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**China Bright Culture Group**  
**煜盛文化集團\***

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1859)**

**APPOINTMENT OF JOINT COMPANY SECRETARY**  
**AND**  
**WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17**  
**OF THE LISTING RULES**

**APPOINTMENT OF JOINT COMPANY SECRETARY**

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of China Bright Culture Group (the “**Company**”) is pleased to announce that with effect from 22 September 2022, Ms. Li Zequn (“**Ms. Li**”) was appointed as a new joint company secretary of the Company (the “**Joint Company Secretary**”), and the existing company secretary, Mr. Tong Wing Chi (“**Mr. Tong**”) will continue to serve as the other Joint Company Secretary.

The biographic details of Ms. Li are set out below:

Ms. Li, aged 28, joined the Group in March 2022 as the secretary to the board of directors of the Company, and is responsible for the Listing Rules regulatory compliance of the Company. Prior to joining the Group, Ms. Li had worked as the secretary to the board of directors of Xilinguolemeng Zhongxingde Environmental Protection Technology Co., Ltd (錫林郭勒盟中興德環保科技有限公司) and the representative of Securities Division of Chengdu Dikang Pharmaceutical Co., Ltd (成都迪康藥業股份有限公司), both of which involves regulatory compliance and investors relation matters. Ms. Li graduated from Sichuan University with bachelor’s degree in French in 2017 and graduated from Burgundy School of Business with a master’s degree in Corporate Finance and Investment Banking in 2019.

The biographic details of Mr. Tong are set out below:

Mr. Tong, aged 40, has been appointed as the company secretary and the authorised representative of the Company on 21 July 2022. Mr. Tong obtained a degree of Bachelor of Arts (Honors) in Accountancy from The Hong Kong Polytechnic University in November 2004 and has been a member of the Hong Kong Institute of Certified Public Accountants since September 2008. Mr. Tong has over 15 years of experience in auditing, accounting and financial reporting. Mr. Tong started his career in Deloitte Touche Tomatsu from September 2004 to February 2010 with his last position as an audit senior. He then worked in DTZ Debenham Tie Leung as a senior accountant from March 2010 to October 2011. Mr. Tong returned to Deloitte Touche Tomatsu in October 2011 as an audit manager and his last held position was a manager of CXO advisory service when he left the company in February 2014. Mr. Tong has been a managing director of Victory Success Consulting Limited since July 2018 and a managing partner of Edward and Stan Global Advisory Limited since November 2019. Mr. Tong was an independent non-executive director of Trendzon Holdings Group Limited (stock code: 1865, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) during the period from 21 September 2020 to 31 March 2022. Mr. Tong has been an independent non-executive director of PF Group Holdings Limited (stock code: 8221, a company listed on GEM of the Stock Exchange) since 6 October 2021, an independent non-executive director of CHTC Fong’s International Company Limited (stock code: 641, a company listed on the Main Board of the Stock Exchange) since 1 March 2022, and an independent non-executive director of Greater Bay Area Dynamic Growth Holding Limited (stock code: 1189, a company listed on the Main Board of the Stock Exchange) since 19 September 2022.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Company must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. Pursuant to Rule 3.28 of the Listing Rules, the company secretary of the Company must be an individual who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable: (a) a member of The Hong Kong Chartered Governance Institute; (b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)); and (c) a certified public accountant (as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)) (the “**Acceptable Qualification**”).

Pursuant to Note 2 to Rule 3.28 of the Listing Rules, in assessing “relevant experience”, the Stock Exchange will consider the individual’s: (a) length of employment with the issuer and other issuers and the roles he played; (b) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Companies (Winding Up and Miscellaneous

Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), and The Codes on Takeovers and Mergers and Share Buy-backs; (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and (d) professional qualifications in other jurisdictions (the “**Relevant Experience**”).

Ms. Li does not possess the Acceptable Qualifications required under Note 1 to Rule 3.28 of the Listing Rules, and she does not have all the required Relevant Experience required by Note 2 to Rule 3.28 of the Listing Rules. As such, at the moment, she has not fully satisfied the requirements under Rule 3.28 of the Listing Rules.

Mr. Tong meets the requirement under Note 1 to Rule 3.28 of the Listing Rules, will work closely with and provide assistance to Ms. Li in discharging her duties and responsibilities as a company secretary of the Company for the first three years commencing from the appointment of Ms. Li as a Joint Company Secretary (the “**Waiver Period**”). The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Li as a joint company secretary of the Company during the Waiver Period.

The waiver is granted on the conditions that:

- (i) Ms. Li must be assisted by Mr. Tong during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Ms. Li will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance her knowledge of the Listing Rules during the three-year period from the date of her appointment. The Company will further ensure that Ms. Li has access to the relevant training and support that would enhance her understanding of the Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange. Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Ms. Li, having had the benefit of Mr. Tong’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

Save as disclosed herein, the Board is not aware of any other matters in relation to the appointment of Ms. Li that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of the Listing Rules.

By order of the Board  
**China Bright Culture Group**  
**Liu Mu**  
*Chairman*

Beijing, the PRC, 22 September 2022

*As at the date of this announcement, the Company's executive Director is Mr. LIU Mu and independent non-executive Directors are Ms. RAN Hua, Mr. ZHANG Yiwu, Ms. YAO Li and Mr. Yu Xuezhong.*

\* *For identification purpose only*