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**TOP EMINENT
HEALTHCARE**

Top Eminent Healthcare Group Limited
(卓著健康集團有限公司)*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6877)

**CHANGE OF DIRECTOR
AND
LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

CHANGE OF DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Top Eminent Healthcare Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that:

- (a) Mr. Zhou Zuyu has tendered his resignation as the Company’s independent non-executive Director (“**INED**”), the chairman of the Company’s remuneration committee and a member of each of the Company’s audit committee, corporate governance committee and nomination committee, as well as the lead INED, due to other business engagements which require more of his dedication, with effect from 31 December 2025; and
- (b) Mr. Zhou Jiannan (“**Mr. Zhou**”) has been appointed as an INED, the chairman of the Company’s remuneration committee and a member of each of the Company’s audit committee, corporate governance committee and nomination committee, as well as the Lead INED, with effect from 1 January 2026.

Mr. Zhou Zuyu has confirmed that he has no claims against the Company, no disagreement with the Board, and is not aware of any matters that need to be brought to the attention of the Company’s shareholders or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation. The Board would like to express its sincere gratitude to Mr. Zhou Zuyu for his valuable contributions to the Company during his tenure of office.

Biographical Details of Mr. Zhou Jiannan

Mr. Zhou Jiannan – Independent Non-Executive Director

Mr. Zhou Jiannan, aged 56, has over 30 years of extensive experience in financial regulation, securities markets, and asset management in China. He previously served as Managing Director and Head of Mainland Development, and was a member of the Group Management Committee at Hong Kong Exchanges and Clearing Limited (Stock Code: 0388). Concurrently, he held roles as Chairman of Qianhai Mercantile Exchange Co., Ltd.* (深圳前海聯合交易中心有限公司) and Chief Executive Officer of China Exchanges Services Company Limited.

Prior to that, Mr. Zhou held positions as Assistant President of the Shenzhen Stock Exchange, Deputy Director – General of the Department of Listed Companies Supervision at the China Securities Regulatory Commission, Chief Executive Officer of Dacheng Fund Management Co., Ltd., Chief Executive Officer of Everbright Securities Company Limited (Shanghai Stock Exchange: 601788), and Chairman of Jiahe Asset Management (Shanghai).

Mr. Zhou earned a Master's in Public Administration from Harvard Kennedy School, a Ph.D. in Economics from Peking University's Guanghua School of Management, a Master's in Economics from Renmin University of China, and a Bachelor's in Economics from Shandong University.

Mr. Zhou has confirmed that (i) he meets each of the independence criteria under Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) he 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 under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence as at the time of his appointment. He has no relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement and save as disclosed above, Mr. Zhou (i) has not held any other position with the Company and other subsidiaries of the Group; (ii) has not held any other directorships in any other publicly listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have any other major appointments or professional qualifications. As at the date of this announcement, Mr. Zhou does not have, nor is deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers. Mr. Zhou has not been involved in any bankruptcy, insolvency, liquidation, receivership, or been a director of any company that has been subject to such proceedings, nor has he been convicted of any criminal offence or subject to any regulatory sanctions. Mr. Zhou has confirmed that he has not been involved in any matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. There are no other matters that need to be brought to the attention of shareholders of the Company in connection with his appointment.

The term of Mr. Zhou's service as an INED is subject to re-election at the forthcoming Company's annual general meeting and retirement by rotation in accordance with the provisions of the articles of association of the Company. The director's fees payable to Mr. Zhou under his appointment letter are HK\$240,000 per annum. The emoluments of Mr. Zhou are determined by the Board based on the recommendation from the remuneration committee with reference to the performance and profitability of the Company as well as his personal performance, remuneration benchmarks in the industry and prevailing market conditions, and will be reviewed and adjusted from time to time.

The Board is delighted to extend a warm welcome to Mr. Zhou on his appointment and is confident that Mr. Zhou's inclusion will bring valuable contributions to the Group's healthcare business.

LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

The members of the Board of the Company are set out below:

Executive Directors

Mr. Ji Guangfei (*Chairman and Chief Executive Officer*)
Ms. Li Jiang (*Deputy Chairman*)
Mr. Zhang Huanping

Non-executive Directors

Mr. Li Jiong
Mr. Yuan Feng
Mr. Chung Cheuk Fan Marco

Independent non-executive Directors

Mr. Zhou Jiannan (*Lead INED*)
Ms. Hu Zhaoxia
Mr. Lyu Aiping

The Company has four Board committees, the membership of which is as follows:

Name of Directors	Committee	Audit Committee	Nomination Committee	Remuneration Committee	Corporate Governance Committee
Executive Directors					
Mr. Ji Guangfei			chairman	member	
Ms. Li Jiang					
Mr. Zhang Huanping					chairman
Non-executive Directors					
Mr. Li Jiong					
Mr. Yuan Feng					
Mr. Chung Cheuk Fan Marco					
Independent non-executive Directors					
Mr. Zhou Jiannan		member	member	chairman	member
Ms. Hu Zhaoxia		chairman	member	member	
Mr. Lyu Aiping		member	member		member

By Order of the Board

Top Eminent Healthcare Group Limited

Ji Guangfei

Chairman

Hong Kong, 2 January 2026

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Ji Guangfei (Chairman and Chief Executive Officer), Ms. Li Jiang (Deputy Chairman) and Mr. Zhang Huanping; three Non-Executive Directors, namely Mr. Li Jiong, Mr. Yuan Feng and Mr. Chung Cheuk Fan Marco; and three Independent Non-Executive Directors, namely Mr. Zhou Jiannan (Lead INED), Ms. Hu Zhaoxia and Mr. Lyu Aiping.

* For identification purpose only