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首程控股有限公司
SHOUCHENG HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 697)

**APPOINTMENT OF EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce the following appointment of directors and changes in the composition of the Remuneration Committee and the Nomination Committee, all of which will take effect from 16 May 2025:

- (a) Mr. Xu Huajie has been appointed as an Executive Director;
- (b) Dr. Zhang Jianwei has been appointed as an Independent Non-executive Director and a member of the Remuneration Committee; and
- (c) Ms. Zhuge Wenjing has been appointed as a member of the Nomination Committee.

APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Shoucheng Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Xu Huajie (“**Mr. Xu**”) and Dr. Zhang Jianwei (“**Dr. Zhang**”) have been appointed as an Executive Director and an Independent Non-executive Director of the Company respectively with effect from 16 May 2025 (“**Effective Date**”).

Mr. Xu

Mr. Xu, aged 46, obtained a Bachelor degree in accounting from Beijing Technology and Business University (北京工商大學) in 2001. Mr. Xu joined Beijing Shougang Fund Co., Ltd.* (北京首鋼基金有限公司, “**Shougang Fund**”, a substantial shareholder of the Company) in May 2016, currently acts as a deputy general manager of Shougang Fund. Prior to joining Shougang Fund, Mr. Xu worked in Deloitte Touche Tohmatsu Certified Public Accountants LLP and Beijing Pan-China Certified Public Accountants Ltd* (北京天健會計師事務所有限公司).

Save as disclosed above, Mr. Xu does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any directors of the Company, senior management of the

Company or substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

As at the date of this announcement and within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Mr. Xu had a personal interest in 1,300,000 shares of the Company, representing approximately 0.018% of the issued shares of the Company.

Mr. Xu will enter into a service agreement with the Group for a term commencing from the Effective Date and continuing until terminated by either party by prior written notice, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Company’s articles of association. Under the service agreement, Mr. Xu is entitled to a salary, discretionary bonus, director’s fee or other compensations as may be determined by the Board (or its committee delegated with such authority) from time to time. Mr. Xu confirmed that he opted not to receive any salary or director’s fee during his appointment.

Save as set out above, there is no other matter regarding the appointment of Mr. Xu as an Executive Director that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Dr. Zhang

Dr. Zhang, aged 61, obtained a Bachelor degree and a Master degree in computer science from Tsinghua University in 1986 and 1989 respectively, and obtained a Doctoral degree in natural sciences from the University of Karlsruhe in 1994. Dr. Zhang is an international member of the Chinese Academy of Engineering, a member of the German National Academy of Engineering (Deutsche Akademie der Technikwissenschaften e.V.), a distinguished visiting professor at Tsinghua University and a tenured professor at the Department of Computer Science at the University of Hamburg in Germany. Dr. Zhang worked as an assistant professor at Bielefeld University in Germany.

Save as disclosed above, Dr. Zhang does not hold any directorships in other Hong Kong or overseas listed public companies in the last three years, does not hold other positions in the Company or its subsidiaries and does not have any relationship with any directors of the Company, senior management of the Company or substantial or controlling shareholders of the Company (as defined in the Listing Rules). Dr. Zhang has confirmed his independence pursuant to Rule 3.13 of the Listing Rules.

As at the date of this announcement and within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), Dr. Zhang does not have any interests in the shares of the Company.

Dr. Zhang will enter into an engagement letter with the Company for a term commencing from the Effective Date and ending on 31 December 2025; such appointment being automatically renewed for successive 12-month periods, subject to retirement by rotation and re-election at least once every three years at annual general meetings of the Company in accordance with the Company’s articles of association. Under the aforesaid engagement letter, Dr. Zhang is entitled to a director’s fee as may be determined by the Board from time to time. Dr. Zhang will be entitled to a director’s fee of HK\$330,000 for a full year which will be paid in proportion to the actual length of services provided by him and an allowance of HK\$5,000 for attending each Board or committee meeting. Such director’s fee was determined by the Board with reference to Dr. Zhang’s experience and duties as well as the then prevailing market conditions.

Save as set out above, there is no other matter regarding the appointment of Dr. Zhang as an Independent Non-executive Director that needs to be brought to the attention of the shareholders of the Company and there is no other information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Xu and Dr. Zhang to join the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, following the abovementioned appointment of directors, Dr. Zhang has been appointed as a member of the Remuneration Committee of the Company; and Ms. Zhuge Wenjing, an Independent Non-executive Director of the Company, has been appointed as a member of the Nomination Committee of the Company with effect from the Effective Date.

After the abovementioned appointment of directors took effect, the composition of each of the Remuneration Committee and the Nomination Committee is as follows:

Remuneration Committee

Zhang Quanling (*Chairlady*)
Peng Jihai
Wang Xin
Zhang Jianwei

Nomination Committee

Zhao Tianyang (*Chairman*)
Wang Xin
Zhang Quanling
Zhuge Wenjing

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 16 May 2025

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman) and Mr. Xu Huajie as Executive Directors; Mr. Wu Lishun, Mr. Li Hao (Vice Chairman), Mr. Peng Jihai, Mr. Ho Gilbert Chi Hang and Mr. Liu Jingwei as Non-executive Directors; Dr. Wang Xin, Ms. Zhang Quanling, Ms. Zhuge Wenjing and Dr. Zhang Jianwei as Independent Non-executive Directors.

** For identification purposes only*