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Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

RESIGNATION AND APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) announces that with effect from April 23, 2018, Mr. Zhu Yulong (“**Mr. Zhu**”) has resigned as an executive Director. Upon his resignation, he ceased to be the chairman of the strategic development committee of the Company (the “**Strategic Development Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”).

Mr. Zhu has confirmed that, (i) his resignation is due to his intention to balance family life and pursue personal interests; (ii) he has no disagreement with the Board and there is no other matter which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of his resignation; (iii) other than serving as a director and general manager of Hubei Zhou Hei Ya Enterprise Development Co., Ltd. (湖北周黑鴨企業發展有限公司), our wholly owned subsidiary, since July 2015, he does not hold any other position with the Company and its subsidiaries; and (iv) he has no outstanding claims against the Company of any nature, including fees, compensation for loss of office, remuneration, severance payment, pension nor expense as at the date of this announcement.

The Board confirmed that nothing else in relation to the resignation of Mr. Zhu other than the information set out in this announcement should be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Zhu for his valuable contribution to the Company during his tenure of service as an executive Director.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from April 23, 2018, Ms. Li Ying (“**Ms. Li**”) has been appointed as an executive Director.

The biography of Ms. Li is set out as follows:

Ms. Li Ying (李瑩), aged 40, is the chief human resources officer and assistant to the chairman of the Board of the Company since April 11, 2016, and is primarily responsible for managing human resources matters and training programs of our Group. She held various positions at Zhou Hei Ya Foods Joint Stock Limited Company (周黑鴨食品股份有限公司) (“**Wuhan ZHY Holdco**”) from September 2008 to July 2015 in relation to human resources management, and was the chief human resources officer of Wuhan ZHY Holdco from May 2014 to July 2015. She has been the chief human resources officer of Hubei Zhou Hei Ya Enterprise Development Co., Ltd. (湖北周黑鴨企業發展公司) since July 2015. Prior to joining our Group, she worked as human resources manager of Shanlv Agricultural Products Group Joint Stock Company (山綠農產品集團股份有限公司) (“**Shanlv**”) from June 2005 to January 2007, where she was primarily responsible for managing human resources of Shanlv.

Ms. Li obtained a master’s degree in management science and engineering from Wuhan University of Science and Technology in 2016. She was awarded the PRC bar by the Ministry of Justice of the PRC in Hubei Province in August 2010 and the Human Resources Administrator (Class II) (人力資源師(二級)) by Occupational Skill Testing Authority of the Ministry of Human Resources and Social Security of the PRC in March 2005.

Ms. Li has entered into a service agreement with the Company for a term of 3 years commencing from April 23, 2018 and is subject to retirement by rotation and re-election in the next general meeting in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of the Company. The service agreement may be terminated by either party by giving 2 months’ written notice, and may be renewed in accordance with the articles of association of the Company, the Listing Rules and any other applicable laws and regulations. Ms. Li’s basic salary is RMB360,000 per annum and she is also entitled to a discretionary bonus as may be determined by the Board and the Remuneration Committee based on the performance of her duties and the Company’s earnings. The remuneration of Ms. Li has been determined with reference to her duties, responsibilities and experience, and the prevailing market conditions.

Save as disclosed above, Ms. Li has not been a director of any listed company in Hong Kong or overseas in the last three years and does not hold any other position with the Company and its subsidiaries. She does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

Ms. Li does not have any interest in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Li that need to be brought to the attention of the Shareholders.

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

CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE AND THE STRATEGIC DEVELOPMENT COMMITTEE

The Board further announces that, with effect from April 23, 2018, (i) Mr. Hao Lixiao, our Chief Executive Officer, an executive Director and a member of the Strategic Development Committee, has been appointed as the chairman of the Strategic Development Committee; (ii) Mr. Wen Yong, an executive Director, has been appointed as a member of the Strategic Development Committee; and (iii) Ms. Li, an executive Director, has been appointed as a member of the Remuneration Committee.

By order of the Board
Zhou Hei Ya International Holdings Company Limited
Zhou Fuyu
Chairman

Hong Kong, April 23, 2018

As at the date of this announcement, Mr. Zhou Fuyu, Mr. Hao Lixiao, Mr. Wen Yong, Mr. Hu Jiaqing and Ms. Li Ying are the executive Directors; Mr. Pan Pan is the non-executive Director; and Mr. Wu Chi Keung, Mr. Chan Kam Ching, Paul and Mr. Lu Weidong are the independent non-executive Directors.