka Yi as executive Directors; Mr. Wang Han and Mr. Lu Weixing as non-executive Directors and Mr. Lau Kelly, Mr. Wong Chun Peng Stewart as independent non-executive Directors.