

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Red Star Macalline Group Corporation Ltd.**  
**紅星美凱龍家居集團股份有限公司**

*(A sino-foreign joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1528)**

**POLL RESULTS OF THE 2023 THIRD EXTRAORDINARY  
GENERAL MEETING HELD ON 15 AUGUST 2023**

Red Star Macalline Group Corporation Ltd. (the “**Company**”) announces that, at the 2023 third extraordinary general meeting of the Company (the “**EGM**”) held at Conference Center, 3/F, South Building, Block B, Red Star Macalline Headquarters, Lane 1466, Shenchang Road, Minhang District, Shanghai, the People's Republic of China (the “**PRC**”) at 2:00 p.m. on Tuesday, 15 August 2023, all the proposed resolutions set out in the notice of the EGM and the supplemental notice of the EGM were passed by way of poll. For details of the resolutions considered at the EGM, the Shareholders may refer to the notice of the EGM dated 27 July 2023 and the supplemental notice of the EGM dated 7 August 2023, and the circular of the EGM dated 27 July 2023 and the supplemental circular of the EGM dated 7 August 2023 of the Company (the circular of the EGM, together with the supplemental circular of the EGM, collectively the “**Circular**”). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the EGM, the total number of Shares is 4,354,732,673 Shares (including 3,613,447,039 A Shares and 741,285,634 H Shares). No Shareholder was required to abstain from voting on the resolutions under the Listing Rules. There was no Share entitling the holder to attend the meeting and abstain from voting in favour of the resolutions under Rule 13.40 of the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer for vote-taking at the EGM. The convening of the EGM was in compliance with the Company Law of the PRC and the Articles of Association. All directors, all supervisors and some senior management of the Company attended the EGM.

**I. CONVENING OF THE MEETING**

**(1) EGM**

The total number of Shares entitling the holders to attend and vote on the resolution at the EGM was 4,353,687,873 Shares (A Shares in the Company's repurchased securities account are not entitled to vote at the EGM). The total number of Shares with voting rights represented by the Shareholders attending the EGM in person or by proxy was 3,011,969,805 Shares, representing approximately 69.182034% of the total number of Shares.

## II. POLL RESULTS OF THE EGM

The poll results in respect of the respective resolutions at the EGM are set out below:

NO.	ORDINARY RESOLUTIONS EFFECTED BY THE ADOPTION OF CUMULATIVE VOTING SYSTEM	NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
1.	The resolutions on the election and re-election of executive directors and non-executive directors of the fifth session of the board of the Company (a total of 11 candidates for 9 positions as executive directors and non-executive directors)	/		
1.01	To consider and approve the re-election of Mr. CHE Jianxing as an executive director of the Company	2,874,234,951 (95.427084%)		
1.02	To consider and approve the re-election of Mr. LI Jianhong as an executive director of the Company	2,877,289,098 (95.528484%)		
1.03	To consider and approve the election of Mr. SHI Yaofeng as an executive director of the Company	2,873,333,375 (95.397151%)		
1.04	To consider and approve the election of Mr. YANG Yingwu as an executive director of the Company	2,873,333,157 (95.397143%)		
1.05	To consider and approve the re-election of Mr. ZHENG Yongda as a non-executive director of the Company	2,875,912,693 (95.482786%)		
1.06	To consider and approve the re-election of Mr. WANG Wenhui as a non-executive director of the Company	2,877,274,195 (95.527989%)		
1.07	To consider and approve the re-election of Mr. ZOU Shaorong as a non-executive director of the Company	2,874,219,539 (95.426572%)		
1.08	To consider and approve the election of Ms. XU Di as a non-executive director of the Company	2,877,262,696 (95.527608%)		
1.09	To consider and approve the election of Mr. SONG Guangbin as a non-executive director of the Company	2,877,270,394 (95.527863%)		
1.10	To consider and approve the re-election of Mr. JIANG Xiangyu as a non-executive director of the Company	477,764,175 (15.862183%)		
1.11	To consider and approve the re-election of Mr. CHEN Zhaohui as a non-executive director of the Company	746,112,021 (24.771564%)		

NO.	ORDINARY RESOLUTIONS EFFECTED BY THE ADOPTION OF CUMULATIVE VOTING SYSTEM	NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
2.	The resolutions on the election of independent non-executive directors of the fifth session of the board of the Company (a total of 5 candidates for 5 positions as independent non-executive directors)	/		
2.01	To consider and approve the election of Mr. XUE Wei as an independent non-executive director of the Company	2,878,962,339 (95.584037%)		
2.02	To consider and approve the election of Mr. CHEN Shanang as an independent non-executive director of the Company	2,878,962,346 (95.584037%)		
2.03	To consider and approve the election of Mr. HUANG Jianzhong as an independent non-executive director of the Company	2,878,962,235 (95.584034%)		
2.04	To consider and approve the election of Mr. WONG Chi Wai as an independent non-executive director of the Company	2,878,962,253 (95.584034%)		
2.05	To consider and approve the election of Mr. CAI Qinghui as an independent non-executive director of the Company	2,866,811,597 (95.180622%)		
3.	The resolutions on the election of independent supervisors of the fifth session of the supervisory committee of the Company (a total of 2 candidates for 2 positions as independent supervisors)	/		
3.01	To consider and approve the election of Ms. MA Chenguang as an independent supervisor of the Company	2,878,967,043 (95.584193%)		
3.02	To consider and approve the election of Mr. CHEN Jiasheng as an independent supervisor of the Company	2,866,817,371 (95.180814%)		

