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GCL Technology Holdings Limited

協鑫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3800)

VOLUNTARY ANNOUNCEMENT UPDATE ON SHAREHOLDING INTEREST

Reference is made to the voluntary announcement of GCL Technology Holdings Limited (the "Company") dated 28 July 2025 regarding an update on the shareholding of (i) Mr. Zhu Gongshan ("Mr. Zhu"), an executive director and chairman of the Company's board of directors (the "Board"); (ii) Mr. Zhu Yufeng, an executive director of the Company and Mr. Zhu's son; (iii) Asia Pacific Energy Fund Limited; and (iv) the associates, joint ventures, other related entities controlled by Mr. Zhu and his family members (together, the "Relevant Parties") in the Company (the "Shareholding Update Announcement").

DISCLOSURE OF INTERESTS FILINGS

It has come to the Company's attention that, following the publication of the Shareholding Update Announcement and as at the date of this announcement, the Relevant Parties filed the disclosure of interests form under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") during the period from 31 July 2025 to 10 September 2025 for relevant events dated between 3 November 2023 and 1 September 2025 (the "DI Forms").

In preparing this announcement, the Company has relied solely on the information contained in the DI Forms. The Company has not independently verified the contents of each DI Form as the Company does not have access to information to enable it to do so.

CLARIFICATION OF SHAREHOLDING INTEREST INFORMATION

Based on the DI Forms, the Company provides the following clarifications and restatements regarding the shareholding interests of the Relevant Parties in the Company as previously disclosed in the following documents (the "Previous Disclosures"):

Annual and interim results announcements and reports

- (i) announcement of the audited annual results of the Company for the year ended 31 December 2023 dated 15 March 2024 ("2023 Annual Results");
- (ii) announcement of the audited annual results of the Company for the year ended 31 December 2024 dated 28 March 2025 ("2024 Annual Results");
- (iii) annual report of the Company for the year ended 31 December 2023 ("2023 Annual Report");
- (iv) annual report of the Company for the year ended 31 December 2024 ("2024 Annual Report");
- (v) announcement of the interim results of the Company for the six months ended 30 June 2024 dated 29 August 2024 ("2024 Interim Results")
- (vi) interim report of the Company for the six months ended 30 June 2024 ("2024 Interim Report");

Other announcements and circulars

- (vii) announcement of the Company about, among other things, the entering into of a transaction agreement for the placement of new shares under the general mandate dated 19 December 2024 ("Placing Announcement");
- (viii) announcement of the Company on completion of placing of new shares under the issuance mandate dated 6 January 2025 ("Completion Announcement", together with the Placing Announcement, the "Placing Announcements");
- (ix) announcement of the Company on change of joint chief executive officer and appointment of vice chairman dated 19 February 2025 ("Change of Directorship Announcement");
- (x) circular of the Company on, among others, (a) general mandates to issue and buy-back shares, (b) re-election of retiring directors, and (c) notice of annual general meeting dated 30 April 2024 ("2024 Circular"); and
- (xi) circular of the Company on (a) general mandates to issue and buy back shares, (b) re-election of retiring directors and (c) notice of annual general meeting dated 30 April 2025 ("2025 Circular").

The Previous Disclosures disclosed, among other information, the shareholdings of the Relevant Parties in the Company, as at the respective dates referred to in those announcements, interim or annual reports, or circulars based on the information then available and understood to be disclosable under Part XV of the SFO.

The information below supersedes the corresponding disclosures in the Previous Disclosures. The relevant corrections are underlined below.

A. Annual and Interim Results and Reports

(i) 2023 Annual Results and 2023 Annual Report

The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders of the Company (the "Shareholders") and investors may refer to the relevant DI Forms filed by the Relevant Parties on 31 July 2025 and 10 September 2025 for the relevant event dated 3 November 2023, which are available on the website of the Stock Exchange of Hong Kong Limited (the "Stock Exchange").

"Balances with Related Companies

The related companies included associates, joint ventures, other related parties of the group and companies controlled by Mr. Zhu Gongshan and his family members which hold in aggregate approximately $\underline{23.42}\%$ as at 31 December 2023 of the Company's issued share capital (31 December 2022: approximately 23.62%) and exercise significant influence over the Company."

"DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules:

Name of Director/ chief executive	Long/Short position	Beneficiary of a trust	Corporate interests	Personal/ Family interests	Number of underlying Shares held	Total	Approximate percentage of issued share capital (note 5)
Zhu Gongshan	Long position	6,310,160,156 (note 1)	_	_	6,300,000 (note 2)	6,316,460,156	23.44%
	Short position	240,000,000 (note 3)	_	_	_	_	0.89%
Zhu Yufeng	Long position	$\frac{6,310,160,156}{(note\ I)}$	_	_	5,010,755 (notes 2&4)	6,315,170,911	23.44%
	Short position	240,000,000 (note 3)	_	_		_	0.89%

- (1) An aggregate of 6,310,160,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- (2) These are share options granted by the Company to the Directors, pursuant to the share option scheme adopted by the shareholders of the Company on 22 October 2007. Such granted share options can be exercised by the Directors at various intervals during the period from 15 March 2016 to 28 March 2026 at an exercise price of HK\$ 1.160 or HK\$ 1.324.
- (3) The short position was held as a result of an equity of derivative agreement entered by Happy Genius Holdings Limited.
- (4) These are award shares granted by the Company to the Directors, pursuant to the share award scheme adopted by the Company on 16 January 2017.
- (5) The total number of ordinary shares of the Company in issue as at 31 December 2023 is 26,938,930,973.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2023, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company as recorded in the register kept pursuant to Section 336 of the SFO:

Name	Capacity/ nature of interest	Number of shares/ underlying shares	Approximate percentage of issued share capital of the Company (Note 2)
Asia Pacific Energy Fund Limited	Interest in a controlled corporation (Note 1)	6,310,160,156	23.42%

- 1. An aggregate of 6,310,160,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- 2. The total number of ordinary shares of the Company in issue as at 31 December 2023 is 26,938,930,973."

(ii) 2024 Interim Results and 2024 Interim Report

The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders and investors may refer to the relevant DI Forms filed by the Relevant Parties from 31 July 2025 to 10 September 2025 for the relevant events dated between 3 November 2023 and 28 June 2024, which are available on the Stock Exchange's website.

"Balances with Related Companies

The related companies included associates, joint ventures, other related parties of the group and companies controlled by Mr. Zhu Gongshan and his family members which hold in aggregate approximately 23.35% as at 30 June 2024 of the Company's issued share capital (31 December 2023: approximately 23.42%) and exercise significant influence over the Company."

2024 Interim Report

"DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 30 June 2024, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules:

Name of Director/ chief executive	Long/Short position	Beneficiary of a trust	Corporate interests	Personal/ Family interests	Number of underlying Shares held	Total	Approximate percentage of issued share capital (note 5)
Zhu Gongshan	Long position	6,286,760,156 (note 1)	_	_	6,300,000 (note 2)	6,293,060,156	23.38%
	Short position	240,000,000 (note 3)	_	_	_	_	0.89%
Zhu Yufeng	Long position	6,286,760,156 (note 1)	_	_	5,010,755 (notes 2&4)	6,291,770,911	23.37%
	Short position	240,000,000 (note 3)	_	_	_	_	0.89%

Notes:

- (1) An aggregate of 6,286,760,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- (2) These are share options granted by the Company to the Directors, pursuant to the share option scheme adopted by the shareholders of the Company on 22 October 2007. Such granted share options can be exercised by the Directors at various intervals during the period from 15 March 2016 to 28 March 2026 at an exercise price of HK\$1.160 or HK\$1.324.
- (3) The short position was held as a result of an equity of derivative agreement entered by Happy Genius Holdings Limited.
- (4) These are award shares granted by the Company to the Directors, pursuant to the share award scheme adopted by the Company on 16 January 2017.
- (5) The total number of ordinary shares of the Company in issue as at 30 June 2024 is 26,920,818,973.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 30 June 2024, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company as recorded in the register kept pursuant to Section 336 of the SFO:

Name	Capacity/ nature of interest	Number of shares/ underlying shares	Approximate percentage of issued share capital of the Company (Note 2)
Asia Pacific Energy Fund Limited	Interest in a controlled corporation (Note 1)	6,286,760,156	23.35%

Notes:

- 1. An aggregate of 6,286,760,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- 2. The total number of ordinary shares of the Company in issue as at 30 June 2024 is 26,920,818,973."

