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**Zhonggan Communication (Group) Holdings Limited**  
**中贛通信（集團）控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2545)**

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

Reference is made to the announcement of Zhonggan Communication (Group) Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 17 July 2025 (the “**Announcement**”) in relation to, among others, the change of the Joint Company Secretary, Authorised Representative and Process Agent. Unless otherwise stated, capitalised terms used in this letter shall have the same meaning as described to them in the Announcement.

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

Pursuant to Rule 3.28 of the Listing Rules, the issuer must appoint as its company secretary 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. Rule 8.17 of the Listing Rules provides that the issuer must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules.

At the time of the Company's listing, the Stock Exchange granted a waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 (the "**Previous Waiver**") on the conditions that (i) Mr. Liu Dingyi ("**Mr. Liu**") would be assisted by Ms. Wong as a joint company secretary throughout the three-year period from the Company's listing date (i.e. 3 July 2024); and (ii) the Previous Waiver would be revoked immediately if Ms. Wong, during the three-year period, ceases to provide assistance to Mr. Liu.

Following the resignation of Ms. Wong, the Company failed to meet the requirements under Rules 3.28 and 8.17 of the Listing Rules. As such, the Company has made a submission on 23 July 2025 to the Stock Exchange applying for a waiver from strict compliance with Rules 3.28 and 8.17 (the "**Waiver**"), on the following grounds:

1. Mr. Liu acts a management role in the Company and has thorough understanding of the internal administration and business operations of the Group. Mr. Liu's detailed biography is set out below:

Mr. Liu Dingyi (劉鼎議), aged 30, is an executive Director and a joint company secretary of the Company and is responsible for overseeing legal and compliance activities of the Group. Since May 2020, Mr. Liu has been the assistant to the general manager of the securities and legal department of the Group. From March 2022 to March 2025, he served as a director of Zhonggan Communication (Group) Co., Ltd\* (中贛通信(集團)有限公司), a company established in the People's Republic of China (the "**PRC**") with limited liability and an indirect wholly-owned subsidiary of the Company.

Mr. Liu graduated from Monash University, Australia, in May 2020 with a Bachelor of Business, with a major in banking and finance.

2. Mr. Zhang, as a joint company secretary who meets the requirements under Rule 3.28 of the Listing Rules, will assist Mr. Liu in discharging his duty as a joint company secretary. Mr. Zhang's detailed biography is set out below:

Mr. Zhang Senquan (張森泉), aged 48, currently serves as the audit principal of Nortex (HK) CPA Limited. Mr. Zhang is currently an independent non-executive director of Natural Food International Holding Limited (stock code: 1837), Strawbear Entertainment Group (stock code: 2125), Chenqi Technology Limited (stock code: 9680) and TYK Medicines, Inc (stock code: 2410), and a company secretary of Guanze Medical Information Industry (Holding) Co., Ltd. (stock code: 2427) and China General Education Group Limited (stock code: 2175), whose shares are listed on the Stock Exchange. Mr. Zhang is also an independent director of Shandong Weigao Blood Purification Products Co., Ltd. (山東威高血液淨化製品股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 603014SH).

Mr. Zhang also once served in other companies listed on the Stock Exchange, including: (i) Jiande International Holdings Limited (stock code: 865) as independent non-executive director from October 2016 to December 2024; (ii) Sang Hing Holdings (International) Limited (stock code: 1472) as an independent non-executive director from January 2020 to April 2023; (iii) Southwest Securities International Securities Limited (stock code: 812) as the managing director from February 2016 to March 2020; (iv) Huazhong in-Vehicle Holdings Company Limited (stock code: 6830) as the chief financial officer and joint company secretary from May 2014 to July 2015; and (v) Goodbaby International Holdings Limited (stock code: 1086) as the head of the strategic development department from March 2013 to April 2014. Mr. Zhang has over ten years of experience in accounting and auditing, and worked at Ernst & Young Hua Ming, KPMG Huazhen and Deloitte Touche Tohmatsu CPA Ltd., serving several positions from audit staff to audit partner from October 1999 to October 2012.

Mr. Zhang obtained his bachelor's degree in economics from Fudan University in Shanghai, the PRC in July 1999. Mr. Zhang has been a member of Hong Kong Institute of Certified Public Accountants since September 2011, China Institute of Certified Public Accountants since December 2001 and American Institute of Certified Public Accountants since September 2015.

3. Mr. Zhang will guide and assist Mr. Liu to acquire the relevant experience as required under Rule 3.28 of the Listing Rules. He is able to provide necessary guidance, direction and support to Mr. Liu from time to time and to explain to both Mr. Liu and the Company the relevant provisions and requirements under the Listing Rules and other applicable Hong Kong laws and regulations. Mr. Zhang is expected to work closely with Mr. Liu and will maintain regular contact with Mr. Liu and the Directors and senior management of the Company.
4. In order to ensure that Mr. Liu's knowledge of the Listing Rules and other applicable securities laws and regulations in Hong Kong remains updated, Mr. Liu will endeavor to attend relevant training courses on a regular basis to familiarize himself with the requirements of the Listing Rules. He will also take no less than 15 hours of relevant professional training in each financial year pursuant to Rule 3.29 of the Listing Rules.
5. Mr. Liu will continue to be assisted by the Hong Kong legal advisers and the compliance adviser, particularly in relation to Hong Kong corporate governance practices and compliance issues, on matters concerning the Company's ongoing compliance with the Listing Rules and the applicable laws and regulations.

The Stock Exchange granted the Waiver for a period from 23 July 2025 to 2 July 2027 (the “**Remaining Waiver Period**”) on the conditions that: (i) Mr. Liu must be assisted by Mr. Zhang during the Remaining Waiver Period; and (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Company should announce the reasons for, and the details and conditions of the Waiver, and the qualification and experience of both Mr. Liu and Mr. Zhang, by way of an announcement.

Before the end of the Remaining Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Mr. Liu, having had the benefit of Mr. Zhang's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of a company secretary under Rule 3.28 such that a further waiver will not be necessary.

By Order of the Board  
**Zhonggan Communication (Group) Holdings Limited**  
**Liu Haoqiong**  
*Chairman and Executive Director*

Hong Kong, 7 August 2025

*As at the date of this announcement, the executive directors are Mr. Liu Haoqiong, Mr. Peng Shengqian, Ms. Xie Xiaolan, Mr. Liu Dingli, Mr. Liu Dingyi and Mr. Zhou Zhiqiang; and the independent non-executive directors are Mr. Yu Shiyong, Mr. Zhu Yugang and Mr. Zhao Hezhen.*