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TAI HING GROUP HOLDINGS LIMITED

太興集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6811)

CLARIFICATION ANNOUNCEMENT

References are made to (1) the interim report of Tai Hing Group Holdings Limited (the “**Company**”) for the six months ended 30 June 2021 (“**2021 Interim Report**”); (2) the annual report of the Company for the year ended 31 December 2021 (“**2021 Annual Report**”); (3) the interim report of the Company for the six months ended 30 June 2022 (“**2022 Interim Report**”); (4) the annual report of the Company for the year ended 31 December 2022 (“**2022 Annual Report**”) (collectively, the “**Prior Annual Reports and Interim Reports**”); (5) the circular of the Company dated 27 April 2021 (“**2021 Circular**”); and (6) the circular of the Company dated 28 April 2023 (“**2023 Circular**”) (collectively, the “**Circulars**”), which disclosed, among others, the interests in shares of the Company (“**Shares**”) of (i) Mr. Chan Wing On (“**Mr. Chan**”), the controlling shareholder and director of the Company; and (ii) Ms. Leung Yi Ling (“**Ms. Leung**”), being the spouse of Mr. Chan.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) wishes to inform the shareholders of the Company (“**Shareholders**”) that certain shareholding figures in the Prior Annual Reports and Interim Reports and the Circulars with respect to interests held in the Company by Mr. Chan and Ms. Leung were misstated due to the following two incidents, and the interests in Shares of Mr. Chan and Ms. Leung should be adjusted as below:

- (A) The shareholdings of Mr. Chan and Ms. Leung in the Company should have increased by 38,000 Shares since 15 January 2021.**

On 15 January 2021, Mr. Chan purchased a total of 88,000 Shares in two batches (namely, one batch of 50,000 Shares and another batch of 38,000 Shares). However, due to the inadvertent oversight of a former employee of the Company who was assisting Mr. Chan in making the relevant arrangements in relation to disclosure of interests at the relevant time, the purchase of the said batch of 38,000 Shares out of the 88,000 Shares was not disclosed at the relevant time.

(B) The shareholdings of Mr. Chan and Ms. Leung in the Company should have increased by an additional 50,000 Shares since 19 July 2021.

On 19 July 2021, Mr. Chan purchased a total of 50,000 Shares. Due to the inadvertent oversight of another former employee of the Company who normally notified the company secretarial department of the Company which was assisting Mr. Chan in making the relevant arrangements in relation to disclosure of interests at the relevant time, no filing of disclosure of interest in respect of such purchase was made at the relevant time.

As a result of the above incidents, (i) the shareholding of each of Mr. Chan and Ms. Leung in the Company as disclosed in 2021 Interim Report and 2021 Circular should be adjusted by an increment of 38,000 Shares; and (ii) the shareholding of each of Mr. Chan and Ms. Leung in the Company as disclosed in the 2021 Annual Report, 2022 Interim Report, 2022 Annual Report and 2023 Circular should be adjusted by an increment of 88,000 Shares.

The Board considers that it would be unduly burdensome to disclose the revised interests in Shares of Mr. Chan and Ms. Leung in respect of in each of the Prior Annual Reports and Interim Reports and the Circulars. As such, for illustration purposes and for the information of the Shareholders, the shareholdings of Mr. Chan and Ms. Leung in the Company as at 31 December 2022 as disclosed in the 2022 Annual Report, being the latest published annual report as at the date of this announcement, should be amended as follows (revisions are shown in underline):

(I) *In the section headed “INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES” on page 35 of the 2022 Annual Report, the interests in Shares of Mr. Chan are amended as follows:*

Long position in the shares of the Company

Name of Director	Capacity	Number of ordinary shares held	Approximate percentage of issued ordinary shares (Note(i))
Mr. Chan Wing On (“Mr. Chan”)	Interest of controlled corporation	538,449,500 (Note (ii))	53.56%
	Interest of spouse	1,165,000 (Note (ii))	0.12%
	Beneficial owner	<u>3,551,000</u> (Note (ii))	<u>0.35%</u>

(II) In the section headed “INTERESTS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON’S INTERESTS IN SHARES AND UNDERLYING SHARES” on page 37 of the 2022 Annual Report, the interests in Shares of Ms. Leung are amended as follows:

Long position in the shares of the Company

Name of Shareholder	Capacity	Number of ordinary shares held	Approximate percentage of issued ordinary shares (Note(i))
Ms. Leung	Beneficial owner	1,165,000 (Note (ii))	0.12%
	Interest of spouse	<u>542,000,500</u> (Note (ii))	<u>53.91%</u>

The accompanying Note (ii) is amended as follows:

- (ii) As at 31 December 2022, Ms. Leung, being the spouse of Mr. Chan, was deemed to be interested in 542,000,500 ordinary shares of the Company in which Mr. Chan was interested, being 538,449,500 ordinary shares of the Company in which Mr. Chan was interested through Chun Fat and 3,551,000 ordinary shares of the Company directly held by Mr. Chan.

The above-mentioned information does not affect any other information contained in the Prior Annual Reports and Interim Reports and the Circulars. Any other information in relation to the interests in Shares of Mr. Chan and Ms. Leung in the Prior Annual Reports and Interim Reports and Circulars not mentioned above shall also be construed and rectified in accordance to the above-mentioned clarifications with effect from 29 September 2023. Saved as disclosed in this announcement, the remaining contents contained in the Prior Annual Reports and Interim Reports and the Circulars remain unchanged.

The Board takes corporate governance seriously and has put in place a number of steps and measures to ensure that each Director is well informed and aware of their duties and obligations under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The Board considers that this is a single incident. To prevent similar incidents in the future, the Board will circulate the internal code on the dealings in Shares by Directors and senior management and the relevant director will attend additional directors’ training.

The Board wishes to emphasise that the filing of disclosure of interests is the primary duty of each Director and chief executive and this incident does not have any material adverse impact on the business and/or operations of the Company or any of its subsidiaries.

By Order of the Board
Tai Hing Group Holdings Limited
Chan Wing On
Chairman

Hong Kong, 29 September 2023

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Chan Wing On (Chairman), Mr. Yuen Chi Ming and Ms. Chan Shuk Fong

Non-Executive Director

Mr. Ho Ping Kee

Independent Non-Executive Directors

Mr. Mak Ping Leung (alias: Mak Wah Cheung), Mr. Wong Shiu Hoi Peter and Dr. Sat Chui Wan