SPECIAL RESOLUTIONS		NUMBER OF VOTES (%)		
		FOR	AGAINST	ABSTAIN
4.	The amendments to the articles of association	2,871,028,399 (95.320624%)	136,429,080 (4.529563%)	4,512,326 (0.149813%)
5.	The amendments to the procedural rules of the general meetings	2,879,270,782 (95.594278%)	128,186,697 (4.255909%)	4,512,326 (0.149813%)
6.	The amendments to the procedural rules of the board of directors	2,879,270,782 (95.594278%)	128,186,697 (4.255909%)	4,512,326 (0.149813%)

*Note:* Under the cumulative voting system, “Against” and “Abstain” votes will be considered invalid.

For ordinary resolutions numbered 1 to 3, including No. 1.01 to 1.11, No. 2.01 to 2.05 and No. 3.01 to 3.02, the Company divided the aforementioned ordinary resolutions into three resolution groups and adopted the “cumulative voting system” for the voting and the calculation of voting results. In resolution group 1, there are 11 candidates for 9 positions as executive directors and non-executive directors. Therefore, the resolution group 1 adopted competitive election approach under the cumulative voting system. The votes cast in favour of electing the candidates for executive directors Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu and the candidates for non-executive directors Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin of the Company as executive directors and non-executive directors were more than half of the total number of shares held by all Shareholders attending the EGM (before cumulation) with “For” votes reaching top 9, thus the candidates in question were considered to have been elected. In resolution groups 2 and 3, the votes cast in favour of electing the candidates for independent non-executive directors Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui and the candidates for independent supervisors Ms. MA Chenguang and Mr. CHEN Jiasheng of the Company as independent non-executive directors and independent supervisors were more than half of the total number of shares held by all Shareholders attending the EGM (before cumulation), thus the candidates in question were considered to have been elected.

As more than two-thirds of the votes from the Shareholders (including their proxies) attending the EGM were cast in favour of the special resolutions numbered 4 to 6, these resolutions were duly passed as special resolutions.

## **APPOINTMENT OF EXECUTIVE DIRECTORS**

The executive Directors appointed by the above ordinary resolutions as approved by the Shareholders through cumulative voting system are Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu. Their terms of office as executive Directors commence from 15 August 2023 to the date when the term of the fifth session of the Board expires.

The biographical details of Mr. CHE Jianxing are set out below:

Mr. CHE Jianxing, aged 56, the founder of the Group. Mr. CHE Jianxing started his career in furniture manufacturing in the late 1980s. He established Changzhou Red Star Furniture General Factory Co., Ltd. (常州市紅星傢俱總廠有限公司) in December 1990 and served as its general manager from 1990 to 1994; he founded Red Star Furniture Group Co., Ltd. (紅星傢俱集團有限公司) in June 1994 and served as its chairman of the board of directors and general manager from 1994 to 2007; he founded Shanghai Red Star Macalline Home Furnishings Company Limited (上海紅星美凱龍家居傢飾品有限公司), the predecessor of the Company, in 2007, served as the chairman of the Company from 2007 to August 2023 and has served as the general manager of the Company since 2007. Mr. CHE Jianxing is the brother of Mr. CHE Guoxing, the vice general manager of the Company. Mr. CHE Jianxing has served as a director and other positions in several subsidiaries of the Company, including Xiamen Red Star Macalline Commercial Operation Management Co., Ltd. (廈門紅星美凱龍商業運營管理有限公司). Mr. CHE is a member of the executive committee of All-China Federation of Industry & Commerce, the vice president of Shanghai Federation of Industry and Commerce and a standing member of the fourteen session of the Political Consultative Conference Shanghai Committee (上海市政協第十四屆委員會). Mr. CHE Jianxing was awarded the “Outstanding Individual in the Work of Unionization of Shanghai (上海市統一戰線工作先進個人)” by Shanghai Unionization Department (上海市統戰部) in December 2018 and the “Excellent Entrepreneur of Shanghai (上海市優秀企業家)” by Shanghai Enterprise Association in February 2019.

