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**Ming Yuan Cloud Group Holdings Limited**

**明源雲集團控股有限公司**

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

**(Stock Code: 909)**

**CHANGE OF JOINT COMPANY SECRETARY  
AND**

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

**CHANGE OF JOINT COMPANY SECRETARY AND AN AUTHORIZED REPRESENTATIVE**

The board (the “**Board**”) of directors (collectively, the “**Directors**” and each, a “**Director**”) of Ming Yuan Cloud Group Holdings Limited (the “**Company**”, and together with its subsidiaries and consolidated affiliated entity, the “**Group**”) announces that Mr. YE Junwen (葉俊文) (“**Mr. Ye**”) has tendered his resignation as a joint company secretary of the Company (the “**Joint Company Secretary**”) and an authorized representative of the Company (the “**Authorized Representative**”) for the purpose of Rule 3.05 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), both with effect from 14 July 2025, due to personal career development reasons. Ms. LEUNG Shui Bing (梁瑞冰) (“**Ms. Leung**”) will remain as the other Joint Company Secretary.

Mr. Ye has confirmed that he had no disagreement with the Board and there were no matters that should be brought to the attention of the shareholders of the Company or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. Ye for his valuable contribution to the Company during his tenure of service.

The Board hereby announces that Ms. XIAO Zhimiao (肖志淼) (“**Ms. Xiao**”) has been appointed as the Joint Company Secretary and the Authorized Representative, both with effect from 14 July 2025.

The biographical details of Ms. Xiao and Ms. Leung are set out as follows:

Ms. Xiao has been appointed as the Company’s Chief Financial Officer since 14 November 2022. Ms. Xiao graduated from Shenzhen University with a bachelor’s degree in Finance Management. She joined the Group in March 2005 and has been responsible for overseeing the financial and accounting matters of the Group and served successively as the Senior Finance Supervisor, Finance Manager, Director of Finance Department and Chief Financial Officer of the Group. She received a Certificate in Business Excellence for participating in the Chief Financial Officer Program from Columbia University’s Business School in March 2025.

Ms. Leung currently serves as a manager of the Listing Services Department of TMF Hong Kong Limited (a global corporate services provider) and is responsible for provision of corporate secretarial and compliance services to listed company clients. She has over 20 years of experience in the company secretarial field. Ms. Leung obtained a Bachelor's Degree in Business and Management Studies (Accounting and Finance) from University of Bradford and a Master's Degree in Corporate Governance from the Open University of Hong Kong (currently known as Hong Kong Metropolitan University). She is a Chartered Secretary, Chartered Governance Professional and an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

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

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Although Ms. Xiao does not possess the requisite professional qualifications or relevant experience as required under the Listing Rules and the Guidance Letter HKEX-GL108-20 (August 2020 (updated in January 2024)), having considered Ms. Xiao (i) has extensive working experience in the Company and is familiar with the business operations and strategies and financing of the Group; (ii) has solid educational background in financial management aspects; and (iii) has maintained a close working relationship with the Board, the Board believes that the appointment of Ms. Xiao as the Joint Company Secretary will be conducive to ensuring the compliance with relevant Board procedures, and facilitating communications among the directors, the shareholders and the management of the Company and that Ms. Xiao is a suitable candidate to act as the Joint Company Secretary.

In light of the above, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”), commencing from 14 July 2025, being the effective date of appointment of Ms. Xiao as the Joint Company Secretary, on the conditions that (i) Ms. Xiao will be assisted by Ms. Leung during the Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company. Before the end of the Waiver Period, the Company should demonstrate and seek confirmation from the Stock Exchange that Ms. Xiao, having had the benefit of the assistance from Ms. Leung 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.

The Board would like to welcome Ms. Xiao on her new appointment as the Joint Company Secretary and the Authorized Representative.

By order of the Board  
**Ming Yuan Cloud Group Holdings Limited**  
**GAO Yu**  
*Chairman*

Shenzhen, PRC, 14 July 2025

*As of the date of this announcement, the Board comprises Mr. GAO Yu, Mr. JIANG Haiyang and Mr. CHEN Xiaohui as executive Directors, Mr. LIANG Guozhi as a non-executive Director, and Mr. LI Hanhui, Mr. ZHAO Liang and Ms. WEN Hongmei as independent non-executive Directors.*