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# 明源雲

## 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: 0909)**

#### **(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (2) CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board announces that with effect from 30 June 2026:

1. Mr. LI Hanhui has resigned as an independent non-executive Director, the chairperson of the Remuneration Committee and a member of the Audit Committee;
2. Mr. WEN Xuechen has been appointed as an independent non-executive Director, the chairperson of the Remuneration Committee and a member of the Audit Committee; and
3. the address of principal place of business of the Company in Hong Kong will be changed to Suite 701, 7th Floor, Wharf T&T Centre, Harbour City, Kowloon, Hong Kong.

#### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

##### **Resignation of Independent Non-executive Director**

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of Ming Yuan Cloud Group Holdings Limited (the “**Company**”) announces that Mr. LI Hanhui (“**Mr. LI**”) has tendered his resignation as an independent non-executive Director, the chairperson of the remuneration committee of the Board (the “**Remuneration Committee**”) and a member of the audit committee of the Board (the “**Audit Committee**”) with effect from 30 June 2026, due to his personal business commitment.

Mr. LI has confirmed that (i) he has no disagreement with the Board; and (ii) there are no matters with respect to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company (the “**Shareholders**”).

The Board expresses its appreciation to Mr. LI for his contributions to the Board during his tenure of service.

## **Appointment of Independent Non-executive Director**

The nomination committee of the Board (the “**Nomination Committee**”) has resolved to nominate Mr. WEN Xuechen (“**Mr. WEN**”) as an independent non-executive Director. The Board is pleased to announce that Mr. WEN has been appointed as an independent non-executive Director with effect from 30 June 2026.

The biographical details of Mr. WEN are set forth as follows:

Mr. WEN Xuechen, aged 38, has been serving as a managing director of U Capital Co., Ltd. (相聚資本管理有限公司) since May 2026. From September 2019 to April 2026, Mr. WEN served as head of the TMT team and chief analyst covering the computer industry at Zhongtai Securities Co., Ltd. (中泰證券股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600918). Mr. WEN did not hold any directorship in any other listed public companies in Hong Kong or overseas in the three years preceding the date of this announcement.

Mr. WEN received a bachelor’s degree in information management and information systems from China University of Geosciences, Beijing (中國地質大學(北京)) in July 2011 in the PRC.

Mr. WEN’s appointment was recommended by the Nomination Committee after taking into account his previous working experience and his expected devotion to the Company in terms of time and effort. Taking into consideration of the diversity perspectives (including but not limited to gender, age, cultural and educational background, professional experience, length of service, skills and knowledge), the Board is satisfied that Mr. WEN is of such character, integrity and experience commensurating with the office of an independent non-executive Director.

Mr. WEN has entered into a letter of appointment with the Company for a term of three years commencing from 30 June 2026. Pursuant to the articles of association of the Company, as amended and supplemented from time to time, Mr. WEN shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting and thereafter, shall be subject to retirement by rotation at the annual general meetings of the Company at least once every three years. During the tenure, the appointment may be terminated by either party through serving the other not less than one-month notice in writing. He is entitled to receive a Director’s fee of HK\$100,000 per annum. The fee was determined by the Board and the Remuneration Committee with reference to the prevailing market conditions, qualifications, duties and responsibilities of Mr. WEN. The Remuneration Committee considered that Mr. WEN’s remuneration package is fair and reasonable.

As far as the Directors are aware, Mr. WEN is not connected with, nor has any relationships with, any Directors, senior management or substantial or controlling Shareholders of the Company; and does not hold any other position with the Company and/or its subsidiaries. As at the date of this announcement and to the knowledge and belief of the Directors, Mr. WEN did not have any interests in any shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. WEN has confirmed that he (i) has met the independence criteria as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) is not subject to any other factors that may affect his independence at the time of his appointment. There is no information in relation to the appointment of Mr. WEN that shall be disclosed pursuant to the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matters in relation to the appointment of Mr. WEN that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. WEN.

### **Change in Composition of the Board Committees**

The Board further announces that, following the resignation of Mr. LI, Mr. WEN has been appointed as the chairperson of the Remuneration Committee and a member of the Audit Committee with effect from 30 June 2026.

### **CHANGE OF ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Board announces that the Company’s address of principal place of business in Hong Kong will be changed to Suite 701, 7th Floor, Wharf T&T Centre, Harbour City, Kowloon, Hong Kong with effect from 30 June 2026. The telephone number, facsimile number and website of the Company will remain unchanged.

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

Shenzhen, PRC, 30 June 2026

*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. WEN Xuechen, Mr. ZHAO Liang and Ms. WEN Hongmei as independent non-executive Directors.*