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# 明源雲

## Ming Yuan Cloud Group Holdings Limited

### 明源雲集團控股有限公司

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

**(Stock Code: 0909)**

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES;  
(2) CHANGE OF PROCESS AGENT; AND  
(3) CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN  
HONG KONG**

The Board announces that with effect from 25 September 2024:

1. Ms. TONG Naqiong has resigned as an independent non-executive Director, the chairperson of the Audit Committee and a member of the Nomination Committee;
2. Ms. WEN Hongmei has been appointed as an independent non-executive Director, the chairperson of the Audit Committee and a member of the Nomination Committee;
3. Mr. CHIU Ming King has resigned as the Process Agent, and Ms. LEUNG Shui Bing has been appointed as the Process Agent; and
4. the address of principal place of business of the Company in Hong Kong will be changed to 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

### **Resignation of Independent Non-executive Director**

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of Ming Yuan Cloud Group Holdings Limited (the “**Company**”) announces that Ms. TONG Naqiong (“**Ms. TONG**”) has tendered her resignation that, with effect from 25 September 2024, she will resign as an independent non-executive Director, the chairperson of the Audit Committee (the “**Audit Committee**”) and a member of the Nomination Committee (the “**Nomination Committee**”) of the Board due to the restrictions on part-time work as imposed by an academic institution where she currently serves as a teaching staff.

Ms. TONG has confirmed that (i) she has no disagreement with the Board; and (ii) there are no matters with respect to her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company (the “**Shareholders**”).

The Board expresses its appreciation to Ms. TONG for her contributions to the Board during her tenure of service.

## Appointment of Independent Non-executive Director

The Nomination Committee has resolved to nominate Ms. WEN Hongmei (“**Ms. WEN**”) as an independent non-executive Director. The Board is pleased to announce that Ms. WEN has been appointed as an independent non-executive Director with effect from 25 September 2024.

The biographical details of Ms. WEN are set forth as follows:

Ms. WEN Hongmei, aged 45, has been working at Amcor (China) Investment Co., Ltd. (安姆科(中國)投資有限公司), a packaging company which develops and produces soft packaging for foods, medicines and cosmetics since November 2012, where she served various roles including its financial manager from November 2012 to November 2018, and its financial director from December 2018 to August 2021. Currently, Ms. WEN serves as a director and a business financial director and director of financial shared service centre at Amcor (China) Investment Co., Ltd. which is an indirect subsidiary of Amcor PLC, a company incorporated under the laws of the Bailiwick of Jersey, the ordinary shares and CHESSE Depositary Interests of which are listed on the New York Stock Exchange (NYSE symbol: AMCR) and the Australian Securities Exchange, respectively. Amcor PLC is a global leader in developing and producing responsible packaging solutions across a variety of materials for food, beverage, pharmaceutical, medical, home and personal-care, and other products. From March 2005 to November 2012, Ms. WEN served as a financial manager at Amcor Group Huizhou Propack Packaging Co., Ltd.\* (安姆科集團惠州寶柏包裝有限公司), a soft packaging company for food and daily necessities, and a wholly owned subsidiary of Amcor (China) Investment Co., Ltd. From July 2002 to July 2004, she served as an accounting teacher at Guangdong Province Huizhou Boluo Secondary Vocational School\* (廣東省惠州市博羅中等專業學校).

Ms. WEN received a bachelor’s degree in accounting from Tianjin University of Commerce (天津商業大學) (formerly known as Tianjin College of Commerce (天津商學院)) in July 2002, in China; a master’s degree in business administration from Wuhan University in July 2014, in China. She has been enrolled in the Chief Financial Officer Program at Columbia University, United States, since March 2024. She obtained the Certified Public Accountant (CPA), China in January 2010.

Ms. WEN’s appointment was recommended by the Nomination Committee after taking into account of her current and previous work experience, professional qualification, and her expected devotion to the Company in terms of time and effort. Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Ms. WEN is of such character, integrity and experience commensurate with the office of an independent non-executive Director.

Ms. WEN has entered into a letter of appointment with the Company for an initial term of three years commencing from 25 September 2024. Pursuant to the articles of association of the Company, as amended and supplemented from time to time, Ms. WEN shall hold office until the next following annual general meeting of the Company following her appointment and shall be eligible for re-election at that meeting and thereafter, shall be subject to retirement by rotation at the annual general meetings of the Company at least once every three years. During the tenure, the appointment may be terminated by either party through serving the other not less than one-month notice in writing. She is entitled to receive a Director’s fee of HK\$100,000 per annum. The Director’s fee was determined by the Board and the remuneration committee of the Board with reference to the prevailing market conditions, qualifications, duties and responsibilities of Ms. WEN. The remuneration committee of the Board considered that Ms. WEN’s remuneration package is fair and reasonable.

As far as the Directors are aware and save as disclosed above, Ms. WEN has not held in the last three years any directorships in any other public companies the securities of which are listed on any securities market in the PRC, Hong Kong, or overseas; is not connected with, nor has any relationships with, any Directors, senior management or substantial or controlling Shareholders of the Company; and does not hold any other position with the Company and/or its subsidiaries. As at the date of this announcement and to the knowledge and belief of the Directors, Ms. WEN did not have any interests in any shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in relation to the appointment of Ms. WEN that shall be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), nor any other matters in relation to the appointment of Ms. WEN that need to be brought to the attention of the Shareholders.

Ms. WEN has confirmed that she (i) has met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) has no past or present financial or other interests in the business of the Company or its subsidiaries, and is not connected with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) is not subject to any other factors that may affect her independence at the time of her appointment.

Following the appointment of Ms. WEN taking effect, the Board has maintained gender diversity and thus sustained fulfilling the requirement under Rule 13.92 of the Listing Rules.

The Board would like to express its warmest welcome to Ms. WEN for joining the Board.

### **Change in Composition of the Board Committees**

The Board further announces that, following the resignation of Ms. TONG, Ms. WEN has been appointed as the chairperson of the Audit Committee and a member of the Nomination Committee with effect from 25 September 2024.

### **CHANGE OF PROCESS AGENT**

The Board announces that Mr. CHIU Ming King has resigned as the authorized representative of the Company to accept service of process and notices on behalf of the Company in Hong Kong under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”) with effect from 25 September 2024.

The Board further announces that Ms. LEUNG Shui Bing, the joint company secretary of the Company, has been appointed as the Process Agent with effect from 25 September 2024.

## **CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board announces that the Company's address of principal place of business in Hong Kong will be changed to 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong with effect from 25 September 2024. The telephone number, facsimile number and website of the Company will remain unchanged.

By order of the Board  
**Ming Yuan Cloud Group Holdings Limited**  
**GAO Yu**  
*Chairman*

Shenzhen, PRC, 25 September 2024

*As of the date of this announcement, the Board comprises Mr. GAO Yu, Mr. JIANG Haiyang and Mr. CHEN Xiaohui as executive Directors, Mr. LIANG Guozhi as a non-executive Director, and Mr. LI Hanhui, Mr. ZHAO Liang and Ms. WEN Hongmei as independent non-executive Directors.*

\* *for identification purposes only.*