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Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

- (1) APPOINTMENT OF EXECUTIVE DIRECTOR AND FINANCIAL CONTROLLER;
(2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(5) CHANGE OF COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board hereby announces that with effect from 28 October 2022:

- (1) Mr. Heung Ka Lok has been appointed as an executive Director and the Financial Controller;
- (2) Mr. Lee Kwong Chak, Bonnio resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;
- (3) Mr. Moy Yee Wo Matthew has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;
- (4) Mr. Law Wing Tak Jack has been appointed as an independent non-executive Director;
- (5) Mr. Yu Kwok Fai has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;
- (6) Mr. Chan William, an independent non-executive Director, has been redesignated from the chairman to a member of the Remuneration Committee;
- (7) Ms. Ng Ting On Polly resigned as the Company Secretary, an Authorised Representative and the Process Agent; and

(8) Mr. Chung Kiu Pan has been appointed as the Company Secretary, an Authorised Representative and the Process Agent.

APPOINTMENT OF EXECUTIVE DIRECTOR AND FINANCIAL CONTROLLER

The board (the “**Board**”) of directors (the “**Directors**”) of Janco Holdings Limited (the “**Company**”, and its subsidiaries, the “**Group**”) hereby announces that with effect from 28 October 2022, Mr. Heung Ka Lok has been appointed as an executive Director and the financial controller of the Company (the “**Financial Controller**”).

Mr. Heung Ka Lok (鄉嘉樂) (“**Mr. Heung**”), aged 41, has over 19 years of experience in accounting, mergers and acquisitions, corporate finance, and company secretarial matters. Mr. Heung obtained a degree of Bachelor of Arts in Accountancy and a Master degree of Corporate Governance from The Hong Kong Polytechnic University. Mr. Heung is a member of the Hong Kong Institute of Certified Public Accountants. He is also an associate member of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute.

From August 2004 to May 2011, Mr. Heung worked at Deloitte Touche Tohmatsu, where his last position was a manager in the audit department. From June 2011 to July 2016, he worked at Hsin Chong Group Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (delisted, previous stock code: 404), where his last position was deputy financial controller. From July 2016 to December 2020, he also worked at two private companies as chief financial officer and company secretary. From April 2022 to June 2022, Mr. Heung worked at Janco Global Logistics Limited, an indirect wholly-owned subsidiary of the Company, where his last position was an assistant financial controller. Mr. Heung is currently a director of two private companies which are principally engaged in food and beverage and gymnastics businesses respectively.

Mr. Heung has entered into a service contract (the “**Service Contract**”) with the Company for a term of three years commencing on 28 October 2022. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company (the “**Articles**”). Mr. Heung is entitled to an annual remuneration of HK\$1,080,000 under the Service Contract and such other benefits and discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. The level of Mr. Heung’s emolument is and will be determined with reference to the prevailing market conditions, his expertise and duties and responsibilities of Mr. Heung on the Company’s affairs. The Service Contract can be terminated by either party by giving six months’ notice in writing.

As at the date of this announcement, Mr. Heung (i) does not have any interests 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) (the “**SFO**”); (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange) of the Company; and (iii) did not hold any directorship in any other listed company in Hong Kong or overseas in the past three years.

Save as disclosed in this announcement, (i) Mr. Heung did not hold other positions with other members of the Group; (ii) there is no further information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (iii) there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Heung to join the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that with effect from 28 October 2022, Mr. Lee Kwong Chak, Bonnio (“**Mr. Lee**”) resigned as an independent non-executive Director, the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of each of the remuneration committee of the Board (the “**Remuneration Committee**”) and nomination committee of the Board (the “**Nomination Committee**”).

The resignation of Mr. Lee was due to his personal reason to focus on other commitments. Mr. Lee has confirmed that he has no disagreement with the Board and he is not aware of any matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Lee for his invaluable contribution to the Company during his tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that with effect from 28 October 2022:

- (i) Mr. Moy Yee Wo Matthew (梅以和) (“**Mr. Moy**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;
- (ii) Mr. Law Wing Tak Jack (羅永德) (“**Mr. Law**”) has been appointed as an independent non-executive Director; and
- (iii) Mr. Yu Kwok Fai (余國輝) (“**Mr. Yu**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

The biographical details of each of Mr. Moy, Mr. Law and Mr. Yu are as follows:

Mr. Moy

Mr. Moy, aged 43, has over 15 years of experience in the finance industry. Mr. Moy graduated with a degree of Bachelor of Business Administration in Accounting and a degree of Master of Business Administration from The Hong Kong University of Science and Technology. He has been a certified public accountant of The Hong Kong Institute of Certified Public Accountants since July 2005.

