

*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.*



## **KWG GROUP HOLDINGS LIMITED**

### **合景泰富集團控股有限公司**

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

**(Stock Code: 1813)**

### **(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND (3) COMPLIANCE WITH LISTING RULES**

#### **(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director**”) of KWG Group Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. WONG Man Ming, Melinda (“**Ms. WONG**”) has been appointed as an independent non-executive Director and a member of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) with effect from 1 April 2024.

The biographical details of Ms. WONG are set out as follows:

WONG Man Ming, Melinda, aged 49, obtained her bachelor’s degree in business administration (accounting) from Washington State University in the United States in 1999. She was a certified public accountant in the state of Washington in 2004, and she is currently a regular member of the American Institute of Certified Public Accountants. Ms. WONG has over 20 years of experience in the accounting and corporate finance industry. Ms. WONG started her career with Deloitte Touche Tohmatsu, an international audit firm, in 1999. In 2003, Ms. WONG joined Rexcapital (Hong Kong) Limited and commenced her career in the corporate finance field. Throughout the period from August 2004 to July 2011, Ms. WONG worked in the investment banking or corporate finance departments of Shang International Finance Limited (formerly known as Somerley Capital Limited), UOB Asia (Hong Kong) Limited, Macquarie Capital (Hong Kong) Limited, and Optima Capital Limited respectively, where she was involved in a wide range of takeovers, mergers

and acquisitions, initial public offerings, privatisations and other corporate finance advisory work for Hong Kong listed issuers. From August 2011 to January 2019, Ms. WONG worked at the Listed Issuer Regulation team of the Listing Division of Hong Kong Exchanges and Clearing Limited, primarily responsible for monitoring listed issuers' compliance with the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). In January 2019, Ms. WONG rejoined Optima Capital Limited as a director in the corporate finance department and remained in such position until September 2022. Ms. WONG is now a non-executive director of PT International Development Corporation Limited, a company listed on the Stock Exchange (stock code: 372).

Ms. WONG has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive Director for a 3-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first annual general meeting of the Company ("**AGM**") after her appointment and subsequently subject to retirement from office and re-election at the AGMs and vacation of office in accordance with the provisions of the articles of association of the Company. As specified in the appointment letter of Ms. WONG, she is entitled to an annual Director's fee of HK\$520,000 payable by the Company. Such fee has been fixed with reference to Ms. WONG's duties and responsibilities in the Company and the prevailing market conditions and practice. Ms. WONG's Director's fee is subject to review by the Remuneration Committee and the Board on an annual basis and will be subject to the approval of the Company's shareholders at the next AGM.

Save as disclosed above, Ms. WONG does not hold any position with the Company or other members of the Group and has not held any other directorship in other publicly listed companies in the last three years. Ms. WONG does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Ms. WONG does not own any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. WONG has confirmed that (i) she met the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest 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 her independence at the time of her appointment.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to the appointment of Ms. WONG as an independent non-executive Director and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Ms. WONG on her appointment.

## **(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Ms. WONG has been appointed as the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 1 April 2024.

Following the appointment of Ms. WONG, the Audit Committee comprises 3 members who are independent non-executive Directors, namely Mr. TAM Chun Fai (chairman), Mr. Law Yiu Wing, Patrick and Ms. WONG; the Remuneration Committee comprises an executive Director, namely Mr. KONG Jianmin, and three independent non-executive Directors, namely Mr. TAM Chun Fai (chairman), Mr. LAW Yiu Wing, Patrick and Ms. WONG; and the Nomination Committee comprises an executive Director, namely Mr. KONG Jianmin (chairman), and three independent non-executive Directors, namely Mr. TAM Chun Fai, Mr. LAW Yiu Wing, Patrick and Ms. WONG.

## **(3) COMPLIANCE WITH LISTING RULES**

Reference is made to the announcement of the Company dated 1 March 2024. Following the appointment of Ms. WONG, the Company is in compliance with the requirements of (i) Rule 3.10(1) of the Listing Rules which requires that the Board must include at least three independent non-executive Directors; and (ii) Rule 3.21 of the Listing Rules which requires that the Audit Committee must comprise a minimum of three members.

By Order of the Board  
**KWG Group Holdings Limited**  
**KONG Jianmin**  
*Chairman*

Hong Kong, 1 April 2024

*As at the date of this announcement, the Board comprises seven Directors, of whom Mr. KONG Jianmin (Chairman), Mr. KONG Jiantao (Chief Executive Officer), Mr. KONG Jiannan and Mr. CAI Fengjia are Executive Directors; and Mr. TAM Chun Fai and Mr. LAW Yiu Wing, Patrick and Ms. WONG Man Ming, Melinda are Independent Non-executive Directors.*