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**C&N Holdings Limited**  
**春能控股有限公司\***

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

**(Stock Code: 8430)**

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) CHANGES IN THE COMPOSITION OF BOARD COMMITTEES; AND  
(3) COMPLIANCE OF THE GEM LISTING RULES**

The Board hereby announces that with effect from 1 July 2024:

- (1) Ms. Li HongJing has been appointed as an independent non-executive Director, the Chairwoman of the Nomination Committee, a member of each of the Remuneration Committee and the Audit Committee; and
- (2) Upon the appointment of Ms. Li becoming effective on 1 July 2024, the Company fulfills the requirements under Rules 5.05(1), 5.28 and 5.36A of the GEM Listing Rules.

This announcement is made by C&N Holdings Limited (the “**Company**”) in accordance with Rules 17.50(2) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce the appointment of Ms. Li HongJing (“**Ms. Li**”) to the following offices, all effective from 1 July 2024:

1. an independent non-executive Director;
2. the Chairwoman of the Nomination Committee;
3. a member of the Remuneration Committee; and
4. a member of the Audit Committee.

The biographical particulars of Ms. Li are set out below:

Ms. Li, aged 41, graduated from South China Normal University and her undergraduate major is Chinese linguistics and literature. She has over 15 years of management experience in education and human resources industries. The Company has entered into a letter of appointment with Ms. Li in relation to her appointment as an independent non-executive Director of the Company for a term of one (1) year commencing on 1 July 2024 which is determinable by either party serving on the other not less than one month's written notice, subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the GEM Listing Rules. Ms. Li will be entitled to a Director's fee of HK\$48,000 per annum, which was recommended by the Remuneration Committee and has been determined with reference to the prevailing market conditions and her roles and responsibilities in the Group, subject to review by the Board and the Remuneration Committee from time to time. She has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 17.90 of the GEM Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

As at the date of this announcement, save as disclosed above, (i) Ms. Li does not hold any other position with the Company or its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) Ms. Li has not held any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years; and (iii) Ms. Li does not have any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong). Ms. Li has confirmed that she met the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there are no other matters relating to Ms. Li's appointment that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to welcome Ms. Li for joining as a member of the Board.

#### **COMPLIANCE WITH RULES 5.05(1), 5.28 AND 5.36A OF THE GEM LISTING RULES**

Upon the appointment of Ms. Li becoming effective on 28 June 2024, the Company fulfills the requirements under Rules 5.05(1), 5.28 and 5.36A of the GEM Listing Rules.

By order of the Board  
**C&N Holdings Limited**  
**Chua Kang Lim**  
*Chairman*

Hong Kong, 28 June 2024

*As at the date of this announcement, the Board comprises Mr. Chua Kang Lim and Ms. Fung Mee Kuen as executive Directors, and Mr. Cheung Wai Kin and Ms. Wong Shuk Yee Camilla as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“GEM”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the Company’s website at [www.cnlimited.com](http://www.cnlimited.com).*

*\* For identification purposes only*