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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)

ANNOUNCEMENT PURSUANT TO RULES 13.51B(2) AND 13.51(2)(h) OF THE LISTING RULES

This announcement is made by Wan Kei Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.51B(2) and 13.51(2)(h) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 11 April 2022, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Mr. Chui Kwong Kau (“**Mr. Chui**”), a non-executive Director, that he has been publicly criticised by the Stock Exchange on 11 April 2022 in relation to breaches of his duties of skill, care and diligence under Rule 3.08(f) of the Listing Rules and his declaration and undertaking with regard to directors given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules (the “**Undertaking**”) to comply with the Listing Rules to the best of his ability and to use his best endeavours to procure the compliance with the Listing Rules of Hsin Chong Group Holdings Limited (“**HCGH**”) (previous Stock Code: 404, whose securities were listed on the main board of the Stock Exchange until 31 December 2019) (the “**Criticism**”). Mr. Chui was a non-executive director of the board of directors of HCGH from 23 May 2015 to 29 March 2019 and a member of the audit committee of HCGH from 30 June 2015 to 29 March 2019. For details of the incident, please refer to the Regulatory Announcement issued by the Stock Exchange on the website of the Stock Exchange on 11 April 2022 (https://www.hkex.com.hk/News/Regulatory-Announcements/2022/220411news?sc_lang=en) (the “**Regulatory Announcement**”). As a result, Mr. Chui was directed to attend 20 hours of training on regulatory and legal topics including Listing Rule compliance (the “**Training**”).

The Board (other than Mr. Chui) has carefully reviewed the Regulatory Announcement and the statement of disciplinary action referred to therein assessed the above incident. In view of that (i) there is no evidence that the above incident involved any act of dishonesty, fraudulence or suggested any issue of integrity on the part of Mr. Chui which would affect Mr. Chui's suitability as a Director of the Company; (ii) no findings and conclusions set out in the Regulatory Announcement stated that Mr. Chui is unsuitable to act as a director of Hong Kong listed companies; (iii) as a non-executive director, Mr. Chui was not involved in the business operations of HCGH which led to the breach of the Listing Rules; (iv) Mr. Chui had already finished the Training before the date of this announcement; and (v) based on the information available to the Board as at the date of this announcement, the above incident did not relate to the affairs of the Group, the Directors (except for that Mr. Chui is a non-executive Director) and senior management of the Company, and is not expected to have any material adverse impact on the business and/or operation of the Group, the Board considers that the above incident does not affect Mr. Chui's suitability as a non-executive Director of the Company.

Mr. Chui has confirmed to the Company that save as disclosed in this announcement and the Regulatory Announcement, there is no other information relating to him that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and he is not aware of any other matters that need to be brought to the attention of the shareholders of the Company.

By Order of the Board
Wan Kei Group Holdings Limited
Yan Shuai
Chairman

Hong Kong, 19 April 2022

As at the date of this announcement, the executive Directors are Mr. Yan Shuai and Mr. Zhu Jiayu; the non-executive Directors are Mr. Zhang Zhenyi and Mr. Chui Kwong Kau; and the independent non-executive Directors are Mr. Lo Wa Kei Roy, Mr. Leung Ka Fai Nelson and Mr. Eric, Todd.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.