As of the date of this announcement, Mr. CHE Jianxing holds 435,600 A Shares of the Company, and indirectly owns approximately 24.88% of the total issued Shares of the Company through his interests in RSM Holding and its subsidiaries. For the purpose of the Securities and Futures Ordinance, he is deemed to be interested in 1,083,618,667 A Shares held by RSM Holding. Meanwhile, Mr. CHE Jianxing indirectly owns approximately 0.001% of the total issued Shares of the Company through his spouse, Ms. CHEN Shuhong. For the purpose of the Securities and Futures Ordinance, he is deemed to be interested in 48,620 A Shares held by Ms. CHEN Shuhong. In addition, Mr. CHE Jianxing serves as the chairman of the board of directors of RSM Holding.

The biographical details of Mr. LI Jianhong are set out below:

Mr. LI Jianhong, aged 50, joined the Company in February 2013 and has been serving as a vice general manager of the Company since March 2013, primarily responsible for the investment and financing of the Company. He has been serving as the executive Director since February 2023. Prior to joining the Company, Mr. LI Jianhong worked as the head of the finance department of Xiamen Customs in the 1990s. Mr. LI Jianhong joined Man Wah Holdings Ltd. (敏華控股有限公司), a company listed on the Stock Exchange under the stock code of 1999, in September 2000 and served as its executive director and chief operating officer from April 2005 to October 2011. Mr. LI Jianhong has also been the chairman of the board of directors of Dongfeng Design Research Institute Co., Ltd. (東風設計研究院有限公司), a subsidiary of RSM Holding, since June 2019. Mr. LI Jianhong has served as a director and other positions in several subsidiaries of the Company, including Xiamen Red Star Macalline Commercial Operation Management Co., Ltd. Mr. LI Jianhong graduated with a bachelor's degree in accounting from Xiamen University (廈門大學) in July 1994, and obtained a master of business administration degree in distance education for senior managers from Peking University (北京大學) in January 2007. Mr. LI Jianhong obtained a master of business administration degree from Booth School of Business, University of Chicago in March 2010. Mr. LI Jianhong was accredited as a Chinese Certified Public Accountant (non-practicing member) by Chinese Institute of Certified Public Accountant in June 2001.

As of the date of this announcement, Mr. LI Jianhong holds 1,134,300 A Shares of the Company.

The biographical details of Mr. SHI Yaofeng are set out below:

Mr. SHI Yaofeng, aged 47, worked at Ningbo Boyang Textile Co., Ltd. Changsha Office (寧波博洋紡織有限公司長沙辦事處) from August 1997, at Hangzhou Jinguang Paper Co., Ltd. (杭州金光紙業有限公司) from August 1998, and at Xiamen C&D Paper & Pulp Co., Ltd. (廈門建發漿紙集團有限公司), formally known as Xiamen C&D Paper Co., Ltd. (廈門建發紙業有限公司) from December 2003 to July 2023, during which he successively served as the deputy general manager of subsidiaries, the general manager of subsidiaries, deputy general manager and other positions. He has served as an executive director and the chief executive officer of C&D Newin Paper & Pulp Corporation Limited (建發新勝漿紙有限公司, a company formerly known as Samson Paper Holdings Limited (森信紙業集團有限公司) and listed on the Stock Exchange under the stock code of 0731); a director of Greater Paper Development Limited (偉紙發展有限公司), a wholly-owned subsidiary of C&D Newin Paper & Pulp Corporation Limited; an executive director and the general manager of Greater Paper (Shenzhen) Paper Development Limited (偉紙(深圳)紙業發展有限公司), a wholly-owned subsidiary of C&D Newin Paper & Pulp Corporation Limited; an executive director of Universal Pulp and Paper (Shandong) Co., Ltd. (遠通紙業(山東)有限公司) and an executive director of Shandong Yuantong Renewable Resources Recycling Company Limited (山東遠通再生資源回收有限公司) since January 2022, both of which are wholly-owned subsidiary of C&D Newin Paper & Pulp Corporation Limited.

Mr. SHI Yaofeng graduated from Ningbo University (寧波大學) in July 1997, majoring in economic management.

The biographical details of Mr. YANG Yingwu are set out below:

Mr. YANG Yingwu, aged 39, had served at Xiamen Branch of Bank of China Limited (中國銀行股份有限公司廈門市分行) from October 2006 to August 2008. He worked at Xiamen C&D Inc. (廈門建發股份有限公司, a company listed on the Shanghai Stock Exchange under the stock code of 600153) from August 2008 to July 2023, where he successively served as the director of finance department, professional manager, senior professional manager, deputy general manager and other positions from August 2008 to February 2020. He served as the financial director of Xiamen C&D Property Asset Co., Ltd. (廈門建發物產有限公司) from February 2020 to March 2023, and the financial director of Xiamen C&D Paper & Pulp Co., Ltd. (廈門建發漿紙集團有限公司) from March 2023 to July 2023.

