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## **Suoxinda Holdings Limited**

### **索信达控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3680)**

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) REDESIGNATION OF DIRECTORS; AND**
- (4) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces the following changes in members of the Board and change in composition of Board committees with effect from 28 March 2022.

#### **Resignation of Independent Non-executive Director**

Ms. Zhang Yahan has resigned as an independent non-executive Director.

#### **Appointment of Non-Executive Director and Independent Non-executive Director**

Mr. Jiang Senlin has been appointed as a non-executive Director.

Dr. Chen Wei has been appointed as an independent non-executive Director.

#### **Redesignation of Directors**

Mr. Song Hongtao has been re-designated from an executive Director to a non-executive Director and he remains to act as the Chairman of the Board.

Dr. Mo Keqi has been re-designated from an executive Director to a non-executive Director.

## **Changes in Composition of Board Committees**

Since Ms. Zhang Yahan resigned as an independent non-executive Director, she ceased to be the Chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee.

Dr. Chen Wei has been appointed as the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

Mr. Song Hongtao has resigned as the Chairman of the Nomination Committee.

Ms. Fan Wenxian, an independent non-executive Director, has resigned as a member of each of the Remuneration Committee and the Audit Committee, and she has been appointed as the Chairman of the Nomination Committee.

Mr. Chen Zhenping, an executive Director, has been appointed as a member of the Nomination Committee.

Mr. Jiang Senlin has been appointed as a member of the Remuneration Committee.

Dr. Mo Keqi has been appointed as a member of the Audit Committee.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Suoxinda Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following changes in members of the Board and composition of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 28 March 2022.

### **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Zhang Yahan (“**Ms. Zhang**”) has resigned as an independent non-executive Director with effect from 28 March 2022 in order to devote more time to her other personal engagements.

Ms. Zhang has confirmed to the Company that she has no disagreement with the Board, and that there are no other matters in respect of her resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of Company.

The Board would like to take this opportunity to express its gratitude and appreciation to Ms. Zhang for her valuable contribution to the Company during her tenure of office.

## **(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that, with effect from 28 March 2022:

- (i) Mr. Jiang Senlin (“**Mr. Jiang**”) has been appointed a non-executive Director; and
- (ii) Dr. Chen Wei (“**Dr. Chen**”) has been appointed as an independent non-executive Director.

The biographical details of Mr. Jiang and Dr. Chen are set out below:

### **Mr. Jiang**

Mr. Jiang, aged 50, qualified as an accountant in the PRC in May 1998 and as an intermediate financial officer conferred by the Ministry of Personnel of the People’s Republic of China in November 1997. Mr. Jiang completed his research program in art and culture\* (文藝學) at Sichuan University in July 2000 and obtained his bachelor’s degree in economics majoring in accountancy at Central Institute of Finance\* (中央財政金融學院) (now known as Central University of Finance and Economics (中央財經大學)) in June 1993.

Mr. Jiang has served as the Vice-President and Chief Financial Officer in Wonderland International Financial Holdings Limited (華德國際金融控股有限公司) since January 2018, an independent non-executive director of China Ruifeng Renewable Energy Holdings Limited (stock code: 527) since 31 January 2019 and an executive director of Enviro Energy International Holdings Limited (stock code: 1102) since 28 June 2019. Mr. Jiang worked in BeijingRenge Technology Corp. Ltd (北京仁歌科技股份有限公司) (NEEQ Code: 837824, voluntarily delisted in December 2018) as the vice general manager and chief financial officer from September 2015 to December 2017. He also worked as the chief financial officer (Asia) in Morningstar, Inc. (NASDAQ: MORN) from August 2009 to September 2015.

### **Dr. Chen**

Dr. Chen, aged 40, holds a bachelor’s degree in economics from Beijing University of Aeronautics and Astronautics (北京航空航天大學), a master of science degree in money, banking and finance from University of Birmingham and a PhD in economics from University of Birmingham. Dr. Chen obtained the Chartered Financial Analyst qualification from the Chartered Financial Analyst Institute in September 2013. She has been a part-time professor of Hebei Finance University (河北金融學院) since January 2020 and a doctoral advisor of the Business School of Guangxi University (廣西大學商學院) since November 2020.

