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睿鋒集團控股有限公司
Rui Feng Group Holdings
Company Limited

RUI FENG GROUP HOLDINGS COMPANY LIMITED

睿鋒集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board announces the following changes of independent non-executive Directors and composition of Board committees, all with effect from 25 June 2019:-

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

1. Mr. Zhang Tianbao has tendered his resignation as independent non-executive Director;
2. Mr. Cheng Xuewei has been appointed as an independent non-executive Director;

CHANGE OF COMPOSITION OF BOARD COMMITTEES

3. Following the resignation of Mr. Zhang Tianbao, he has ceased to be the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee; and
4. Mr. Cheng Xuewei has been appointed as chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee.

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Rui Feng Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes of independent non-executive Directors, all with effect from 25 June 2019:-

1. Mr. Zhang Tianbao (“**Mr. Zhang**”) has tendered his resignation as an independent non-executive Director as he would like to devote more time to his own business; and
2. Mr. Cheng Xuewei (“**Mr. Cheng**”) has been appointed as an independent non-executive Director.

Mr. Zhang has confirmed to the Board that there is neither any disagreement with the members of the Board nor any matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The biographical details of Mr. Cheng are set out below:

Mr. Cheng, aged 38, hold a bachelor degree in laws from Hebei University and a master degree in laws from Graduate School of Chinese Academy of Social Sciences. Mr. Cheng works as a practicing lawyer and vice director in Beijing Deking Law Firm (北京市德勤律師事務所). He has been focusing on litigation and corporate legal advisory services for many years, and possess extensive practical judicial experiences.

The Company entered into a letter of appointment with Mr. Cheng for an initial term of one year with effect from 25 June 2019, subject to certain early termination clauses of the letter. He is subject to re-election at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the articles of association of the Company. Mr. Cheng is entitled to a Director’s fee of HK\$120,000 per annum, which is determined with reference to his duties, responsibilities, the prevailing market conditions and the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”).

Save as disclosed above, as at the date of this announcement, Mr. Cheng did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company; and (v) have any interests or short positions in the 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, Laws of Hong Kong)).

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Cheng and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein).

The Board would like to extend its appreciation to Mr. Zhang for his valuable contributions to the Group during his tenure of office and welcome Mr. Cheng for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board also announces that,

1. following the resignation of Mr. Zhang, he has ceased to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the Remuneration Committee; and
2. Mr. Cheng has been appointed as chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee.

By order of the Board
Rui Feng Group Holdings Company Limited
Yun Ligu
Executive Director

Hong Kong, 25 June 2019

As at the date of this announcement, the Board comprises Mr. Yun Ligu as executive Director, and Mr. Christopher Francisco and Mr. Cheng Xuewei as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company’s website at www.chinahanya.com.hk.