Mr. YANG Yingwu graduated from Xiamen University with a bachelor's degree in July 2006.

Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu will enter into executive Director's service contracts with the Company. Their terms of office shall commence from 15 August 2023 to the expiration date of the term of office of the fifth session of the Board. According to the Articles of Association, Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu may seek re-election upon the expiration of the term of their office. If Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng or Mr. YANG Yingwu provides the Company with not less than one month's written notice, or Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng or Mr. YANG Yingwu is not re-appointed upon the expiration of the term of their office, the service contract shall be terminated. Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu will not receive any remuneration of executive Director during their tenure as executive Directors.

Save as disclosed above, Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu did not hold any other position in the Company or its subsidiaries, nor did they hold any directorships in any other public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the past three years prior to the date of their appointments and do not have other major appointments and professional qualifications.

Save as disclosed above, Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu do not have any relationship with any other director, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the China Securities Regulatory Commission or any other relevant authorities or the Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointments of Mr. CHE Jianxing, Mr. LI Jianhong, Mr. SHI Yaofeng and Mr. YANG Yingwu that need to be brought to the attention of the Shareholders.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

The non-executive Directors appointed by the above ordinary resolutions as approved by the Shareholders through cumulative voting system are Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin. Their terms of office as non-executive Directors commence from 15 August 2023 to the date when the term of the fifth session of the Board expires.

The biographical details of Mr. ZHENG Yongda are set out below:

Mr. ZHENG Yongda, aged 52, joined the Company in February 2023 and served as a non-executive Director and vice chairman of the Board. Mr. ZHENG Yongda has worked at Xiamen C&D Inc. since April 2004 and successively served as the general manager assistant, executive deputy general manager, general manager and since April 2020, the secretary of the party committee and chairman. He has worked as the deputy general manager and general manager of the No.6 import and export department of Xiamen C&D Inc. from February 1998 to January 2002; the general manager of Xiamen C&D Packaging Co., Ltd. (廈門建發包裝有限公司) from January 2000 to January 2002; the general manager of Xiamen C&D Paper & Pulp Co., Ltd. (廈門建發紙業有限公司) from February 2002 to May 2010; the deputy general manager of Xiamen C&D Group Co., Ltd. (廈門建發集團有限公司) since December 2015; the deputy secretary of the party committee and general manager of Xiamen C&D Group Co., Ltd. since February 2022. He is also a director of C&D Real Estate Corporation Limited (建發房地產集團有限公司) since May 2020; a director of Lianfa (Group) Co., Ltd. (聯發集團有限公司) since June 2020; and a director of Xiamen Zijin Tongguan Investment Development Co., Ltd. (廈門紫金銅冠投資有限公司) since January 2021.

Mr. ZHENG Yongda obtained his bachelor's degree from Xiamen University in July 1993.

The biographical details of Mr. WANG Wenhui are set out below:

Mr. WANG Wenhui, aged 51, joined the Company in February 2023 and served as a non-executive Director. Mr. WANG Wenhui has successively served as the salesman, business director and deputy manager of the investment department, deputy manager (in charge of work), general manager and investment director of the No.2 investment department since he joined Xiamen C&D Group Co., Ltd in August 1998, and has acted as the deputy general manager since December 2015. He has been a member of the party committee of Xiamen C&D Corporation (廈門建發集團) since February 2018. He is also the chairman of Xiamen Jianfa Emerging Industry Equity Investment Co., Ltd. (廈門建發新興產業股權投資有限公司) since November 2014 and the chairman of King Dragon Life Insurance Co., Ltd. (君龍人壽保險有限公司) since May 2019.

Mr. WANG Wenhui graduated from Xiamen University and obtained a master's degree in August 1998; he was awarded with the title of economist in December 1999.

The biographical details of Mr. ZOU Shaorong are set out below:

Mr. ZOU Shaorong, aged 47, joined the company in February 2023 and served as a non-executive Director. Mr. ZOU Shaorong has successively served as the general manager of legal affairs department and legal affairs director of Xiamen C&D Group Co., Ltd. since July 2000. He has served as the general counsel of Xiamen C&D Group Co., Ltd. since February 2019; the investment director of Xiamen C&D Group Co., Ltd. since March 2020; the secretary of the board of directors of Xiamen C&D Group Co., Ltd. since February 2020; a supervisor of Xiamen C&D Inc. from May 2016 to May 2022 and a director of Xiamen C&D Inc. since May 2022.

Mr. ZOU Shaorong graduated from Xiamen University with a master's degree in June 2011.

