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SMARTAC INTERNATIONAL HOLDINGS LIMITED

環球智能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 395)

- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;**
- (3) CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE; AND**
- (4) COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES AND CODE PROVISION A.5.1 OF THE CORPORATE GOVERNANCE CODE**

Reference is made to the announcement (the “**Announcement**”) of Smartac International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 December 2021 in respect of the retirement of an independent non-executive director (“**Director**”) of the Company.

Since 31 December 2021 and up to 30 March 2022, the Company only had two independent non-executive Directors and two members in the audit committee of the Company (the “**Audit Committee**”), thus the number of independent non-executive Directors and members of the Audit Committee had fallen below the minimum number required, respectively, under Rules 3.10(1) and 3.21 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the Company had deviated from Code Provision A.5.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules that the nomination committee of the Company (the “**Nomination Committee**”) should comprise of a majority of independent non-executive Directors.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board of Directors of the Company (the “**Board**”) is pleased to announce that Mr. LEUNG Kwong Choi (“**Mr. LEUNG**”) has been appointed as (i) an independent non-executive Director; and (ii) the chairperson of the Audit Committee; and (iii) a member of the Nomination Committee and the remuneration committee of the Company (the

“**Remuneration Committee**”) with effect from 31 March 2022. The Board further announces that Mr. POON Lai Yin Michael, an independent non-executive Director, will be re-designated as a member of Audit Committee with effect from 31 March 2022.

Set out below are the biographical details of Mr. LEUNG:

Mr. LEUNG Kwong Choi (梁廣才), aged 66, has been an executive Director of China Environmental Resources Group Limited, a company listed on the Stock Exchange (stock code: 1130) since October 2008. He is also an independent non-executive Director of Rainbow Digital Commercial Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002419SZ) since September 2019.

Mr. LEUNG holds a Bachelor of Social Science Degree from the Chinese University of Hong Kong. He had worked for 10 years in the marketing department of Hang Lung Development Ltd.. He had previously served as an executive Director of Top Glory International Holdings Limited, China Foods Limited, a company listed on the Stock Exchange (stock code: 506) and Cheung Tai Hong Holdings Limited; and as an independent non-executive Director of Top Spring International Holdings Limited, a company listed on the Stock Exchange (stock code: 3688). Mr. LEUNG has over 28 years of real estate and business experience in Hong Kong and Mainland China concentrating in property investment and development, merger and acquisition, deal marking and investment projects arrangement.

Mr. LEUNG is appointed by way of a letter of appointment for a term of one year commencing on 31 March 2022 and will be renewed unless and until terminated by either party serving not less than 30 days’ written notice. Mr. LEUNG is entitled to receive a director’s fee of HK\$240,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and will be subject to review by the Remuneration Committee from time to time.

In accordance with the articles of association of the Company, Mr. LEUNG will hold office until the first general meeting of the Company after his appointment and shall then be eligible for re-election. Mr. LEUNG will be subject to rotation requirements as contained in the articles of association of the Company and shall retire from office by rotation at least once every three years.

As at the date of this announcement, Mr. LEUNG (i) has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules); does not hold or is not deemed to hold any interest or short position 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); and (iii) has not held and is not holding any position in the Company and any members in the Group; (iv) has not received any other remuneration from the Company. Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the shareholders of the Company nor is there any information regarding the appointment of Mr. LEUNG required to be disclosed pursuant to any of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules.

CHANGE OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that Mr. HUNG Ee Tek (“**Mr. HUNG**”) has tendered his resignation (the “**Resignation**”) as chief financial officer and company secretary of the Company and has ceased to act as an authorised representative of the Company under Rule 3.05 of the Listing Rules with effect from 31 March 2022. Mr. HUNG confirmed that he has no disagreement with the Board and there are no circumstances related to the Resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

Following the resignation of Mr. HUNG, the Board further announces that Mr. SO Alan Wai Shing (“**Mr. SO**”) has been appointed as (i) the chief financial officer; (ii) the company secretary; and (iii) an authorised representative of the Company under Rule 3.05 of the Listing Rules in replacement of Mr. HUNG with effect from 31 March 2022.

Set out below are the biographical details of Mr. SO:

Mr. SO Alan Wai Shing (蘇偉成), aged 54, has been an independent non-executive Director of Pacific Legend Group Limited, a company listed on GEM of the Stock Exchange (stock code: 8547) since February 2021. From May 2012 to February 2014, he was the chief financial officer and company secretary of Huazhang Technology Holding Limited (a company then listed on GEM of the Stock Exchange with stock code 8276, now listed on the Main Board of the Stock Exchange with stock code: 1673).

Mr. SO has more than 25 years of experience in audit and accounting field and is currently a registered practicing member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor’s Degree in Business majoring in Accounting from Edith Cowan University and a Master’s Degree in Business Administration from The Open University of Hong Kong.

COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES AND CODE PROVISION A.5.1 OF THE CORPORATE GOVERNANCE CODE

Following the appointment of Mr. LEUNG with effect from on 31 March 2022:

- (1) the Board comprises six Directors, three of whom are independent non-executive Directors. Accordingly, the Company is in compliance with the requirements under Rule 3.10(1) of the Listing Rules;
- (2) the Audit Committee comprises three members, all of whom are independent non-executive Directors. Accordingly, the Company is in compliance with the requirements under Rule 3.21 of the Listing Rules; and
- (3) the Nomination Committee comprises five members, three of whom are independent non-executive Directors. Accordingly, the Company is in compliance with the requirements set out under Code Provision A.5.1 of the Corporate Governance Code.

Further, the Board would like to take this opportunity to express its sincere gratitude to Mr. HUNG for his valuable contributions to the Company during his tenure of service and also express its warm welcome to Mr. LEUNG and Mr. SO on their new appointment.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021 and will remain suspended until the Company fulfils the Stock Exchange's guidance for the resumption of trading in the shares.

By order of the Board of
Smartac International Holdings Limited
YANG Xin Min
Chairman

Hong Kong, 31 March 2022

As at the date of this announcement, the Board comprises (i) three executive Directors, namely, Mr. YANG Xin Min (Chairman), Mr. KE Haiwei (Joint Chief Executive Officer) and Mr. WONG Wai Wai (Joint Chief Executive Officer); and (ii) three independent non-executive Directors, namely Mr. POON Lai Yin Michael, Mr. WANG Haoxian and Mr. LEUNG Kwong Choi.