

*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.*



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

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND  
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of LVGEM (China) Real Estate Investment Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. WONG Ting Dan (“**Ms. Wong**”) has been appointed as an independent non-executive Director of the Company, a member of the audit committee (the “**Audit Committee**”) of the Company and the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 13 May 2025.

Ms. Wong, aged 55, currently is a practicing lawyer in Hong Kong serving as a counsel at Llinks Law Offices LLP. Ms. Wong’s practice areas cover capital market transactions, debt issuance, mergers and acquisition, general commercial and compliance matters. She is particularly experienced in advising issuers and sponsors on initial public offerings and listings on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Prior to joining Llinks Law Offices LLP, Ms. Wong had worked at a reputable local law firm and a leading Chinese law firm in Hong Kong.

Ms. Wong graduated from the University of Manchester with a Bachelor of Laws degree in 2005 and was admitted as a solicitor of the High Court of Hong Kong in 2010. Ms. Wong also holds a Postgraduate Certificate in Laws from The University of Hong Kong.

Ms. Wong was the company secretary of Hin Sang Group (International) Holding Co. Ltd. (a company listed on the Stock Exchange under stock code: 6893) from February 2016 to June 2017.

Ms. Wong has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for a term of one year commencing from 13 May 2025 and ending on 12 May 2026. Pursuant to the Letter of Appointment, Ms. Wong will be entitled to receive an emolument of HK\$260,000 per annum, which was determined by the Board based on the recommendations of the Remuneration Committee of the Company with reference to her role, level of experience, qualifications, duties and responsibilities in the Company, the terms of the Company’s remuneration policy as well as the current market rate.

In accordance with the articles of association of the Company, Ms. Wong will hold office until the first annual general meeting of the Company after her appointment and shall then be eligible for re-election at that meeting. Thereafter, her appointment shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange.

Save as disclosed above, as at the date of this announcement, Ms. Wong (i) does not have any relationship with any Director, senior management, substantial shareholders or the controlling shareholders of the Company (having the meaning as defined under the Listing Rules); (ii) does not hold any other major appointment and professional qualification; (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) has not held any other directorships in any other listed public companies in Hong Kong or overseas during the past three years.

Ms. Wong has confirmed that (a) her independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) she has no past or present financial or other interest in the business of the Company or its subsidiaries nor any connection with any core connected persons (having the meaning as defined under the Listing Rules) of the Company; and (c) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Wong that need to be brought to the attention of the shareholders of the Company and the Stock Exchange or are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to welcome Ms. Wong in joining the Board.

## (2) **COMPLIANCE WITH THE LISTING RULES**

The Company is pleased to announce that, following the appointment of Ms. Wong, the Company has re-complied with (i) the minimum of three independent non-executive Directors requirement under Rule 3.10(1) of the Listing Rules; (ii) the minimum of three members requirement in the audit committee of the Company under Rule 3.21 of the Listing Rules; and (iii) the requirement under Rule 3.25 of the Listing Rules that the remuneration committee of the Company must be chaired by an independent non-executive Directors and comprise a majority of independent non-executive Directors.

## (3) **PROPOSED CHANGE OF AUDITOR**

This part is made by the Board of the Company pursuant to Rule 13.51(4) of the Listing Rules.

The Board announces that Messrs. Deloitte Touche Tohmatsu (“**Deloitte**”) will retire as the auditor of the Company (the “**Auditor**”) at the conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”).

Deloitte has served as the Auditor for more than 10 years since 2014. Having regard to the length of Deloitte’s tenure, the Board considers that the rotation of the Auditor after an appropriate period of time is a good corporate practice. The Board is of the view that such rotation would enhance the independence, objectivity and effectiveness of the audit on the Company, and would be in the best interest of the Company and its shareholders

as a whole. The Board has resolved, with the recommendation of its Audit Committee, to propose the appointment of Prism Hong Kong Limited (“**Prism**”) as the new Auditor effective immediately following the retirement of Deloitte at the conclusion of the AGM, subject to the approval of shareholders of the Company at the AGM.

The Audit Committee considered various factors when selecting the incoming auditor, including but not limited to: (i) fee quotation and audit proposal; (ii) the audit team’s experience, industry knowledge, and technical competence in handling audits for companies listed on the Stock Exchange; (iii) resources and capabilities (including the manpower and composition of the audit team); (iv) independence and objectivity; and (v) the guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and considered that Prism is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and is suitable to act as the new Auditor.

The Company has received a letter from Deloitte confirming that there are no circumstances connected with its retirement as Auditor that need to be brought to the attention of the holders of securities of the Company. The Board has also confirmed that there is no disagreement between Deloitte and the Company, and there are no matters in respect of the proposed change of the Auditor that needs to be brought to the attention to the Stock Exchange and the holders of securities of the Company.

The Board would like to express its sincere appreciation to Deloitte for its professional services and support to the Company for the past years.

By order of the Board  
**LVGEM (China) Real Estate Investment Company Limited**  
**HUANG Jingshu**  
*Chairman*

Hong Kong, 13 May 2025

*As at the date of this announcement, the executive Directors of the Company are Ms. HUANG Jingshu (Chairman and Chief Executive Officer), Mr. YE Xingan, Mr. HUANG Hao Yuan and Ms. LI Yufei; and the independent non-executive Directors of the Company are Mr. Chan Koon Fat, Ms. JIAO Jie and Ms. WONG Ting Dan.*