Since February 2019, Mr. Moy has been the chief financial officer, company secretary and an authorised representative of Apollo Future Mobility Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 860). From August 2012 to January 2019, Mr. Moy served as the chief financial officer, the company secretary and an authorised representative of China Silver Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 815).

Mr. Moy has been an independent non-executive director of (i) Chi Ho Development Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8423) since February 2017; and (ii) Reach New Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8471) since June 2017.

Mr. Moy has entered into a letter of appointment with the Company for an initial term of one year commencing on 28 October 2022, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either the Company or Mr. Moy by giving at least three months' written notice before the expiry of the then existing term. Mr. Moy is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles.

As an independent non-executive Director, Mr. Moy is entitled to an annual remuneration of HK\$300,000. He is also entitled to be reimbursed for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Moy's remuneration package is determined by the Board according to the Group's policy on the Directors' and senior management's remuneration (having considered such factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions).

Mr. Moy has confirmed to the Company, and the Board has also considered, that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As at the date of this announcement, Mr. Moy does not have (i) any interests 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) (the "SFO"); and (ii) any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Save as disclosed in this announcement, (i) Mr. Moy did not hold any directorship in any other listed company in Hong Kong or overseas in the past three years; (ii) Mr. Moy did not hold other positions with other members of the Group; (iii) there is no further information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (iv) there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Law

Mr. Law, aged 68, has over 45 years of working experience in management, accounting, corporate and business finance, banking, commerce and corporate affairs. Mr. Law obtained a degree of Bachelor of Arts in Economics and Accounting from Newcastle University in the United Kingdom (the "UK") in 1982 and a degree of Master of Arts in Philosophy at The

Chinese University of Hong Kong in 2012. He is a fellow member of Institute of Chartered Accountants in England and Wales and a fellow member of Hong Kong Institute of Certified Public Accountants.

Mr. Law worked at two of the “Big Four” accounting firms in Hong Kong and was an account manager with The Hongkong and Shanghai Banking Corporation Limited. Mr. Law later held senior executive positions (including the chairman, chief executive officer, chief financial officer and director) in both private and public companies in Hong Kong, the UK, Singapore, the United States of America and the People’s Republic of China, which are primarily engaged in a diverse range of business activities.

Mr. Law is currently the chairman of Ford Eagle Capital Limited, a private company, and a senior director of a firm of chartered accountants in the UK.

Mr. Law has entered into a letter of appointment with the Company for an initial term of one year commencing on 28 October 2022, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either the Company or Mr. Law by giving at least three months’ written notice before the expiry of the then existing term. Mr. Law is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles.

As an independent non-executive Director, Mr. Law is entitled to an annual remuneration of HK\$300,000. He is also entitled to be reimbursed for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Law’s remuneration package is determined by the Board according to the Group’s policy on the Directors’ and senior management’s remuneration (having considered such factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions).

Mr. Law has confirmed to the Company, and the Board has also considered, that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As at the date of this announcement, Mr. Law does not (i) have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company; and (iii) hold any directorship in any other listed company in Hong Kong or overseas in the past three years.

Save as disclosed in this announcement, (i) Mr. Law did not hold other positions with other members of the Group; (ii) there is no further information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (iii) there are no other matters that need to be brought to the attention of the Shareholders. Mr. Law has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Mr. Yu

Mr. Yu, aged 42, has over 19 years of experience in the fields of health food manufacturing and healthcare staffing solution. Mr. Yu obtained a degree of Bachelor of Science in Civil Engineering from the National Taiwan University in 2003. Mr. Yu also obtained a certificate in Personnel Administration and Operations from the Hong Kong Management Association in 2011 and a certificate for Caring Ambassador awarded by the Hong Kong Council of Social Service from 2011 to 2013. Since October 2021, Mr. Yu has been the chapter president of the BNI Association Limited.

