

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Wan Kei Group Holdings Limited
宏基集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1718)

(1) CHANGE OF DIRECTORS;
(2) APPOINTMENT OF CHAIRMAN; AND
(3) CHANGE IN COMPOSITION OF AUDIT COMMITTEE

The Board announces that with effect from 4 November 2024:

1. Mr. Chui Kwong Kau has resigned as a non-executive Director;
2. Mr. Eric, Todd has resigned as an independent non-executive Director and has ceased to be a member of the Audit Committee;
3. Mr. Xu Lin has been appointed as a non-executive Director and the chairman of the Board; and
4. Ms. Dan Xi has been appointed as an independent non-executive Director and a member of the Audit Committee.

RESIGNATION OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Wan Kei Group Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) hereby announces that in order to devote more time to their personal commitments and other businesses, Mr. Chui Kwong Kau (“**Mr. Chui**”) has tendered his resignation as a non-executive Director and Mr. Eric, Todd (“**Mr. Todd**”) has tendered his resignation as an independent non-executive Director and has ceased to be a member of the audit committee (the “**Audit Committee**”) of the Company, both with effect from 4 November 2024.

Each of Mr. Chui and Mr. Todd has confirmed that he has no disagreement with the Board and that he is not aware of any matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 4 November 2024, (1) Mr. Xu Lin (許琳) (“**Mr. Xu**”) has been appointed as a non-executive Director in place of Mr. Chui; and (2) Ms. Dan Xi (但曦) (“**Ms. Dan**”) has been appointed as an independent non-executive Director in place of Mr. Todd.

Set out below are the biographical details of Mr. Xu and Ms. Dan:

Mr. Xu Lin

Mr. Xu, aged 63, had obtained a bachelor’s degree in law from Xi’an Political Science and Law University* (西安政治學院) and a master’s degree in business administration from Capital University of Economics and Business in July 1996 and December 2001, respectively. He gained experience through various positions and has a solid foundation in economic theory and rich management experience. Mr. Xu currently serves as a non-executive director of Yunnan Jinggu Forestry Co., Ltd. (“**Yunnan Jinggu Forestry**”), a company listed on the Shanghai Stock Exchange (Stock Code: 600265) since December 2020, an independent non-executive director of Mei Ah Entertainment Group Limited, a company listed on the Stock Exchange (Stock Code: 391), since December 2022 and a non-executive director of Hao Tian International Construction Investment Group Limited, a company listed on the Stock Exchange (Stock Code: 1341), since October 2020.

From September 2021 to January 2023, Mr. Xu worked for Chow Tai Fook Enterprises Limited as the senior vice president. Mr. Xu previously also served as a non-executive director of Goldstone Capital Group Limited, a company listed on the Stock Exchange (Stock Code: 1160), from December 2022 to October 2024, the chairman of the board of Yunnan Jinggu Forestry, from December 2020 to March 2024, an independent non-executive director of China United Venture Investment Limited (formerly known as Glory Mark Hi-Tech (Holdings) Limited), a company listed on GEM of the Stock Exchange (Stock Code: 8159) from March 2022 to December 2022, an executive director and the vice chairman of the board of DTXS Silk Road Investment Holdings Company Limited, a company listed on the Stock Exchange (Stock Code: 620), from April 2020 to February 2021, an independent non-executive director of Lamtex Holdings Limited (Stock Code: 1041), from March 2020 to July 2020, and an executive director of Zhaobangji Lifestyle Holdings Limited (formerly known as Zhaobangji Properties Holdings Limited), a company listed on the Stock Exchange (Stock Code: 1660), from October 2019 to March 2020.

The Company has entered into a service agreement with Mr. Xu, whose remuneration is subject to annual review by the Board and the remuneration committee (the “**Remuneration Committee**”) of the Company, determined with reference to the financial performance of the Group, his experience, qualification, duties, responsibilities and the prevailing market conditions. Mr. Xu’s term of appointment will be two years with effect from 4 November 2024 which may be terminated by either party giving no less than three months’ written notice to the other party and will be subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the articles of association of the Company (the “**Articles**”). Save as disclosed above, Mr. Xu is not entitled to any other emoluments from the Company.

Ms. Dan Xi

Ms. Dan, aged 35, had obtained bachelor’s degrees in laws and French from Wuhan University and a master’s degree in laws from The Chinese University of Hong Kong in June 2012 and November 2013, respectively. She obtained her practicing license as a full-time lawyer issued by The Department of Justice, Guangdong in June 2015.

Ms. Dan joined Beijing Dacheng Law Offices, LLP (Shenzhen) (“**Beijing Dacheng**”) in June 2013 and is currently a deputy director of the dispute resolution department and a senior partner of Beijing Dacheng since 2022 and June 2024, respectively. She also serves as the secretary general of The Appeals and Reconsideration Professional Committee* (申訴再審專業委員會) of the Guangdong Lawyers Association since December 2023. From January 2023 to March 2024, Ms. Dan served as an independent non-executive director of Ruihe Data Technology Holdings Limited (formerly known as Suoxinda Holdings Limited), a company listed on the Stock Exchange (Stock Code: 3680). From January 2021 to January 2023, she was also a commercial mediator in Shenzhen Pingshan District Commercial Mediation Center* (深圳市坪山區商事調解院).

Ms. Dan has entered into an appointment letter with the Company, pursuant to which Ms. Dan is entitled to a remuneration of HK\$144,000 per annum, subject to annual review by the Board and the Remuneration Committee determined with reference to the financial performance of the Group, her experience, qualification, duties, responsibilities and the prevailing market conditions. Ms. Dan’s term of appointment will be two years with effect from 4 November 2024 which may be terminated by either party giving no less than three months’ written notice to the other party and she will be subject to retirement at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation in accordance with the Articles. Save as disclosed above, Ms. Dan is not entitled to any other emoluments from the Company.

Ms. Dan has confirmed that she has met the independent criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Save as disclosed above, as at the date of this announcement, each of Mr. Xu and Ms. Dan (i) does not hold any other position in the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company and/or its associated corporation(s) within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no other matter relating to the appointment of each of Mr. Xu and Ms. Dan that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

APPOINTMENT OF CHAIRMAN

The Board announces that Mr. Xu has also been appointed as the chairman of the Board with effect from 4 November 2024.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE

With effect from 4 November 2024, (i) Mr. Todd has ceased to be a member of the Audit Committee; and (ii) Ms. Dan has been appointed as a member of the Audit Committee.

The Board would like to take this opportunity to express its gratitude to Mr. Chui and Mr. Todd for their contribution to the Company during their tenure of office and wish to extend a warm welcome to Mr. Xu and Ms. Dan for joining the Board.

By Order of the Board
Wan Kei Group Holdings Limited
Bai Huawei
Executive Director

Hong Kong, 4 November 2024

As at the date of this announcement, the executive Directors are Mr. Bai Huawei and Mr. Wang Yu; the non-executive Directors are Mr. Lui Kwok Wai and Mr. Xu Lin; and the independent non-executive Directors are Mr. Jiang Senlin, Mr. Zhang Yi and Ms. Dan Xi.

* *for identification purposes only*