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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)

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

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. CHAN Kam Ching, Paul (“**Mr. CHAN**”) has tendered his resignation as an independent non-executive Director, and a member of the audit committee of the Board (the “**Audit Committee**”) with effect from March 26, 2026 in order to meet the requirements of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to long-serving independent non-executive directors who have served for more than nine years. Mr. LU Weidong (“**Mr. LU**”) has tendered his resignation as an independent non-executive Director, and a member of each of the Audit Committee, the remuneration committee of the Board (the “**Remuneration Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”) with effect from March 26, 2026 in order to meet the requirements of the Stock Exchange in relation to long-serving independent non-executive directors who have served for more than nine years.

Mr. CHAN and Mr. LU have confirmed that they have no disagreement with the Board and there is no matter in relation to their resignations that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. CHAN and Mr. LU for their valuable contributions to the Group during their tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. LAI Chi Shing (“**Mr. LAI**”) and Ms. CHEN Ying (“**Ms. CHEN**”) have been appointed as independent non-executive Directors with effect from March 26, 2026.

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

Mr. LAI Chi Shing, aged 55, has over thirty years of experience in the legal industry. He has served as the acting chief executive officer of Hong Kong, China Tennis Association from August 2025 to March 2026, and the Chief Operating Officer and the General Counsel of Hong Kong, China Tennis Association from May 2024 to March 2026. Additionally, he has been a lecturer at the Faculty of Law, the University of Hong Kong, since August 2025.

Prior to his current roles, Mr. LAI served as a partner at Freshfields from 2008 to 2024. He served as a special counsel at Sullivan & Cromwell from 2004 to 2008. He served as an executive director at Goldman Sachs from 2000 to 2004. He served as an attorney at Sullivan & Cromwell from 1995 to 2000.

Mr. LAI received his bachelor's degree of business administration from the University of Michigan Business School in the United States in December 1991 and his Juris Doctor degree from the University of Pennsylvania Law School in the United States in May 1995. He is admitted to practice law in the United States and Hong Kong.

The biographical details of Ms. CHEN are set out below:

Ms. CHEN Ying, aged 65, has served as a supervisor of doctoral students and chairman of the Defense Committee at Burapha University in Thailand, since 2019. Ms. CHEN served as a professor and supervisor of master students at the School of Journalism and Communication at Wuhan University from 2000 to 2020.

Ms. CHEN received her doctor's degree in journalism and communication from Huazhong University of Science and Technology in June 2012, her master's degree in software engineering from Wuhan University in June 2007, and a bachelor's degree from Hubei Institute of Fine Arts in September 1983.

The Company has entered into appointment letters with Mr. LAI and Ms. CHEN in respect of their appointments as independent non-executive Directors for an initial term of three years from March 26, 2026 to March 25, 2029, subject to re-election at the first annual general meeting of the Company after their appointments. Under the terms of the appointment letter, Mr. LAI will receive an annual director's fee of HK\$200,000 and Ms. CHEN will receive an annual director's fee of HK\$100,000. The Board, with recommendation from the Remuneration Committee, has approved the remuneration of Mr. LAI and Ms. CHEN having regard to factors such as the level of remuneration paid by comparable companies, the qualification, experience, time commitment and responsibilities of Mr. LAI and Ms. CHEN.

Save as disclosed above, Mr. LAI and Ms. CHEN have confirmed that as at the date of this announcement, (i) they did not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) they did not have any interests in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iii) they did not hold any other positions with the Company and other members of the Group, nor hold any other directorships in other listed public companies in Hong Kong or overseas in the last three years preceding the date of this announcement.

Mr. LAI and Ms. CHEN have confirmed (i) their independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that they had no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect their independence at the time of their appointments.

Save as disclosed above, Mr. LAI and Ms. CHEN have confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to their appointments that need to be brought to the attention of the Shareholders or the Stock Exchange.

Having reviewed the composition of the Board and assessed the background, experience and expertise of Mr. LAI and Ms. CHEN in accordance with the directors nomination policy and board diversity policy of the Company (which take factors such as, including without limitation, gender, age, cultural and educational background, professional qualifications, skills, knowledge, industry and regional experience and length of service into consideration), the Nomination Committee recommended that Mr. LAI and Ms. CHEN be nominated and appointed as independent non-executive Directors. In view of the extensive knowledge and invaluable experience of Mr. LAI and Ms. CHEN, the Board has accepted the aforesaid recommendation from the Nomination Committee. It is expected that Mr. LAI and Ms. CHEN will bring a broader perspective to the Board and provide new thoughts for the Company's overall strategic planning and business development.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that following the appointment of Mr. LAI and Ms. CHEN as independent non-executive Directors, changes of composition of Board committees with effect from March 26, 2026 are as follows: (i) Mr. LAI has been appointed as a member of each of the Audit Committee and the Remuneration Committee; (ii) Ms. CHEN has been appointed as a member of each of the Audit Committee and the Nomination Committee; (iii) Mr. ZHOU Fuyu has been re-designated as the chairman of the Nomination Committee; (iv) Mr. CHEN Chen has been re-designated as a member of the Nomination Committee; and (v) Ms. WANG Yali has ceased to be a member of the Nomination Committee.

The Board would like to express its warmest welcome to Mr. LAI and Ms. CHEN on their appointments.

By order of the Board
Zhou Hei Ya International Holdings Company Limited
ZHOU Fuyu
Chairman, Chief Executive Officer

Hong Kong, March 26, 2026

As at the date of this announcement, the executive Directors are Mr. ZHOU Fuyu, Mr. LYU Hanbin and Ms. WANG Yali; and the independent non-executive Directors are Mr. CHEN Chen, Mr. LAI Chi Shing, and Ms. CHEN Ying.