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## **RUICHANG INTERNATIONAL HOLDINGS LIMITED**

**瑞昌國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1334)**

### **APPOINTMENT OF JOINT COMPANY SECRETARY AND WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of RUICHANG INTERNATIONAL HOLDINGS LIMITED (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Guo Haiyang (“**Ms. Guo**”) has been appointed as the joint company secretary of the Company with effect from 23 December 2025. Mr. Chow Shing Lung (“**Mr. Chow**”), the existing company secretary of the Company, will continue to serve as one of the joint company secretaries of the Company.

The biographical details of Ms. Guo and Mr. Chow are as follows, respectively:

#### **Ms. Guo**

Ms. Guo joined the Group in May 2024 and is currently the director of investment and financing of the Company. Ms. Guo is primarily responsible for the finance and strategic planning of the Group, investors relations and ESG matters.

Ms. Guo has over 8 years of experience in strategic planning and financial management. Prior to joining the Group, Ms. Guo was deputy general manager of Jingdezhen Fuliang Investment Holding Group and the chairman of Cultural Tourism Group from June 2023 to May 2024. She worked as strategic and investment director at Wuxi Nianhuawan Cultural Investment Development Co., Ltd. from November 2021 to May 2023. From June 2017 to July 2021, she served as strategic director at Zhenro Group. From October 2010 to June 2017, she held the role of executive general manager at Shanghai Lewei Enterprise Management Co., Ltd, the subsidiary of E-House Group.

Ms. Guo obtained a master’s degree in finance and business administration from China Europe International Business School in November 2022 and a bachelor’s degree in management from Jilin University in July 2008.

## **Mr. Chow**

Mr. Chow has more than 15 years of work experience in the company secretarial and legal fields and is currently Assistant Vice President, Entity Solutions of Computershare Hong Kong Investor Services Limited (“**Computershare**”). Prior to joining Computershare, he was Legal Counsel of the Hong Kong office of a major technology conglomerate.

Mr. Chow obtained a Graduate Diploma with Distinction in English and Hong Kong Law (Common Professional Examination) from the Manchester Metropolitan University and Postgraduate Certificate in Laws from The University of Hong Kong. He also holds a Master of Corporate Governance degree from The Hong Kong Polytechnic University.

Mr. Chow was admitted as a solicitor of the High Court of Hong Kong and is currently a member of The Law Society of Hong Kong. Mr. Chow is also an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”), the issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, an issuer must appoint a company secretary who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), capable of discharging the functions of company secretary.

Although Ms. Guo currently does not have the qualifications as required under Rule 3.28 of the Listing Rules, having considered the background and experience of Ms. Guo, and the reasons set out below, the Company is of the view that Ms. Guo should be appointed as a joint company secretary and is capable of discharging the relevant duties:

- (1) As the headquarters and principal business activities of the Company are located in the People’s Republic of China (the “**PRC**”), the Company wishes to appoint a person based on the PRC to ensure seamless communication, timely compliance with PRC regulatory requirements, and efficient decision-making;
- (2) Ms. Guo, who is based in the PRC, is primarily responsible for the finance and strategic planning of the Group. Her understanding of the business operation of the Company, close working relationship with the board and the senior management of the Company as well as her presence at the Company’s headquarters would enhance her to maintain seamless communication with the board and the management of the Company, enabling effective corporate governance and decision-making of the Company’s day-to-day affairs;
- (3) Ms. Guo currently handles the finance and strategic planning, investors relation as well as ESG matters of the Group and possesses the necessary professional knowledge and working experience. The appointment of Ms. Guo as the joint company secretary will enable more comprehensive and efficient overall handling of related work;

- (4) Ms. Guo's understanding of the operational and regulatory environment in the PRC would facilitate effective corporate governance, especially in the PRC-specific regulatory and governance matters;
- (5) In addition, the Company considers Ms. Guo's FMBA qualification to be a strong foundation for supporting the duties of a company secretary, particularly in areas of financial oversight and corporate governance;
- (6) Mr. Chow, the current Company Secretary who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules, will serve as the other joint company secretary and assist Ms. Guo in jointly performing the functions of the joint company secretary for a term of at least three years; and
- (7) The Company would ensure, and Ms. Guo has undertaken, that she will attend no less than 15 hours of relevant professional training that is relevant to a company secretary's roles and duties in each financial year to comply with the annual professional training requirements set out in Rule 3.29 of the Listing Rules.

In view of the above, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) for a period of three years from the effective date of appointment of Ms. Guo as a joint company secretary (the “**Waiver Period**”) on the following conditions:

- (i) Ms. Guo must be assisted by Mr. Chow during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Ms. Guo, having had the benefit of Mr. Chow's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may withdraw or change the terms of the Waiver if the Company's situation changes.

The Board wishes to take this opportunity to extend a warm welcome to Ms. Guo on her new appointment as the joint company secretary.

By order of the Board  
**RUICHANG INTERNATIONAL HOLDINGS LIMITED**  
**Mr. LU Bo**  
*Chairman of the Board, chief executive officer and  
executive Director*

Hong Kong, 23 December 2025

*As at the date of this announcement, the Board comprises Mr. LU Bo, Ms. LU Xiaojing, Ms. BAI Wei, Mr. SHAO Song and Ms. WU Rui as executive Directors; and Mr. BAU Siu Fung, Mr. SHEN Cheng and Mr. JIANG Li as independent non-executive Directors.*