(iii) 2024 Annual Results and 2024 Annual Report

The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders and investors may refer to the relevant DI Forms, filed by the Relevant Parties from 31 July 2025 to 10 September 2025 for the relevant events dated between 3 November 2023 and 23 December 2024 which are available on the Stock Exchange's website.

"Balances with Related Companies

The related companies included associates, joint ventures, other related parties of the group and companies controlled by Mr. Zhu Gongshan and his family members which hold in aggregate approximately 22.19% as at 31 December 2024 of the Company's issued share capital (31 December 2023: approximately 23.42%) and exercise significant influence over the Company."

2024 Annual Report

"DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES

As at 31 December 2024, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as

otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules:

Name of Director/ chief executive	Long/Short position	Beneficiary of a trust	Corporate interests	Personal/ Family interests	Number of underlying Shares held	Total	Approximate percentage of issued share capital (note 5)
Zhu Gongshan	Long position	5,975,060,156 (note 1)	_	_	6,300,000 (note 2)	5,981,360,156	22.22%
	Short position	240,000,000 (note 3)	_	_	_	_	0.89%
Zhu Yufeng	Long position	5,975,060,156 (note 1)	_	_	5,010,755 (notes 2&4)	5,980,070,911	22.21%
	Short position	240,000,000 (note 3)	_	_	_	_	0.89%

- (1) An aggregate of 5,975,060,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- (2) These are share options granted by the Company to the Directors, pursuant to the share option scheme adopted by the shareholders of the Company on 22 October 2007. Such granted share options can be exercised by the Directors at various intervals during the period from 15 March 2016 to 28 March 2026 at an exercise price of HK\$1.160 or HK\$1.324.
- (3) The short position was held as a result of an equity of derivative agreement entered by Happy Genius Holdings Limited.
- (4) These are award shares granted by the Company to the Directors, pursuant to the share award scheme adopted by the Company on 16 January 2017.
- (5) The total number of ordinary shares of the Company in issue as at 31 December 2024 is 26,920,818,973.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2024, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the shares or underlying shares of the Company as recorded in the register kept pursuant to Section 336 of the SFO:

Name	Capacity/nature of interest	Number of shares/ underlying shares	Approximate percentage of issued share capital of the Company (Note 2)
Asia Pacific Energy Fund Limited	Interest in a controlled corporation (Note 1)	5,975,060,156	22.19%

- 1. An aggregate of 5,975,060,156 shares of the Company are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.
- 2. The total number of ordinary shares of the Company in issue as at 31 December 2024 is 26,920,818,973."

B. Supplemental Disclosures in Announcements

(i) Placing Announcements

The Board would like the make the following amendment with respect to the disclosures of the shareholding structure of the Company in the Placing Announcements. The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders and investors may refer to the relevant DI Forms filed by the Relevant Parties from 31 July 2025 to 10 September 2025 for the relevant events dated between 3 November 2023 and 3 January 2025, which are available on the Stock Exchange's website.

	As at the date of the Placing Agreement (as de in the Placing Announcem Immediately before Compl (as defined in the Placing Announcement) (as the case in the placing Announcement)		On the Clos (as defined in a Announcement)/Ir Completion (as o Placing Anno (as the case	in the Placing //Immediate after as defined in the anouncement)	
Name	No. of Shares	Approximate percentage of issued share capital	No. of Shares	Approximate percentage of issued share capital	
Asia Pacific Energy Fund Limited ⁽¹⁾	5,975,060,156	22.19%	5,975,060,156	20.98%	
Other shareholders	20,945,758,817	77.81%	20,945,758,817	73.54%	
Placees (as defied in the Placing Announcement)	Nil	Nil	1,560,000,000	5.48%	
Total	26,920,818,973	100%	28,480,818,973	100%	

Note:

(1) An aggregate of 5,975,060,156 Shares are collectively held by Highexcel Investments Limited, Happy Genius Holdings Limited and Get Famous Investments Limited, which are wholly-owned by Golden Concord Group Limited, which in turn is wholly-owned by Asia Pacific Energy Holdings Limited. Asia Pacific Energy Holdings Limited is in turn wholly-owned by Asia Pacific Energy Fund Limited. Asia Pacific Energy Fund Limited is ultimately held under a discretionary trust with Credit Suisse Trust Limited as trustee for Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) as beneficiaries.

