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# 江南布衣<sup>+</sup> JNBY GROUP

**JNBY Design Limited**

**江南布衣有限公司**

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

**(Stock Code: 3306)**

## CHANGE OF JOINT COMPANY SECRETARY

The Board announces that:

1. Ms. Qian Xiaoping (錢曉萍) has been appointed as the Joint Company Secretary of the Company with effect from February 25, 2021;
2. Ms. Wang Minyuan has resigned as the Joint Company Secretary of the Company with effect from February 25, 2021.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. Qian Xiaoping as the Joint Company Secretary, who currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules.

## CHANGE OF JOINT COMPANY SECRETARY

The board of directors (the “**Board**”) of JNBY Design Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce that with effect from February 25, 2021, Ms. Wang Minyuan (“**Ms. Wang**”) has resigned as the Joint Company Secretary of the Company due to personal business development. Ms. Wang has confirmed that there is no disagreement with the Board and there is no matter in respect of her resignation that would need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board is pleased to announce that with effect from February 25, 2021, Ms. Qian Xiaoping (“**Ms. Qian**”) has been appointed as the Joint Company Secretary of the Company. Ms. Ng Sau Mei (“**Ms. Ng**”), the current Joint Company Secretary, will continue to act as the other Joint Company Secretary of the Company.

Biographical details of Ms. Qian are set out as follows:

Ms. Qian, aged 39, joined the Group in April 2016, and is the Tax Controller currently. Ms. Qian is principally responsible for the tax affairs of the Group, financial management of 15 subsidiaries of the Group and dealing with due diligence investigations in the earlier stage of the Group's acquisitions and connected transactions. She is also responsible for coordination of the preparation of the annual reports and interim reports of the Company. Ms. Qian is also a supervisor of a subsidiary of the Group. She has rich working experience in A-share listed companies. Ms. Qian graduated from Shanghai University of Finance and Economics in July 2007, holding two bachelor degrees in law and financial management. Ms. Qian was qualified as a Registered Tax Agent by the Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳) in June 2012. She was qualified as a Certified Public Accountant by the Association of Certified Public Accountants of Zhejiang Province (浙江省註冊會計師協會) in 2018 and passed the National Legal Practice Qualification Examination of the PRC in 2021.

Although Ms. Qian does not currently possess the qualifications as set out in Rule 3.28 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), the Company believes that Ms. Qian, by virtue of her extensive knowledge and past experience in the tax affairs, corporate governance and operational management of the Company as well as her thorough understanding of the business and operation of the Company, should be capable of discharging her duties as the Joint Company Secretary. Accordingly, the Company believes that it would be in the best interests of the Company and the Group in terms of corporate governance to have as its Joint Company Secretary a person like Ms. Qian, who has a thorough understanding of the internal business and operations of the Group.

Ms. Ng, the other Joint Company Secretary of the Company, will assist Ms. Qian in discharging her duties as the Joint Company Secretary. Ms. Ng is an associate director of the Listing Services Department of TMF Hong Kong Limited (an international corporate service provider) and has over 20 years of professional experience in the corporate secretarial field. She is a Chartered Secretary, a Chartered Governance Professional, and a fellow member of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom. Ms. Ng meets the requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

#### **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 satisfies 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.

Ms. Qian currently does not possess the qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) with respect to the appointment of Ms. Qian as the Joint Company Secretary for a period of three years from the date of the appointment of Ms. Qian (the “**Waiver Period**”) on the conditions that (i) Ms. Qian must be assisted by Ms. Ng during the Waiver Period; (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company; (iii) the Company shall demonstrate and seek the confirmation from the Stock Exchange before the end of the Waiver Period that Ms. Qian can satisfy relevant experience requirement under Rule 3.28 of the Listing Rules and is capable of discharging the functions of the company secretary, having had the benefit of Ms. Ng’s assistance such that a further waiver will not be necessary; and (iv) the Company will announce the reasons, details and conditions of the Waiver.

The Board would like to express its sincere gratitude to Ms. Wang for her valuable contributions to the Company during her tenure of office and warmly welcome Ms. Qian for taking up the appointment.

By Order of the Board of  
**JNBY Design Limited**  
**Wu Jian**  
*Chairman and Executive Director*

Hong Kong, February 25, 2021

*As at the date of this announcement, the executive directors are Mr. Wu Jian, Ms. Li Lin and Ms. Wu Huating; the non-executive director is Mr. Wei Zhe; and the independent non-executive directors are Mr. Lam Yiu Por, Ms. Han Min and Mr. Hu Huanxin.*