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XINHUA NEWS MEDIA HOLDINGS LIMITED

新華通訊頻媒控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 309)

**(1) SETTLEMENT OF COURT APPLICATIONS;
(2) CHANGE OF DIRECTORS;
(3) CHANGE IN COMPOSITION OF
AUDIT COMMITTEE, NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE; AND
(4) DISSOLUTION OF EXECUTIVE COMMITTEE, STRATEGY AND
DEVELOPMENT COMMITTEE AND
CORPORATE GOVERNANCE COMMITTEE**

References are made to the announcement of Xinhua News Media Holdings Limited (the “**Company**”) dated 26 August 2025 in relation to, among other things, the Requisition by the Requisitionist; (b) the notice of the EGM and the circular (the “**Circular**”) of the Company both dated 27 August 2025 in relation to, among other things, the convening of the EGM in respect of the Requisition; (c) the announcements of the Company dated 6 October 2025 and 19 January 2026, respectively, in relation to, among other things, the postponement of the EGM; and (d) the announcements of the Company dated 30 October 2025 and 31 October 2025, respectively, in relation to the court applications by the Requisitionist (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcements.

SETTLEMENT OF COURT APPLICATIONS

The Board wishes to inform the Shareholders and potential investors of the Company that on 3 February 2026, the Company and the Requisitionist had agreed upon a consent summons to seek an order from the High Court of Hong Kong to discontinue the proceedings initiated by the Originating Summons and vacate the hearing for the substantive argument of the Summons.

CHANGE OF DIRECTORS

Appointment of Directors

The Board announces that, with effect from 3 February 2026:

- (a) Mr. Lin Shuang (“**Mr. Lin**”) and Mr. Chan Frank Clifford Shiu Ting Chu (“**Mr. Chan**”) have been appointed as executive Directors;
- (b) Mr. Yuen Ka Tai, Wilson (“**Mr. Yuen**”) has been appointed as a non-executive Director; and
- (c) Mr. Mui Kay Boon (“**Mr. Mui**”) has been appointed as an independent non-executive Director.

The biographical details of Mr. Lin, Mr. Chan, Mr. Yuen and Mr. Mui are set out below.

Mr. Lin (林雙)

Mr. Lin, aged 40, obtained his bachelor’s degree in Journalism from Jilin University, the PRC, in 2009. Mr. Lin is a qualified lawyer in the PRC and currently he is a practising lawyer and a member of All China Lawyers Association (中華全國律師協會). Mr. Lin is also a certified public accountant (CPA) in the PRC. Currently, he is a non-practising member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

From January 2020, being a practising lawyer and non-practising member of CPA, Mr. Lin has served as a legal adviser and financial adviser to many companies, and participated in corporate compliance governance and strategic development business. Mr. Lin is one of the first batch of “full-process engineering consultants” of the China International Engineering Consulting Association (中國國際工程諮詢協會), he has in-depth research on government platform investment models, bidding management, construction projects and national “Belt and Road” related businesses.

From June 2016 to December 2019, Mr. Lin served as Deputy General Manager of Fujian Roeda Investment Consultancy Co., Ltd. (福建融易達投資諮詢有限公司), responsible for overseeing investment and financing operations and supply chain management. From July 2013 to May 2016, Mr. Lin served as Deputy General Manager of Fujian Zhongjun Construction and Development Co., Ltd. (福建中雋建設發展有限公司), with primary responsibility for financial management. From June 2009 to June 2013, Mr. Lin worked in the Finance Bureau of Lianyungang Economic and Technological Development Zone (national level) in Jiangsu Province (江蘇省連雲港經濟技術開發區(國家級)), where he participated in the work of the Budget Department, General Affairs Development, State-owned Assets Office, Listing Office and other departments, and was responsible for the financial management of many enterprises and institutions.

Mr. Lin has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Lin is entitled to a monthly salary of HK\$20,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Chan (陳瑞庭)

Mr. Chan, aged 42, obtained his bachelor's degree in Business Administration, Finance from Simon Fraser University, Vancouver, British Columbia, Canada in 2003. Mr. Chan also obtained his master of Arts, Economics from Simon Fraser University in 2005. Mr. Chan has obtained certain professional qualifications, including chartered financial analyst, certified public accountant in the United States of America and a responsible officer for Type 6 (advising on corporate finance) regulated activity under the SFO.

Mr. Chan has over 10 years in advising on corporate finance. Mr. Chan is the director of Central China International Capital Limited, from April 2018 to November 2022, the senior manager of Convoy Capital Hong Kong Limited from January 2016 to March 2018, the vice president of Guotai Junan Capital Limited from May 2015 to November 2015, the senior manager of Baron Global Financial Services Limited from February 2012 to April 2015. In the above regulated licensed corporations, Mr. Chan was responsible for providing corporate finance and capital market advisory service to clients. Mr. Chan worked in Deloitte & Touche Corporate Finance Limited from April 2008 to July 2011, wherein he provided restructuring and corporate finance advisory services to the clients. Mr. Chan had also gained two years of experience in asset management in Vancouver, Canada. Mr. Chan was an independent non-executive director of JVSPAC Acquisition Corp. (Nasdaq: JVSA) from January 2024 to January 2025.

