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**China Dongxiang (Group) Co., Ltd.**

**中國動向（集團）有限公司**

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

**(Stock Code: 3818)**

**ANNOUNCEMENT**

**(1) APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**(2) CHANGES IN COMPOSITION OF BOARD COMMITTEES  
AND**

**(3) COMPLIANCE WITH THE LISTING RULES**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Dongxiang (Group) Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Zhou Zhiyi (“**Mr. Zhou**”) has been appointed as an independent non-executive Director of the Company with effect from 30 March 2026.

Zhou Zhiyi, aged 61, has over 35 years experience in corporate management, marketing strategy and business development in the consumer products sector and currently serves as the chairman of the board of Sichuan Jixiangju Food Company Limited. Previously, Mr. Zhou also served as the director of the marketing department of the greater China region of Kraft Foods (China) Co., Ltd., the president of the China region of Lee Kum Kee Group, the president of the China region of Sinar Mas Group (oils and foodstuffs) and the chairman of Shanghai Adream Development Center. Mr. Zhou graduated from the China Central Radio and TV University (now known as the Open University of China) with a bachelor’s degree in corporate management in 1986. The Board believes that Mr. Zhou’s extensive experience in the consumer products sector will bring valuable perspective, skills and experience to the Board and contribute to the diversity of the Board, benefiting the Company’s future development.

Mr. Zhou has entered into a letter of appointment with the Company for an initial term of one year commencing from 30 March 2026. Pursuant to the articles of association of the Company, Mr. Zhou will retire at the next general meeting and shall be eligible for re-election. Pursuant to the letter of appointment, Mr. Zhou is entitled to receive a director's fee of HK\$220,000 per annum which has been recommended by the Remuneration Committee of the Company and approved by the Board by reference to his duties and responsibilities with the Company. Mr. Zhou has confirmed that (i) he meets the independence criteria set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Mr. Zhou (i) does not hold any other position with the Company or any of its subsidiaries; (ii) does not hold, and has not held other directorship in the preceding three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) does not have any relationship with any directors, senior management, substantial shareholder or controlling shareholder of the Company. As at the date of this announcement, Mr. Zhou is not interested or deemed to be interested in the securities of the Company and its associated companies within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company, and there is no information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Mr. Zhou for joining the Board.

## **CHANGES IN COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE OF THE COMPANY**

Mr. Zhou has been appointed as a member of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee, all with effect from 30 March 2026.

### **COMPLIANCE WITH THE LISTING RULES**

Reference is made to the announcement of the Company dated 31 December 2025, in relation to, among other things, the non-compliance with Rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules.

Following the appointment of Mr. Zhou as independent non-executive Director and changes in the composition of Board committees as set out above:

- (i) the Board comprises three independent non-executive Directors;
- (ii) the Audit Committee comprises three members, all of whom are independent non-executive Directors;
- (iii) the Remuneration Committee is chaired by an independent non-executive Director and comprises a majority of independent non-executive Directors; and
- (iv) the Nomination Committee comprises a majority of independent non-executive Directors.

Subsequent to the above changes, the Company is in compliance with the requirements under Rules 3.10(1), 3.21, 3.25 and 3.27A of the Listing Rules.

By Order of the Board  
**China Dongxiang (Group) Co., Ltd.**  
**CHEN Yihong**  
*Chairman*

Hong Kong, 30 March 2026

*As at the date of this announcement, the executive directors of the Company are Mr. Chen Yihong, Ms. Chen Chen and Mr. Lyu Guanghong, and the independent non-executive directors of the Company are Mr. Gao Yu, Ms. Tang Songlian and Mr. Zhou Zhiyi.*