Dr. Chen has extensive experience in the finance industry. Prior to joining the Group, from 2007 to 2021, she had served as an account manager assistant at the commercial banking division of HSBC plc, a postdoctoral researcher at Guosen Securities Co.,Ltd. (國信證券股份有限公司), a senior manager at the investment banking division, and later a director of business development division of Guosen Securities (HK) Financial Holdings Company Limited (國信證券(香港)金融控股有限公司), an assistant vice president at the China market division of BNP Paribas Wealth Management, Hong Kong Branch, and an executive general manager of the financial institution division of Dongxing Securities (Hong Kong) Financial Holdings Limited (東興證券(香港)金融控股有限公司). Since October 2021, Dr. Chen has served as the chief investment officer of Coast International Asset Management Limited (沿海國際資產管理有限公司).

She was previously an executive director of Heritage International Holdings Limited (漢基控股有限公司\*) (now known as China Shandong Hi-Speed Financial Group Limited (中國山東高速金融集團有限公司)) (stock code: 412) from October 2013 to October 2014 and an executive director of China Jinhai International Group Limited (中國金海國際集團有限公司\*) (now known as Central Wealth Group Holdings Limited (中達集團控股有限公司)) (stock code:139) from December 2014 to August 2015.

The Company has entered into a service agreement with Mr. Jiang for an initial term of three years commencing from 28 March 2022 and an appointment letter with Dr. Chen for an initial term of one year commencing from 28 March 2022, both of which may be terminated by either party by giving not less than three months' prior notice in writing to the other or by agreement upon consensus of both parties. Mr. Jiang and Dr. Chen will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Each of Mr. Jiang and Dr. Chen will be entitled to a director's fee of HKD120,000 per annum and a discretionary bonus payable at the absolute discretion of the Board from time to time. The emoluments of Mr. Jiang and Dr. Chen are determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his or her experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the date of this announcement, each of Mr. Jiang and Dr. Chen does not have any interests or short position in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”).

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, none of Mr. Jiang or Dr. Chen (i) has any other relationship with any Directors, senior management or substantial or controlling shareholders of the

Company (as defined under the Listing Rules); (ii) holds any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) has any other major appointments and professional qualifications; and (iv) holds other positions with any members of the Group.

Dr. Chen has confirmed her independence in accordance with Rule 3.13 of the Listing Rules. Save as disclosed above, there is no other matter in relation to the appointment of Mr. Jiang as a non-executive Director and the appointment of Dr. Chen as an independent non-executive Director that needs to be brought to the attention of the Stock Exchange and the shareholders of Company, and there is no other information in relation to Mr. Jiang and Dr. Chen that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Jiang and Dr. Chen on joining the Board.

### **(3) REDESIGNATION OF DIRECTORS**

The Board announces that, with effect from 28 March 2022:

- (i) Mr. Song Hongtao (“**Mr. Song**”) has been re-designated from an executive Director to a non-executive Director and he remains to act as the Chairman of the Board; and
- (ii) Dr. Mo Keqi (“**Dr. Mo**”) has been re-designated from an executive Director to a non-executive Director.

The biographical details of Mr. Song and Dr. Mo are set out below:

#### **Mr. Song**

Mr. Song, aged 44, has been redesignated as a non-executive Director with effect from 28 March 2022 and remains as the Chairman of the Board. He is responsible for formulating the business strategy of the Group and leading the Board to achieve goals of the Group. Mr. Song joined the Group in June 2004 as the sales manager and was appointed as the deputy general manager in May 2006 and was appointed as the general manager, a director of Group in December 2015 and the Chairman of the Board and an executive Director in December 2018. He also acts as a general manager or director of several subsidiaries of the Group. He obtained a bachelor’s degree in law from Southern Institute of Metallurgy (南方冶金學院) (now known as Jiangxi University of Science and Technology (江西理工大學)) in June 2000. Mr. Song has over 15 years of experience in the information technology service industry. In particular, Mr. Song has nearly 10 years of experience in data solution services

since 2013. Prior to joining our Group, Mr. Song served as a business manager of Shenzhen Meicheng Technology Company Limited\* (深圳市美承科技有限公司) from June 2001 to May 2004.

### **Dr. Mo**

Dr. Mo, aged 50, has been redesignated as a non-executive Director with effect from 28 March 2022. He is responsible for supervising the overall risk management of the Group. He joined the Group as an executive Director on 1 March 2022. He received his executive master's degree of business administration from Tsinghua University (清華大學) in the PRC and his doctorate degree in management from The Hong Kong Polytechnic University in January 2011 and October 2014, respectively. He was certified as a senior international finance manager by International Financial Management Association in June 2010. Dr. Mo got qualified of the independent director from the Shanghai Stock Exchange in April 2013.