Mr. Chan has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Chan is entitled to a monthly salary of HK\$20,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Yuen (袁家泰)

Mr. Yuen, aged 48, obtained his bachelor's degree in Business Administration with Simon Fraser University, Vancouver, British Columbia, Canada in 1999. Mr. Yuen has over 25 years of experience in the financial sector. Since 2018, Mr. Yuen has been the director of WKI Group Limited, a company which provides a range of comprehensive corporate services to listed and private companies in Hong Kong, Mainland China and Asia. From 2005 to 2017, Mr. Yuen worked as a director of wealth management in Core Pacific-Yamaichi International (Hong Kong) Limited, wherein, he was also a licensed representative for type 1 (dealing in securities) and type 4 (advising on securities) regulated activities. From 2006 to 2017, Mr. Yuen worked as a manager of Core Pacific-Yamaichi Futures (Hong Kong) Limited, wherein, he was also a licensed representative for type 2 (dealing in futures contracts) regulated activity.

Mr. Yuen has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Yuen is entitled to a monthly salary of HK\$10,000, which is determined by the remuneration committee of the Company with reference to his skill, knowledge and experience and his duties and responsibilities with the Company.

Mr. Mui (梅基本)

Mr. Mui, aged 64, obtained his bachelor's degree in Economics (majoring in accounting) from University of Sydney and Master of Business Administration degree from Australian Graduate School of Management, a graduate school of both the University of Sydney and the University of New South Wales respectively. He is an ex-fellow member of the CPA Australia.

Mr. Mui has over 30 years of experience in the fields of finance and securities industry. Since October 2021, Mr. Mui has been the Director (Equity Capital Market (ECM)) of Zijing Capital Limited, a Hong Kong based boutique financial institution offering broking, asset management and investment banking services to institutions and high net worth individuals. He is in charge of the ECM department and is responsible for business development, deal execution and distribution. From 1991 up to 2021, Mr. Mui has been working in certain securities brokering companies in Hong Kong. He has a wide spectrum of securities brokerage and ECM work experiences. From 2008 to 2010, Mr. Mui worked in Core Pacific-Yamaichi International (HK) Ltd. as the Sale Director (Corporate Sales) and during which Mr. Yuen also worked in the same company. Mr. Mui's role was to perform sale and marketing function by marketing in-house research products to gain traction from existing and potential institutional clients. From 1986 to 1989 and from 1991 to 1993, Mr. Mui worked in chemical companies and had been a business analyst and an accountant with Exxon Chemical International Asia Ltd. and Dow Chemical Pacific Ltd. respectively.

Mr. Mui has signed an appointment letter issued by the Company for a term of one year commencing on 3 February 2026 unless terminated by not less than one month's notice in writing served by either party to the other, subject to retirement by rotation and re-election at the general meetings in accordance with the articles of association of the Company. Mr. Mui is entitled to a director's fee of HK\$10,000 per month, which is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on the prevailing market rate and his experience, duties and responsibilities with the Company.

Saved as disclosed above, as at the date of this announcement, each of Mr. Lin, Mr. Chan, Mr. Yuen and Mr. Mui confirmed that:

- (i) he has not held any positions with the Company or other members of the Group;
- (ii) he has not held any other major appointments and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of his appointment;
- (iii) he has not had any relationship with any other directors, senior management of the Company, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company;
- (iv) he does not have, or is not deemed to have, any interest in the 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

there is no further information relating to him to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders.

Mr. Mui has confirmed (a) his independence as regards each of the factors for independence referred to in Rule 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

The Board would like to express its welcome to each of Mr. Lin, Mr. Chan, Mr. Yuen and Mr. Mui in joining the Company.

Resignation of Directors

The Board announces that Mr. Cheung Kin Wa (“**Mr. Cheung**”) has resigned as an executive Director and Ms. Fong Man Julisa (“**Ms. Fong**”) has resigned as a non-executive Director with effect from 3 February 2026, to devote more time to their other business commitments.

Each of Mr. Cheung and Ms. Fong has confirmed to the Board that he/she has no disagreement with the Board and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its gratitude to Mr. Cheung and Ms. Fong for their valuable contributions to the Company during their tenure of service.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

Following the change of Directors as set out above, with effect from 3 February 2026:

- (i) Mr. Yuen and Mr. Mui have been appointed as members of the audit committee of the Company;
- (ii) Mr. Lin and Mr. Mui have been appointed as members of the nomination committee of the Company; and
- (iii) Mr. Lin, Mr. Chan and Mr. Mui have been appointed as members of the remuneration committee of the Company.

DISSOLUTION OF EXECUTIVE COMMITTEE, STRATEGY AND DEVELOPMENT COMMITTEE AND CORPORATE GOVERNANCE COMMITTEE

The Board announces that to improve the efficiency of the Company’s governance structure, with effect from 3 February 2026:

- (i) the executive committee of the Company has been dissolved and its functions and duties will be taken over by the executive Directors;
- (ii) the strategy and development committee of the Company has been dissolved and its functions and duties will be taken over by the Board; and
- (iii) the corporate governance committee of the Company has been dissolved and its functions and duties will be taken over by the audit committee of the Company.

Following the dissolution of the executive committee, the strategy and development committee and the corporate governance committee of the Company, Mr. Yau Pak Yue ceased to be a member of each of the executive committee, the strategy and development committee and the corporate governance committee of the Company, and Mr. Leung Nga Tat ceased to be a member of each of the executive committee and the corporate governance committee of the Company.

By order of the Board
Xinhua News Media Holdings Limited
Lo Kou Hong
Chairman

Hong Kong, 3 February 2026

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Lo Kou Hong, Mr. Lin Shuang and Mr. Chan Frank Clifford Shiu Ting Chu; three non-executive Directors, namely, Ms. Wang Guan, Ms. Chen Yun and Mr. Yuen Ka Tai, Wilson; and four independent non-executive Directors, namely, Mr. Wang Qi, Mr. Yau Pak Yue, Mr. Leung Nga Tat and Mr. Mui Kay Boon.