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禹洲集團控股有限公司

YUZHOU GROUP HOLDINGS COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Equity Stock Code: 01628)

(Debt Security Stock Codes: 40079, 40112, 40343, 40517 and 05287)

ANNOUNCEMENT

(1) RESIGNATION OF NON-EXECUTIVE DIRECTOR; AND (2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

RESIGNATION OF NON-EXECUTIVE DIRECTOR

On 11 April 2025, the board (the “**Board**”) of directors (the “**Director(s)**”) of Yuzhou Group Holdings Company Limited (the “**Company**”) received a resignation letter from Mr. Song Jiajun (宋家俊) (“**Mr. Song**”), pursuant to which Mr. Song resigned as a non-executive Director (“**Non-executive Director**”) with immediate effect due to his desire to devote more time to his other commitments. Mr. Song has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation above that need to be brought to the attention of the shareholders and creditors of the Company 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. Song for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that on 11 April 2025, Mr. Liang Xingchao (梁興超) (“**Mr. Liang**”) has been appointed as a Non-executive Director with immediate effect (the “**Appointment of Mr. Liang**”).

The biographical details of Mr. Liang is set out as follows:

Mr. Liang Xingchao, aged 57, has over 29 years of experience in finance and capital operation. From July 1996 to May 1998, he worked at Xinhua Daily as a financial reporter, which is mainly responsible for financial news reporting and coverage. From May 1998 to December 2005, he worked at Shenzhen Economic Daily, with the last position of the chief reporter, which is mainly responsible for financial news analysis and reporting. From December 2005 to April 2018, he worked at Yunnan Urban Construction Investment Group Co., Ltd.* (雲南省城市建設投資集團有限公司)(currently known as Yunnan Health & Cultural Tourism Holding Group Co., Ltd.* (雲南省康旅控股集團有限公司)), with the last position of the vice president, which is mainly responsible for capital operation. From March 2017 to April 2020, he worked at Overseas Chinese Town (Yunnan) Investment Co., Ltd.* (華僑城(雲南)投資有限公司), with the position of deputy general manager, which is mainly responsible for capital operation. Since December 2018, he has served as the deputy general manager of Shenzhen OCT Capital Investment Management Co., Ltd.* (深圳華僑城資本投資管理有限公司) and has been the deputy general manager of Overseas Chinese Town (HK) Company Limited since July 2022, which is mainly responsible for capital operation. Mr. Liang has been a director of Jiangsu Guoxin Co., Ltd.* (江蘇國信股份有限公司)(a company listed on the Shenzhen Stock Exchange, stock code: 002608) from 19 May 2022 to 24 March 2025, a director of B.Duck Semk Holdings International Limited (stock code: 02250) since 23 October 2024 and a director of Minsheng Education Group Company Limited (stock code: 01569) since 12 December 2024, respectively. Mr. Liang obtained his doctoral degree from Southwest Jiaotong University* (西南交通大學) in the People's Republic of China in December 2012.

Mr. Liang has entered into a letter of appointment with the Company in respect of the appointment as a Non-executive Director for a term of three years commencing on 11 April 2025, which may be terminated by one month's prior notice in writing served by either party on the other and subject to termination provisions therein as well as provisions on retirement by rotation of Directors as set out in the Articles of Association of the Company ("**Articles**"). In accordance with the Articles, Mr. Liang shall retire and be subject to re-election in the first general meeting of the Company after his appointment. As set out in the letter of appointment, Mr. Liang is not entitled to any director's emoluments as a Non-executive Director.

Save as disclosed above, as at the date of this announcement, Mr. Liang confirms that (i) he has not held any directorship in other public listed companies in Hong Kong or overseas in the past three years; (ii) he does not hold any other position with the Company or subsidiaries of the Company; (iii) he does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company; and (iv) he does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Board is not aware of any other information relating to the Appointment of Mr. Liang that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters in connection with his appointment that need to be brought to the attention of the shareholders and creditors of the Company or the Stock Exchange.

The Board would like to extend its warm welcome to Mr. Liang on joining the Group.

By Order of the Board
Yuzhou Group Holdings Company Limited
Kwok Ying Lan
Chairman

Hong Kong, 11 April 2025

As at the date of this announcement, the executive Directors are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive Directors are Mr. Lam Lung On (J.P.) and Mr. Liang Xingchao, and the independent non-executive Directors are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.

* *For identification purpose only*