(ii) Change of Directorship Announcement

The following correction is based solely on the information contained in the DI Forms. For details, shareholders and investors may refer to the relevant DI Forms filed by the Relevant Parties from 27 August 2025 to 1 September 2025 for the relevant events dated between 3 November 2023 and 11 February 2025, which are available on the Stock Exchange's website.

"(b) Mr. Zhu Gongshan, through the Zhu Family Trust, is indirectly interested in 5,920,560,156 shares of the Company (the "Shares") (long position) and 240,000,000 Shares (short position) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Mr. Zhu Gongshan has also been granted 6,300,000 award shares of the Company. For details, please refer to the disclosure of interest form filed on 1 September 2025 with the relevant event date of 11 February 2025;"

C. Supplemental Disclosure in Circulars

(i) 2024 Circular

The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders and investors may refer to the relevant DI Forms filed by the Relevant Parties on 31 July 2025 and 10 September 2025 for the relevant events dated between 3 November 2023 and 23 April 2024, which are available on the Stock Exchange's website.

Appendix I — Explanatory Statement on Buy-Back Mandate

"8. TAKEOVERS CODE

As at the Latest Practicable Date, and to the best knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, a discretionary trust with Credit Suisse Trust Limited as the trustee and Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) ("Zhu Family Trust") as beneficiaries indirectly interested in 6,307,960,156 Shares in issue, representing 23.41% of the total issued Shares of the Company.

In the event that the Directors exercise the Buy-back Mandate in full and assuming that the interest in 6,307,960,156 Shares of the relevant parties as mentioned above remain unchanged, the interest of Zhu Family Trust would be increased to approximately 26.01% of the issued share capital of the Company and Zhu Family Trust is unlikely to oblige to make a mandatory offer as referred to above as a result of share repurchase under Rule 26 of the Takeovers Code."

Appendix II — Details of Retiring Directors Proposed to be Re-elected

"As at the Latest Practicable Date, Mr. Zhu Gongshan had interests, within the meaning of Part XV of the SFO, in (i) 6,307,960,156 Shares (through the Zhu Family Trust) and (ii) 6,300,000 unvested award shares granted by the Company under the 2017 Share Award Scheme, an aggregate of which representing approximately 23.44% of the issued share capital of the Company."

(ii) 2025 Circular

The following corrections are based solely on the information contained in the DI Forms. For details, Shareholders and investors may refer to the relevant DI Forms filed by the Relevant Parties on 31 July 2025 to 10 September 2025 for the relevant events dated between 3 November 2023 and 9 April 2025, which are available on the Stock Exchange's website.

"8. TAKEOVERS CODE

As at the Latest Practicable Date, and to the best knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, a discretionary trust with Credit Suisse Trust Limited as the trustee and Mr. Zhu Gongshan and his family (including Mr. Zhu Yufeng, a Director and the son of Mr. Zhu Gongshan) ("Zhu Family Trust") as beneficiaries indirectly interested in 5,442,733,156 Shares in issue, representing 19.11% of the total issued Shares of the Company.

In the event that the Directors exercise the Buy-back Mandate in full and assuming that the interest in 5,442,733,156 Shares of the relevant parties as mentioned above remain unchanged, the interest of Zhu Family Trust would be increased to approximately 21.23% of the issued share capital of the Company and Zhu Family Trust is unlikely to oblige to make a mandatory offer as referred to above as a result of share repurchase under Rule 26 of the Takeovers Code."

Save as disclosed above, all other information contained in Previous Disclosures remains unchanged.

In preparing this announcement, the Company has relied solely on the information contained in the DI Forms filed on or before the date of this Announcement. The Company has not independently verified the contents of each DI Form as the Company does not have access to information to enable it to do so.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
GCL Technology Holdings Limited
協鑫科技控股有限公司
Zhu Gongshan
Chairman

Hong Kong, 14 September 2025

As at the date of this announcement, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Yufeng, Mr. Zhu Zhanjun, Ms. Sun Wei, Mr. Lan Tianshi and Mr. Yeung Man Chung, Charles as executive Directors; and Ir. Dr. Ho Chung Tai, Raymond, Dr. Shen Wenzhong, Mr. Li Junfeng and Mr. Yip Tai Him as independent non-executive Directors.