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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)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (“**Board**”) of directors (“**Directors**”) of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) announces with its deepest sorrow that Mr. WU Chi Keung (“**Mr. Wu**”), an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”), passed away on October 12, 2021.

Mr. Wu had been an independent non-executive Director of the Company since October 2016. Mr. Wu had made invaluable contribution to the Company during his tenure of office. The Board would like to express its sincere gratitude to Mr. Wu and wish to convey its condolences to his family.

Following the passing away of Mr. Wu:

- (i) the number of independent non-executive Directors falls below the minimum number of three as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (ii) the number of independent non-executive Directors accounts for less than one-third of the Board as required under Rule 3.10A of the Listing Rules;
- (iii) the number of Audit Committee members falls below the minimum number of three and there is a vacancy for the chairman of the Audit Committee as required under Rule 3.21 of the Listing Rules; and

- (iv) the number of independent non-executive Directors comprising the Nomination Committee falls below the minimum requirement under code provision A.5.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

The Company will identify a suitable candidate to fill the vacancy as soon as practicable to meet the time period required under Rules 3.11 and 3.23 of the Listing Rules, and will make further announcement(s) as and when appropriate.

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

Hong Kong, October 18, 2021

As at the date of this announcement, Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong are the executive Directors; Mr. PAN Pan is the non-executive Director; and Mr. CHAN Kam Ching, Paul and Mr. LU Weidong are the independent non-executive Directors.