From August 2003 to July 2012, Mr. Yu worked at Real Nutraceutical Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2010), where his last position was an administrative manager. From August 2012 to March 2014, Mr. Yu worked as administrative manager and management representative of ISO (International Organization for Standardisation) 9001 and ISO 10002 in Bamboos Professional Nursing Services Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2293).

Since December 2014, Mr. Yu has been a director and general manager of Care U Professional Nursing Service Limited, a subsidiary of New World Development Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0017) and was appointed as an ISO internal QMS (Quality Management System) Auditor for ISO compliance matters since June 2020.

Mr. Yu has entered into a letter of appointment with the Company for an initial term of one year commencing on 28 October 2022, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either the Company or Mr. Yu by giving at least three months' written notice before the expiry of the then existing term. Mr. Yu is also subject to retirement by rotation and re-election in accordance with the provisions of the Articles.

As an independent non-executive Director, Mr. Yu is entitled to an annual remuneration of HK\$300,000. He is also entitled to be reimbursed for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Yu's remuneration package is determined by the Board according to the Group's policy on the Directors' and senior management's remuneration (having considered such factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions).

Mr. Yu has confirmed to the Company, and the Board has also considered, that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As at the date of this announcement, Mr. Yu does not (i) have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company; and (iii) hold any directorship in any other listed company in Hong Kong or overseas in the past three years.

Save as disclosed in this announcement, (i) Mr. Yu did not hold other positions with other members of the Group; (ii) there is no further information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (iii) there are no other matters that need to be brought to the attention of the Shareholders. Mr. Yu has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Moy, Mr. Law and Mr. Yu to join the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 28 October 2022, Mr. Chan William, an independent non-executive Director, has been redesignated from the chairman to a member of the Remuneration Committee.

As at the date of this announcement, the Audit Committee comprises of Mr. Moy Yee Wo Matthew (chairman), Mr. Chan William and Mr. Yu Kwok Fai; the Remuneration Committee comprises of Mr. Yu Kwok Fai (chairman), Mr. Chan William and Mr. Moy Yee Wo Matthew; and the Nomination Committee comprises of Mr. Chan William (chairman), Mr. Moy Yee Wo Matthew and Mr. Yu Kwok Fai.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board announces that with effect from 28 October 2022, Ms. Ng Ting On Polly (“**Ms. Ng**”) resigned as (i) the company secretary of the Company (the “**Company Secretary**”); (ii) an authorised representative of the Company (the “**Authorised Representative**”) as required under Rule 24.05(2) of the GEM Listing Rules; and (iii) an authorised representative for accepting the service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”).

Ms. Ng has confirmed that she has no disagreement with the Board and she is not aware of any matters relating to her resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its sincere gratitude to Ms. Ng for her invaluable contribution to the Company during her tenure of services.

With effect from 28 October 2022, Mr. Chung Kiu Pan (“**Mr. Chung**”) has been appointed as the Company Secretary, an Authorised Representative and the Process Agent in place of Ms. Ng.

Mr. Chung, aged 37, has an extensive financial, accounting and company secretarial experience. Mr. Chung graduated with a degree of Bachelor of Business Administration majoring in Professional Accountancy from The Chinese University of Hong Kong. He is currently a member of the Hong Kong Institute of Certified Public Accountants, and a certified public accountant (practising) of Hong Kong Institute of Certified Public Accountants.

Mr. Chung is currently the chief financial officer and the company secretary of Chi Ho Development Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8423). Since May 2022, Mr. Chung has been the company secretary of hmvod Limited, a company listed on GEM of the Stock Exchange (stock code: 8103).

The Board would like to take this opportunity to welcome Mr. Chung in joining the Company.

By order of the Board
Janco Holdings Limited
駿高控股有限公司
Chan Kin Chung
Chairman

Hong Kong, 28 October 2022

As at the date of this announcement, the executive Directors are Mr. Cheng Tak Yuen and Mr. Heung Ka Lok, the non-executive Director is Mr. Chan Kin Chung (Chairman) and the independent non-executive Directors are Mr. Chan William, Mr. Moy Yee Wo Matthew, Mr. Law Wing Tak Jack and Mr. Yu Kwok Fai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.jancofreight.com.