The biographical details of Ms. XU Di are set out below:

Ms. XU Di, aged 34, joined Alibaba Group Holding Limited (阿里巴巴集團控股有限公司, a company listed on the New York Stock Exchange under the stock code of BABA and the Stock Exchange under the stock code of 9988, “**Alibaba Group**”) in July 2017, and is currently an investment director of Alibaba Group. Ms. XU previously worked as a research analyst at China International Capital Corporation Limited (中國國際金融有限公司, a company listed on the Shanghai Stock Exchange under the stock code of 601995 and the Stock Exchange under the stock code of 3908) from September 2010 to August 2011; an investment analyst at International Finance Corporation (國際金融公司) from September 2011 to July 2013; and an associate director of investment at CICC ALPHA (Beijing) Investment Fund Management Co., Ltd. (中金甲子(北京)私募投資基金管理有限公司) from August 2015 to July 2017.

Ms. XU Di graduated from the Wharton School of the University of Pennsylvania (美國賓夕法尼亞大學沃頓商學院) in June 2015 with a master's degree in business administration.

The biographical details of Mr. SONG Guangbin are set out below:

Mr. SONG Guangbin, aged 41, graduated from Beijing University of Technology (北京工業大學) in July 2005, with a bachelor's degree in information and computing sciences. Mr. SONG has served as the chief operating officer of Jiabao Shengshi (Beijing) Network Technology Co., Ltd. (家寶盛世(北京)網路科技有限公司) from September 2005 to May 2013; the general manager of the e-commerce and marketing division of Beijing Fuyuan Pharmaceutical Co., Ltd. (北京福元醫藥股份有限公司) (a company listed on the Shanghai Stock Exchange under the stock code of 601089) from October 2013 to October 2015. He has worked at Alibaba Group since November 2015 and successively served as the general manager of Tmall Home Decoration and Building Materials Customization Industry, the general manager of Tmall Home Decoration and Appliances New Retail, and the general manager of Taobao Tmall Home Decoration and Home Furnishing New Retail.

Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin will enter into non-executive Director's service contracts with the Company. Their terms of office shall commence from 15 August 2023 to the expiration date of the term of office of the fifth session of the Board. According to the Articles of Association, Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin may seek re-election upon the expiration of the term of their office. If Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di or Mr. SONG Guangbin provides the Company with not less than one month's written notice, or Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di or Mr. SONG Guangbin is not re-appointed upon the expiration of the term of their office, the service contract will be terminated. Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin will not receive any remuneration of non-executive Director during their tenure as non-executive Directors.

Save as disclosed above, Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin did not hold any other position in the Company or its subsidiaries, nor did they hold any directorships in any other public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the past three years prior to the date of their appointments and do not have other major appointments and professional qualifications.

To the best knowledge of the Company, Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin do not have any relationship with any other director, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the China Securities Regulatory Commission or any other relevant authorities or the Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointments of Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Ms. XU Di and Mr. SONG Guangbin that need to be brought to the attention of the Shareholders.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors appointed by the above ordinary resolutions as approved by the Shareholders through cumulative voting system are Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui. Their terms of office as independent non-executive Directors commence from 15 August 2023 to the date when the term of the fifth session of the Board expires.

The biographical details of Mr. XUE Wei are set out belows:

Mr. XUE Wei, aged 45, has been serving as a lecturer and associate professor in Xiamen National Accounting Institute (廈門國家會計學院) since December 2015, and the director of the editorial department of “Yunding Caishuo” (雲頂財說) of Xiamen National Accounting Institute since January 2018, engaging in the teaching and training of finance and accounting, tax theory and practice and business practice, and was appointed as a researcher of the China Taxation Research Institute for Large Enterprises (中國大企業稅收研究所) in August 2022. He has been a consulting partner of Mazars CPA Limited LLP (中審眾環會計師事務所) and Haihua Tax Accountant Firm Co., Ltd. (海華稅務師事務所有限公司) since July 2020, engaging in the research of finance and taxation practice.

Mr. XUE Wei graduated from Xiamen University and obtained a doctorate degree in management majoring in accounting in June 2015.

The biographical details of Mr. CHEN Shanang are set out below:

Mr. CHEN Shanang, aged 57, has been teaching in the Department of Finance, School of Economics, Xiamen University since March 1990. He had served as an independent director of listed companies including Xiamen Kehua Hengsheng Co., Ltd. (廈門科華恆盛股份有限公司, a company now known as Kehua Data Co., Ltd. (科華數據股份有限公司) and listed on the Shenzhen Stock Exchange under the stock code of 002335), Shenzhen Soling Industrial Co., Ltd. (深圳市索菱實業股份有限公司, a company listed on the Shenzhen Stock Exchange under the stock code of 002766) and Bank of Changsha Co., Ltd. (長沙銀行股份有限公司, a company listed on the Shanghai Stock Exchange under the stock code of 601577) and non-listed companies including China Industrial Asset Management Co., Ltd. (興業資產管理有限公司), Xiamen Keytop Comm. & Tech. Co., Ltd. (廈門科拓通訊技術股份有限公司) and Fujian Kaili Bio-product Co., Ltd. (福建凱立生物製品有限公司). He is currently an associate professor and postgraduate tutor in the Department of Finance, School of Economics, Xiamen University.

