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## **Kingwisoft Technology Group Company Limited**

### **金慧科技集團股份有限公司**

*(formerly known as ZZ Technology Group Company Limited 中植科技集團股份有限公司)*

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

**(Stock Code: 08295)**

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS; APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

### **RESIGNATION OF INDEPENDANT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Kingwisoft Technology Group Company Limited 金慧科技集團股份有限公司 (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) announces that:

- (1) Mr. ZHANG Weidong (“**Mr. ZHANG**”) has tendered his resignation as an independent non-executive Director, a member of each of nomination committee (the “**Nomination Committee**”), remuneration committee (the “**Remuneration Committee**”) and audit committee (the “**Audit Committee**”), with effect from 23 August 2024, in order to devote more time to pursue his other business commitments; and
- (2) Mr. Stephen MARKSCHEID (“**Mr. MARKSCHEID**”) has tendered his resignation as an independent non-executive Director, chairman of the Audit Committee and member of the Nomination Committee, with effect from 23 August 2024, in order to devote more time to pursue his other business commitments.

Each of Mr. ZHANG and Mr. MARKSCHEID has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to take this opportunity to express its appreciation to Mr. ZHANG and Mr. MARKSCHEID for their valuable contributions to the Company during their tenure in office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board further announces that:

- (i) Mr. YANG Hongjun (“**Mr. YANG**”) has been appointed as an independent non-executive Director of the Company with effect from 23 August 2024; and
- (ii) Ms. LI Guiying (“**Ms. LI**”) has been appointed as an independent non-executive Director of the Company with effect from 23 August 2024.

The biographical details of Mr. YANG and Ms. LI are set out as follows:

### **Mr. YANG Hongjun**

aged 42, Mr. YANG obtained his bachelor’s degree in Laws from Ningbo University and Master’s degree (EMBA) in Business Administration from Zhejiang University. From 2004 to 2009, Mr. YANG was the deputy general manager of Zhejiang Lingke Network Technology Company Limited\* (浙江凌科網絡科技有限公司). From 2009 to present, Mr. YANG is the Chairman and Founder of Zhejiang Perfect Online Network Technology Company Limited\* (浙江完美在線網絡科技有限公司). From June 2016 to November 2023, Mr. YANG has served as the director and deputy general manager of Royal Group Co.,Ltd.. From February 2017 to present, Mr. YANG is the general manager, Chairman and statutory representative of Shandong Beisheng Investment Management Co., Ltd.. From May 2022 to present, he is the executive Director, general manager and statutory representative of Baoyuan (Ningbo) Holdings Co.,Ltd.\* (寶沅(寧波)控股有限公司).

Mr. YANG has entered into an appointment letter with the Company for an initial term of three years commencing from 23 August 2024 subject to termination in certain circumstances as stipulated in the appointment letter. Mr. YANG is entitled to receive a director fee of HK\$120,000 per annum which was determined with reference to the prevailing market rate. Pursuant to the Articles of Association of the Company, Mr. YANG shall hold office until the forthcoming annual general meeting of the Company and be eligible for re-election.

Save as disclosed above and as at the date of this announcement, Mr. YANG (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; (iii) has no interest in the shares or underlying shares of the Company and/or the associated corporations of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to her appointment which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the shareholders of the Company.

Mr. YANG has confirmed that (i) he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM listing rules (the “**GEM Listing Rules**”) of the Stock Exchange; (ii) he had no past or present financial or other interest in the business of the Company and its subsidiaries Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

### **Ms. LI Guiying**

aged 53, Ms. LI obtained her Master’s degree in Finance and Economics from Northeast University, Ms. LI is a non-practicing member of China Certified Public Accountants (CPA) and the Association of Chartered Certified Accountants (ACCA). From 2006 to 2014, she served as the finance Minister and financial Director of Neusoft IT Service Co., Ltd.\*. From 2014 to 2024, she served as Vice President and financial Director of Neusoft Cloud Technology Co., Ltd.\*.

Ms. LI has entered into an appointment letter with the Company for an initial term of three years commencing from 23 August 2024 subject to termination in certain circumstances as stipulated in the appointment letter. Ms. LI is entitled to receive a director fee of HK\$120,000 per annum which was determined with reference to the prevailing market rate. Pursuant to the Articles of Association of the Company, Ms. LI shall hold office until the forthcoming annual general meeting of the Company and be eligible for re-election.

Save as disclosed above and as at the date of this announcement, Ms. LI (i) does not hold any other positions with the Company or other members of the Group; (ii) has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; (iii) has no interest in the shares or underlying shares of the Company and/or the associated corporations of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iv) has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) there is no information in relation to her appointment which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules or any other matter that needs to be brought to the attention of the shareholders of the Company.

Ms. LI has confirmed that (i) she has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing rules; (ii) she had no past or present financial or other interest in the business of the Company and its subsidiaries Group or any connection with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

The Board would like to express its warm welcome to Mr. YANG and Ms. LI for joining the Board and the Group.

## **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board further announces that, Mr. YANG has been appointed as a member of the Nomination Committee, a member of the Remuneration Committee and a member of the Audit Committee; and Ms. LI has been appointed as a member of the Nomination Committee and the chairman of the Audit Committee, with effect from 23 August 2024.

By order of the Board  
**Kingwisoft Technology Group Company Limited**  
金慧科技集團股份有限公司  
**QIU Xiaojian**  
*Chairman*

Hong Kong, 23 August 2024

\* *For identification purposes only*

*As at the date of this announcement, the executive Directors are Mr. QIU Xiaojian (Chairman), Mr. LI Xiang, Mr. HU Shilong, Ms. ZHOU Fang, Ms. LIU Xiaochen, Mr. XU Gang and Mr. WANG Rui; and the independent non-executive Directors are Mr. ZENG Liang, Mr. WANG Li, Mr. YANG Hongjun and Ms. LI Guiying.*

*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 Listed Company Information” page of the website of GEM at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.kwtech-group.com](http://www.kwtech-group.com).*