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寶業集團股份有限公司

BAOYE GROUP COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 2355)

Resignation of Independent Non-executive Director

Re-designation of Director

Appointment of New Director

and

Change in Composition of Board Committees

Resignation of independent non-executive Director

The board (the “**Board**”) of directors (the “**Directors**”) of Baoye Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, due to health reason, Mr. Chan Yin Ming, Dennis (“**Mr. Chan**”) has resigned as independent non-executive Director, chairman of the Audit Committee, chairman of the Remuneration Committee and chairman of the Environment, Society, and Governance Committee (“the “**ESG Committee**”) with effect from 1 August 2023.

Mr. Chan has confirmed that (i) he has no disagreement with the Board; and (ii) there is no matter relating to his resignation that needs to be brought to the attention of the shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chan for his

valuable contributions to the Company over the years.

Re-designation of Director

The Board is pleased to announce that Mr. Fung Ching, Simon (“**Mr. Fung**”) has been re-designated from a non-executive Director to an independent non-executive Director with effect from 1 August 2023.

Mr. Fung, born in 1969, is a non-executive Director and a member of the Audit Committee and the ESG Committee of the Company and is currently the chief financial officer of Chow Tai Fook Enterprises Limited. He is also the independent non-executive director of Hainan Meilan International Airport Company Limited (Stock Code: 00357.HK), and China Medical System Holdings Limited (Stock Code: 00867.HK). Both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Fung graduated from the Queensland University of Technology in Australia with a Bachelor’s degree, majoring in accountancy. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. Mr. Fung served as the independent non-executive director of China Logistics Property Holdings Co., Ltd (a company previously listed on the Main Board of the Stock Exchange, Stock Code: 01589.HK) from June 2016 to February 2022, and served as the chief financial officer of Logan Group Company Limited (a company listed on the Main Board of the Stock Exchange, Stock Code: 03380.HK) from January 2020 to March 2021, and served as the chief financial officer and company secretary of Greentown China Holdings Limited (a company listed on the Main Board of the Stock Exchange: Stock Code: 03900.HK) from 2010 to 2019, and served as the chief financial officer and secretary to the Board of Directors of Baoye Group from 2004 to 2010. He worked for PricewaterhouseCoopers from 1994 to 2004. Mr. Fung has over 25 years of experience in audit, business consulting, finance and accounting and etc.

During his tenure as a non-executive Director, Mr. Fung has not participate in the day-to-day management and operations of the Company or held any other executive or management role or function with the Group, and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company within the past two years. Other than holding the position as a non-executive Director of the Company immediately prior to the re-designation, Mr. Fung confirmed that he has satisfied all factors set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). Considering that Mr. Fung has gone through more than twelve years’ cooling-off period since his resignation as the chief financial officer and secretary to the Board, the Board and the Nomination Committee of the Company confirm that Mr. Fung meets all the independence requirements under

Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Fung does not currently hold and has not in the three years immediately preceding the date of this announcement held any directorship in other listed public companies. Mr. Fung will enter into a service contract with the Company in respect of his redesignation for a term of three years commencing from 1 August 2023 and he will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company and the Listing Rules. Mr. Fung will be entitled to a director's fee of not less than RMB50,000 per annum, which is determined with reference to his duties and responsibilities with the Company, the Company's performance, the remuneration policy of the Company and the prevailing market situation. As at the date of this announcement, Mr. Fung does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"). Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Fung's re-designation.

Appoint of New Director

The Board is pleased to announce that Mr. Xia Feng ("Mr.Xia") has been appointed as an executive Director with effect from 1 August 2023.

Mr. Xia, born in 1977, holds an undergraduate degree and senior engineer qualification, majoring in construction. Mr. Xia is currently the general manager of Shanghai Zibao Industry Investment Company Limited* (上海紫寶實業投資有限公司), a wholly interested subsidiary of the Company, and director of Shanghai Research Institute of Construction Technology Company Limited* (上海建科集團股份有限公司) which is listed on the main board of Shanghai Stock Exchange (stock code: 603153.SH). Mr. Xia served for Shaoxing County Planning and Construction Bureau* (紹興縣規劃建築管理處) and joined the Group in 2002. Mr. Xia is devoted to the property development, research and development of prefabricated and low-carbon energy-saving construction to realize the upgrade of traditional construction industry. Mr. Xia was in charge of the key project of the National 13th five-year plan and was awarded the 1st prize of Huaxia Construction Technology, 1st prize of standard innovation from the China Construction Standards Association* (中國工程標準化協化) and the great contributor of the construction competition in Shanghai.

As at the date of this announcement, save as disclosed above, Mr. Xia does not currently hold and has not in the past three years held any directorship in other listed public companies. According to

the Article 104 of the Articles of Association of the Company, an appointment letter will be entered into between Mr. Xia and the Company in respect of his appointment and the term of office of Mr. Xia as executive Director is from 1 August 2023 and is due to expire at the forthcoming annual general meeting of the Company whereby Mr. Xia will be eligible for re-election. The emolument of Mr. Xia will be determined by the Board with reference to his duties, responsibilities and the prevailing market conditions.

Apart from being an executive Director, Mr. Xia does not have any relationship with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders or their respective associates of the Company.

As at the date of this announcement, the Company has a total of 520,756,053 shares. Mr. Xia is interested in 18,918,851 Domestic Shares, representing 3.63% of the entire share capital of the Company. Save as disclosed above, Mr. Xia does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company relating to Mr. Xia's appointment.

Change in Composition of Board Committees

The Board announces that with effect from 1 August 2023, the composition of the committees of the Board has been changed as follows:

1. Following the resignation of Mr. Chan, Mr. Xiao Jianmu has been appointed as the chairman of the Audit Committee;
2. Following the resignation of Mr. Chan, Mr. Li Wangrong has been appointed as the chairman of the Remuneration Committee;
3. Following the resignation of Mr. Chan, Mr. Wang Rongbiao has been appointed as the chairman of the ESG Committee; and
4. Mr. Xiao Jianmu has been appointed as a member of the ESG Committee.

By order of the Board
Baoye Group Company Limited*
Pang Baogen
chairman

Zhejiang, the People's Republic of China

1 August 2023

As at the date of this announcement, the Board comprises Mr. Pang Baogen as Chairman and non-executive Director, six executive Directors, namely, Mr. Gao Lin, Mr. Gao Jun, Mr. Jin Jixiang, Mr. Xu Gang, Mr. Wang Rongbiao and Mr. Xia Feng, and four independent non-executive Directors, namely, Mr. Li Wangrong, Ms. Liangjing and Mr. Xiao Jianmu and Mr. Fung Ching, Simon.

**For identification purpose only*