Mr. CHEN Shanang graduated from Xiamen University with a doctoral degree in finance in December 2003.

The biographical details of Mr. HUANG Jianzhong are set out below:

Mr. HUANG Jianzhong, aged 61, had served as the deputy director of the Department of Foreign Trade, the director of the Department of International Trade, the deputy dean of the School of Economics and the director of the Fujian Province Enterprise Planning Center of Xiamen University. He is currently the director of the WTO Asia Pacific Training Center (世界貿易組織亞太培訓中心); the deputy secretary-general and deputy party secretary (at deputy department director level) of the China Association of International Trade (中國國際貿易學會); a member of the expert group of the Ministry of Commerce; the president of Shanghai Association of International Trade (上海市國際貿易學會); the head and chief expert of the “HUANG Jianzhong

Studio” (“黃建忠工作室”) of the Decision-making Consultation Base of the Shanghai Municipal People’s Government; the director of the Academic Committee, a member of the Ethics Committee, a professor and a doctoral advisor of Shanghai University of International Business and Economics (上海對外經貿大學); a member of the Overseas Chinese Ethnic Religion Affairs Committee and the Foreign Affairs Committee of the 15th Shanghai Municipal People’s Congress (上海市第十五屆人民代表大會), and the deputy to the 16th Shanghai Municipal People’s Congress (上海市第十六屆人大代表).

Mr. HUANG Jianzhong graduated from Xiamen University with a doctoral degree in economics in April 1997.

The biographical details of Mr. WONG Chi Wai are set out below:

Mr. WONG Chi Wai, aged 54, has served as the vice president and general counsel for Asia in Taubman Asia Management Limited (塔博曼亞洲管理有限公司) from 2011 to 2022 and the head of the legal department in Great Eagle Holdings Limited (香港鷹君集團有限公司, a company listed on the Stock Exchange under the stock code of 0041) from 2006 to 2011. Mr. WONG Chi Wai obtained his bachelor’s degree in laws from the University of Hong Kong (香港大學) and Peking University in 1991 and 1998 respectively, and obtained his master’s degree in laws from the University of Hong Kong in November 2018. Mr. WONG Chi Wai has worked in several international law firms, including Baker & McKenzie (貝克•麥堅時律師事務所), Sidley Austin LLP (美國盛德律師事務所) and Herbert Smith Freehills LLP (史密夫斐爾律師事務所).

The biographical details of Mr. CAI Qinghui are set out below:

Mr. CAI Qinghui, aged 49, has been working in the School of Law of Xiamen University since August 2000 and has been working as a teaching assistant in the Department of Law of Xiamen University, a lecturer in the Department of Law of Xiamen University and a part-time attorney in Fidelity Law Firm (福建聯合信實律師事務所), etc. He has been serving as an associate professor and a master advisor in the School of Law of Xiamen University since August 2005.

Mr. CAI Qinghui graduated from Xiamen University and obtained a doctoral degree in law in May 2009.

Yunnan Luoping Zinc & Electricity Co., Ltd. (雲南羅平鋅電股份有限公司, listed on the Shenzhen Stock Exchange under the stock code of 002114, “**Luoping Zinc & Electricity**”) received the Advance Notice of Administrative Penalty (Chufa Zi [2018] No. 1) 《行政處罰事先告知書》(處罰字[2018]1 號)) from the China Securities Regulatory Commission (中國證券監督管理委員會, “**CSRC**”) Yunnan Regulatory Bureau on 7 September 2018 and the Decision on Administrative Penalty ([2018] No. 1) (行政處罰決定書([2018]1 號)) from the CSRC on 14 September 2018. For the violation of laws and regulations on information disclosure by Luoping Zinc & Electricity (the “**Violation**”), the CSRC has imposed administrative penalties on Luoping Zinc & Electricity and its directors, supervisors and relevant employees, including a warning and a fine of RMB30,000 to Mr. CAI Qinghui, an independent director of Luoping Zinc & Electricity at the time. Save for such warning and fine, Mr. CAI Qinghui has not received any other form of punishment for the Violation. The Violation was not related to Mr. CAI Qinghui’s own character but to the information disclosure by Luoping Zinc & Electricity, for which Mr. CAI Qinghui bore certain responsibilities by virtue of his role as an independent director of Luoping Zinc & Electricity. The CSRC no longer prohibits Mr. CAI Qinghui from serving as a director of a listed company. Based on the above information and as well as Mr. CAI Qinghui’s professional knowledge and experience, the Board is of the view that Mr. CAI Qinghui is considered to be a suitable candidate qualified to act as an independent non-executive Director of the Company.

Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui will enter into service contracts with the Company. Their terms of office shall commence from 15 August 2023 to the expiration date of the term of office of the fifth session of the Board. According to the Articles of Association, Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui may seek re-election upon the expiration of the term of their office. If Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai or Mr. CAI Qinghui provides the Company with not less than one month's written notice, or Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai or Mr. CAI Qinghui is not re-appointed upon the expiration of the term of their office, the service contract shall be terminated. Each of Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui will receive a director remuneration of RMB0.2 million before tax per annum, respectively. Such remuneration is determined with reference to their experience, roles, responsibilities and market conditions.

Save as disclosed above, Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui did not hold any other position in the Company or its subsidiaries, nor did they hold any directorships in any other public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the past three years prior to the date of their appointments and do not have other major appointments and professional qualifications.

Save as disclosed above, Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui do not have any relationship with any other director, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the China Securities Regulatory Commission or any other relevant authorities or the Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointments of Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui that need to be brought to the attention of the Shareholders.

Pursuant to code provision B.3.1 of Appendix 14 to the Listing Rules, the nomination committee under the Board and the Board have discussed the matters regarding the election of, the aforesaid five independent non-executive Directors. Mr. XUE Wei, Mr. CHEN Shanang, Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. CAI Qinghui have proved their abilities to provide independent, fair and objective opinions on the affairs of the Company by virtue of her personal views, skills and experience. These five independent non-executive Directors are also able to promote the diversity of the structure of the Board in various aspects, including gender, culture, knowledge, educational background, experience and skills.

## APPOINTMENT OF INDEPENDENT SUPERVISORS

The independent Supervisors appointed by the above ordinary resolutions as approved by the Shareholders through cumulative voting system are Ms. MA Chenguang and Mr. CHEN Jiasheng. Their terms of office as independent Supervisors commence from 15 August 2023 to the date when the term of the fifth session of the Supervisory Committee expires.

The biographical details of Ms. MA Chenguang are set out below:

Ms. MA Chenguang, aged 45, has served as a senior partner of Shanghai Co-effort Law Firm (上海市協力律師事務所) since January 2023. She is currently the head of the Co-effort Mergers and Acquisitions Finance Professional Committee (協力併購金融專業委員會). Ms. MA has served as the legal specialist of Shanghai Yidong Construction Development Co., Ltd. (上海怡東建設發展有限公司) from 2000 to 2003.

Ms. MA Chenguang graduated from Fudan University (復旦大學) and obtained a master of law degree in January 2012.

The biographical details of Mr. CHEN Jiasheng are set out below:

Mr. CHEN Jiasheng, aged 64, successively served as the chief accountant and general manager of Jiannan Group (建南集團) of Xiamen University; the deputy director of property management committee of Xiamen University, the general manager of Shenzhen CITIC Stock Co., Ltd. of CITIC Group (中信集團深圳中信股份有限公司); the general manager, chairman and secretary of the party committee of CITIC Huizhou Company (中信惠州公司) and Huizhou Road & Bridge Company (惠州路橋公司); the general manager assistant and deputy general manager of CITIC (Shenzhen) Company (中信(深圳)公司), and the general manager of CITIC Suzhou Company (中信蘇州公司); the general manager of CITIC Shenzhen Investment Group (中信深圳投資集團), as well as the chairman of Reproductive and Genetics Hospital of CITIC-XIANGYA (中信湘雅遺傳與生殖專科醫院)/China Southwest Resources Joint Development Co., Ltd (中國西南資源聯合開發有限公司), the chairman of CITIC Shenzhen Hong Kong Company (中信深圳香港公司) and the vice chairman and executive vice president of CITIC Dameng Mining Industries Co., Limited (中信大鎳礦業有限責任公司); the president of Shenzhen Hao Chuang Investment Group Co., Ltd (深圳市昊創投資集團有限公司); the vice president of Dalian Yongjia Group Co., Ltd. (大連永嘉集團有限公司); the chief executive officer of RSM Holding and the chief investment officer of Xiamen Deyi Equity Investment Management Co., Ltd. (廈門德屹股權投資管理有限公司). He is currently served as an independent director of Zhongrun Resources Investment Corporation (中潤資源投資股份有限公司, a company listed on the Shenzhen Stock Exchange under the stock code of 000506).

Mr. CHEN Jiasheng graduated from Xiamen University with a master's degree in economics in June 2002.

As of the date of this announcement, Mr. CHEN Jiasheng holds 3,200 H Shares of the Company.

Ms. MA Chenguang and Mr. CHEN Jiasheng will enter into service contracts with the Company. Their terms of office shall commence from 15 August 2023 to the expiration date of the term of office of the fifth session of the Supervisory Committee. According to the Articles of Association, Ms. MA Chenguang and Mr. CHEN Jiasheng may seek re-election upon the expiration of the term of their office. If Ms. MA Chenguang or Mr. CHEN Jiasheng provides the Company with not less than one month's written notice, or Ms. MA Chenguang or Mr. CHEN Jiasheng is not re-appointed upon the expiration of the term of their office, the service contract shall be terminated. Ms. MA Chenguang and Mr. CHEN Jiasheng will each receive a remuneration of independent supervisor of RMB0.15 million before tax per annum, respectively.

