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Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Reference is made to the announcement of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) dated October 18, 2021 in relation to the passing away of Mr. Wu Chi Keung (“**Mr. Wu**”) on October 12, 2021.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of the Company hereby announces that Mr. Chen Chen (“**Mr. Chen**”) has been appointed as an independent non-executive director of the Company with effect from December 10, 2021 to fill the vacancy left by Mr. Wu.

The biography of Mr. Chen is set out as follows:

Mr. Chen Chen (陳晨), aged 41, has been the chief financial officer of ATRenew Inc., a company listed on the NASDAQ stock market (“**NASDAQ**”) (ticker symbol: RERE), since January 2021 and is responsible for finance, legal and investment related matters as well as investor relations, and he has been its director since May 2021. He has also been an independent director of Q&K International Group Limited, a company listed on NASDAQ (ticker symbol: QK), since November 2019. From May 2018 to December 2020, Mr. Chen was the chief financial officer of Yunji Inc., a company listed on NASDAQ (ticker symbol: YJ). Prior to joining Yunji Inc., he was a partner at Deloitte Touche Tohmatsu CPA LLP, where he had served and had held various positions since July 2002. Mr. Chen received his bachelor’s degree in naval engineering from Shanghai Jiaotong University in China in June 2002. He is also a member of the Chinese Institute of Certified Public Accountants (CICPA) and the American Institute of Certified Public Accountants (AICPA).

Mr. Chen has entered into a letter of appointment with the Company for a term of three years commencing from December 10, 2021. He will be entitled to an annual director’s fee of HK\$200,000, which was determined with reference to his duties, responsibilities and

experience, and the prevailing market conditions. Notwithstanding the above, according to the articles of association of the Company, Mr. Chen will hold office until the next following general meeting of the Company and shall be eligible for re-election, and thereafter Mr. Chen will be subject to retirement by rotation and re-election at least once every three years in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Save as disclosed herein, Mr. Chen has neither held any directorships in any other listed companies at present or in the last three years nor held any position with the Company and/or its subsidiaries. Furthermore, Mr. Chen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Chen does not have any interest in the 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 herein, there is no other information relating to the appointment of Mr. Chen as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to welcome Mr. Chen as a member of the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from December 10, 2021:

- (i) Mr. Chan Kam Ching, Paul, our independent non-executive director, has ceased to be the chairman of the remuneration committee of the Company; and
- (ii) Mr. Chen Chen, our independent non-executive director, has been appointed as the chairman of the audit committee, the chairman of the remuneration committee and a member of the nomination committee of the Company.

Following the abovementioned appointments, the Company has complied with Rules 3.10(1), 3.10A and 3.21 of the Listing Rules, and code provision A.5.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

By order of the Board
Zhou Hei Ya International Holdings Company Limited
ZHOU Fuyu
Chairman

Hong Kong, December 10, 2021

As at the date of this announcement, Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong are the executive directors of the Company; Mr. PAN Pan is the non-executive director of the Company; and Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and Mr. CHEN Chen are the independent non-executive directors of the Company.