Dr. Mo has more than 10 years experience in business management, risk management and corporate compliance. Prior to joining the Group, he served in various positions at the group companies of China Southern Airlines Company Limited (中國南方航空集團公司) from July 1993 to October 2015. He was the deputy general manager of China Southern Airlines Group Finance Co., Ltd. (中國南航集團財務有限公司) from August 2006 to May 2011 and later the chairman of the labour union committee from September 2008 to March 2014. He was then appointed as the head of legal division of China Southern Airlines Company Limited (中國南方航空集團公司) from April 2014 to October 2015. Dr. Mo has been the director in charge of the development strategies and overseas business of Fully Rise Technology Development Limited (富昇科技發展有限公司) since November 2016.

The Company has entered into a new service agreement with each of Mr. Song and Dr. Mo for an initial term of three years commencing from 28 March 2022 in relation to their respective redesignation as a non-executive Director of the Company, both of which may be terminated by either party by giving not less than three months' prior notice in writing to the other or by agreement upon consensus of both parties. Mr. Song and Dr. Mo will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the Listing Rules. Each of Mr. Song and Dr. Mo will be entitled to a director's fee of HKD120,000 per annum and a discretionary bonus payable at the absolute discretion of the Board from time to time. The emoluments of Mr. Song and Dr. Mo are determined by the Board based on the recommendation of the Remuneration Committee with reference to their respective experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the date of this announcement, Mr. Song holds 84,003,840 shares of the Company, representing approximately 20.6% of the total issued share capital of the Company. These shares consisted of (i) 79,003,840 shares held by Mindas Touch Global Limited, which was wholly owned by Mr. Song and Mr. Song was deemed to be interested in these Shares pursuant to Part XV of the SFO; and (ii) 5,000,000 shares directly held by Mr. Song, while Dr. Mo holds 838,000 shares of the Company, representing approximately 0.21% of the total issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, none of Mr. Song or Dr. Mo (i) has any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined under the Listing Rules); (ii) holds any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) has any other major appointments and professional qualifications; and (iv) holds other positions with any members of the Group.

Save as disclosed above, there is no other matter in relation to the resignation of each of Mr. Song and Dr. Mo as a non-executive Director that needs to be brought to the attention of the Stock Exchange and the shareholders of Company, and there is no other information in relation to Mr. Song and Dr. Mo that needs to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

#### **(4) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that, with effect from 28 March 2022:

- (i) since Ms. Zhang resigned as an independent non-executive Director, she ceased to be the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (ii) Dr. Chen has been appointed as the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
- (iii) Mr. Song has resigned as the Chairman of the Nomination Committee;
- (iv) Ms. Fan Wenxian, an independent non-executive Director, has resigned as a member of each of the Remuneration Committee and the Audit Committee, and she has been appointed as the Chairman of the Nomination Committee;
- (v) Mr. Chen Zhenping, an executive Director, has been appointed as a member of the Nomination Committee;

- (vi) Mr. Jiang has been appointed as a member of the Remuneration Committee; and
- (vii) Dr. Mo has been appointed as a member of the Audit Committee.

The composition of each of the Board committees immediately after the abovementioned changes with effect from 28 March 2022 are therefore as follows:

**Audit Committee**

Mr. Tu Xinchun (*Chairman*)  
Dr. Chen Wei  
Dr. Mo Keqi

**Nomination Committee**

Ms. Fan Wenxian (*Chairman*)  
Dr. Chen Wei  
Mr. Chen Zhenping

**Remuneration Committee**

Dr. Chen Wei (*Chairman*)  
Mr. Tu Xinchun  
Mr. Jiang Senlin

By order of the Board  
**Suoxinda Holdings Limited**  
**Song Hongtao**  
*Chairman of the Board*

Hong Kong, 28 March 2022

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chen Zhenping, Dr. Wu Fu-Shea, Mr. Wu Xiaohua; three non-executive Directors, namely, Mr. Song Hongtao, Dr. Mo Keqi and Mr. Jiang Senlin; and three independent non-executive Directors, namely, Mr. Tu Xinchun, Ms. Fan Wenxian and Dr. Chen Wei.*

\* *For identification purposes only*