Save as disclosed above, Ms. MA Chenguang and Mr. CHEN Jiasheng did not hold any other position in the Company or its subsidiaries, nor did they hold any directorships in any other public companies, of which the securities are listed on any securities market in Hong Kong or overseas in the past three years prior to the date of their appointments and do not have other major appointments and professional qualifications.

To the best knowledge of the Company, Ms. MA Chenguang and Mr. CHEN Jiasheng do not have any relationship with any other director, senior management, substantial shareholders or controlling shareholders of the Company, and do not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and have not been subject to any disciplinary action by the China Securities Regulatory Commission or any other relevant authorities or the Stock Exchange.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any other matters relating to the appointments of Ms. MA Chenguang and Mr. CHEN Jiasheng that need to be brought to the attention of the Shareholders.

Reference is made to the announcement dated 14 August 2023 in relation to election of employee representative Supervisors of the fifth session of the Supervisory Committee and retirement of employee representative supervisors of the fourth session of the Supervisory Committee, Mr. TANG Rongzhen and Mr. WANG Shouyi were elected as the employee representative supervisors (the “**Employee Representative Supervisor(s)**”) of the Company at an employee representative meeting of the Company held on 14 August 2023, the terms of which commence from the end of the EGM, 15 August 2023 to the date when the term of the fifth session of the Supervisory Committee expires. Ms. MA Chenguang, Mr. CHEN Jiasheng, Mr. Tang Rongzhen and Mr. Wang Shouyi are the members of the fifth session of the Supervisory Committee.

#### **ELECTION OF THE CHAIRMEN OF THE FIFTH SESSION OF THE BOARD AND THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE**

The Board is please to announcement that Mr. ZHENG Yongda is the chairman of the fifth session of the Board and Mr. CHEN Jiasheng is the chairman of the fifth session of the Supervisory Committee.

## **ELECTION OF MEMBERS OF THE AUDIT COMMITTEE OF THE FIFTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. XUE Wei, Mr. HUANG Jianzhong and Mr. ZOU Shaorong are members of the audit committee (the "Audit Committee") of the fifth session of the Board, of which Mr. XUE Wei is the chairman of the Audit Committee. The term of office is the same as that of the fifth session of the Board.

## **ELECTION OF MEMBERS OF THE NOMINATION COMMITTEE OF THE FIFTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. CHEN Shanang, Mr. CAI Qinghui, Mr. ZHENG Yongda, Mr. CHE Jianxing and Mr. HUANG Jianzhong are the members of the nomination committee (the "Nomination Committee") of the fifth session of the Board, of which Mr. CHEN Shanang is the chairman of the Nomination Committee. The term of office is the same as that of the fifth session of the Board.

## **ELECTION OF MEMBERS OF THE REMUNERATION AND EVALUATION COMMITTEE OF THE FIFTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. HUANG Jianzhong, Mr. WONG Chi Wai and Mr. ZHENG Yongda are the members of the remuneration and evaluation committee (the "Remuneration and Evaluation Committee") of the fifth session of the Board, of which Mr. Huang Jianzhong is the chairman of the Remuneration and Evaluation Committee. The term of office is the same as that of the fifth session of the Board.

## **ELECTION OF MEMBERS OF THE STRATEGY AND INVESTMENT COMMITTEE OF THE FIFTH SESSION OF THE BOARD**

The Board is pleased to announce that Mr. ZHENG Yongda, Mr. WANG Wenhui, Mr. ZOU Shaorong, Mr. CHE Jianxing, Mr. SHI Yaofeng, Mr. LI Jianhong and Mr. HUANG Jianzhong are the members of the strategy and investment committee (the "Strategy and Investment Committee") of the fifth session of the Board, of which Mr. ZHENG Yongda is the chairman of the Strategy and Investment Committee. The term of office is the same as that of the fifth session of the Board.

By Order of the Board  
**Red Star Macalline Group Corporation Ltd.**  
**QIU Zhe**  
*Secretary of the Board and Joint Company Secretary*

Shanghai, the PRC  
15 August 2023

*As at the date of this announcement, the executive Directors of the Company are CHE Jianxing, LI Jianhong, SHI Yaofeng and YANG Yingwu; the non-executive Directors are ZHENG Yongda, WANG Wenhui, ZOU Shaorong, XU Di and SONG Guangbin; and the independent non-executive Directors are XUE Wei, CHEN Shanang, HUANG Jianzhong, WONG Chi Wai and CAI Qinghui.*