

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Nanfang Communication Holdings Limited
南方通信控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1617)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
CHANGE IN COMPOSITION OF THE BOARD COMMITTEE**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements dated 20 February 2025 and 25 May 2025 issued by Nanfang Communication Holdings Limited (the “**Company**”) in relation to the passing away of Mr. Wu Wing Kuen B.B.S. (“**Late Mr. Wu**”), who was an independent non-executive director, a member of the audit committee (the “**Audit Committee**”) and the chairman of the remuneration committee of the Company.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Ms. Ju Hefeng (“**Ms. Ju**”) has been appointed as an independent non-executive Director to fill the vacancy occasioned by the passing away of the Late Mr. Wu and a member of the Audit Committee with effect from 1 August 2025. Her biography is set out below:

Ms. Ju Hefeng (居荷鳳), aged 63, graduated from Jiangsu Radio and Television University (江蘇廣播電視大學) (currently known as Jiangsu Open University (江蘇開放大學)) in 1988 with a major in industrial accounting. Since 2001, she has been a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會). Prior to joining the Company, Ms. Ju has over 45 years of experience in auditing and accounting, financial advisory and tax advisory. Ms. Ju is currently the principal of Pengsheng CPA Changzhou LLP (Special General Partnership)* (鵬盛會計師事務所(特殊普通合夥)常州分所) since September 2020. Prior to that, she served as the principal of Changzhou Kairui Tax Advisory Limited* (常州開瑞稅務師事務所有限公司) from January 2008 to November 2020. Further, Ms. Ju was appointed as an independent director of Jiangsu Changbao Steel Tube Limited (江蘇常寶鋼管股份有限公司) (stock code: 2478), (a company listed on the Shenzhen Stock Exchange) since September 2023.

Ms. Ju has entered into an appointment letter with the Company as an independent non-executive Director for an initial term of one year commencing from 1 August 2025. Pursuant to the letters of appointment, she will receive a monthly director's fee and allowances of HK\$10,000.00, which is determined with reference to her background, duties and responsibilities with the Company and the prevailing market situation.

Ms. Ju's appointment can be terminated either by (i) herself or (ii) the Company by giving the other party not less than three months' notice in writing. She will hold office until retirement by rotation in the forthcoming annual general meeting of the Company at which she will be eligible for re-election at that meeting and will thereafter be subject to the provision of retirement by rotation and re-election according to the Articles of Association of the Company.

Save as disclosed above, Ms. Ju (i) does not hold any position with the Company or other members of the Group, or (ii) did not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any directors or senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; and (iv) is not interested in any 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).

Save as disclosed above, Ms. Ju also confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matter that needs to be brought to the attention of the shareholders of the Company in relation to Ms. Ju's appointment.

Before Ms. Ju's appointment became effective, on 22 July 2025, Ms. Ju has obtained legal advice from a firm of solicitors qualified to advise on Hong Kong law pursuant to Rule 3.09D of the Listing Rules and has confirmed that she understood her obligations as a Director of the Company. Ms. Ju has also confirmed that (i) she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she does not have any past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence as an INED at the time of her appointment.

The Board would like to take this opportunity to welcome Ms. Ju for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board hereby further announces, after consideration and approval by the Nomination Committee and the Board, Ms. Ju has been appointed as a member of the Audit Committee of the Company and Mr. Yu Jinlai, a non-executive director, will cease to act as a member of Audit committee of the Company with effect from 1 August 2025.

After the above changes, the Audit Committee will be composed of three independent non-executive Directors, namely, Mr. Chan Kai Wing, Mr. Liu Cheng Yi and Ms. Ju. Mr. Chan Kai Wing is the Chairman of the Audit Committee.

References are made to the announcements of the Company dated 20 February 2025 and 22 May 2025 in relation to, among others, the non-compliance with the requirements under Rule 3.10(1) of the Listing Rules. Following Ms. Ju's appointment, as the Board comprises three independent non-executive Directors, the Company has complied with the requirement under Rule 3.10(1) of the Listing Rules.

For and on behalf of the Board
Nanfang Communication Holdings Limited
Yu Rumin
Chairman

* *The English names of the PRC entities referred to in this announcement are translations from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*

Hong Kong, 1 August 2025

As at the date of this announcement, the executive Directors are Mr. Shi Ming (chief executive officer), Ms. Yu Rumin (chairman) and Ms. Yu Ruping; the non-executive Director is Mr. Yu Jinlai; and the independent non-executive Directors are Mr. Chan Kai Wing, Mr. Liu Cheng Yi and Ms. Ju Hefeng.