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Wenye Group Holdings Limited

文業集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1802)

**(1) RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN THE COMPOSITION OF BOARD COMMITTEES;
AND
(3) CONTINUED SUSPENSION OF TRADING**

This announcement is made by Wenye Group Holdings Limited (文業集團控股有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 3.11 and 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that Mr. Huang Wei (“**Mr. Huang**”) has resigned as an independent non-executive Director of the Company, the Chairman of the Remuneration Committee of the Company, a member of the Nomination Committee and the Audit Committee of the Company with effect from 2 April 2026 as he wishes to dedicate more time and attention to his other commitments.

Mr. Huang has confirmed that he has no disagreement with the Board and that there are no other matters relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Huang for his valuable contributions to the Company during his tenure of service.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Huang, the Board comprises eight Directors, including four executive directors, two non-executive directors, and only two independent non-executive directors. Accordingly, the Company is not compliant with (i) Rule 3.10(1) and Rule 3.10A of the Listing Rules which require the Board to have at least three independent non-executive directors and the number of independent non-executive directors must represent at least one-third of the Board; (ii) Rule 3.21 of the Listing Rules which requires that the Audit Committee must comprise a minimum of three members; (iii) Rule 3.25 of the Listing Rules which requires the Remuneration Committee be chaired by an independent non-executive director and comprising a majority of independent non-executive directors; and (iv) Rule 3.27A of the Listing Rules which requires the Nomination Committee to be composed of a majority of independent non-executive directors.

The Company will endeavor to identify a suitable candidate to fill the vacancy of the independent non-executive director and the relevant Board committees in order to comply with the requirements under the Listing Rules as soon as practicable and in any event within three months from the date of this announcement as required under the Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 5 December 2025 and will remain suspended until fulfilment of the resumption guidance. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Wenye Group Holdings Limited
Kong Guojing
Chairman

Shenzhen, PRC, 2 April 2026

As at the date of this announcement, the Board of the Company comprises (i) four executive directors, namely Mr. Kong Guojing (Chairman), Ms. Fan Shuying (Co-Chairwoman and Chief Executive Officer), Mr. Chen Zhouyu (Co-Chairman) and Mr. Peng Jiwei; (ii) two non-executive directors, namely, Mr. Mak Ho Fai and Ms. Jia Yuanyuan; and (iii) two independent non-executive directors, namely Mr. Ma Kin Ling and Ms. Ye Jinyu.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.