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## **SING LEE SOFTWARE (GROUP) LIMITED**

**新利軟件(集團)股份有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8076)**

### **(1) RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board wishes to announce that:

- (i) Mr. Cui Jian (崔堅) has resigned as an executive Director with effect from 1 April 2023;
- (ii) Mr. Thomas Tam (談國慶) has resigned as an independent non-executive Director with effect from 1 April 2023;
- (iii) Mr. Zang Jingjing (臧晶晶), Mr. Li Dong (李冬) and Ms. Cai Jin (蔡瑾) have been appointed as executive Directors with effect from 1 April 2023;
- (iv) Mr. Pao Ping Wing (浦炳榮) has resigned from the position as the chairman of the audit and risk management committee and the remuneration committee, and re-designated as a member of the audit and risk management committee and the remuneration committee, with effect from 1 April 2023;
- (v) Mr. Chan Tsang Mo (陳增武) has been appointed as an independent non-executive Director and the chairman of the audit and risk management committee and remuneration committee, and a member of the nomination committee, of the Board with effect from 1 April 2023.

\* For identification purpose only

## **RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sing Lee Software (Group) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to announce that Mr. Cui Jian (崔堅) (“**Mr. Cui**”) has resigned as an executive Director with effect from 1 April 2023 in order to devote more time to his other business commitment.

Mr. Cui confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In addition, the Board wishes to announce that Mr. Thomas Tam (談國慶) (“**Mr. Tam**”) has resigned as an independent non-executive Director with effect from 1 April 2023 in order to devote more time to his other business commitment.

Mr. Tam confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Company would like to express its gratitude to Mr. Cui and Mr. Tam for their contributions during their tenure of office.

## **APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that, with effect from 1 April 2023, (i) Mr. Zang Jingjing (臧晶晶) (“**Mr. Zang**”), Mr. Li Dong (李冬) (“**Mr. Li**”) and Ms. Cai Jin (蔡瑾) (“**Ms. Cai**”) have been appointed as executive Directors, and (ii) Mr. Chan Tsang Mo (陳增武) (“**Mr. Chan**”) has been appointed as an independent non-executive Director.

### **Appointment of Mr. Zang as an executive Director**

Mr. Zang Jingjing (臧晶晶), aged 48, has 22 years of experience in the field of computer technology. He obtained his bachelor degree of Mechanical Engineering specializing in Thermal Processing from the Jiangsu University of Science and Technology (which later merged to form Jiangsu University) in 1997. Mr. Zang joined the Group since 2000 and served in a number of positions including chief of the Xi’an office and manager of the Northwest region of Hangzhou Singlee Technology Co., Ltd\* (杭州新利科技有限公司) (“**Hangzhou Singlee**”), a subsidiary of the Company, sales director of Hangzhou Singlee Software (Zhuhai) Co., Ltd\* (杭州新利軟件(珠海)有限公司), deputy sales director of Hangzhou Singlee and promoted as deputy general manager of Hangzhou Singlee in May 2011 and currently a deputy general manager of the Company.

Mr. Zang 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.

Mr. Zang has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Zang will be entitled to receive an annual remuneration of HK\$96,000 and RMB514,447 for his position as an executive Director and deputy general manager of Hangzhou Singlee, which was determined by the remuneration committee of the Company with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

As at the date of this announcement, Mr. Zang is interested in 65,860,000 shares of the Company, representing approximately 4.9998% of the total issued share capital of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Zang has confirmed that he (i) does not hold any other positions in the Group; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have 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).

#### **Appointment of Mr. Li as executive Director**

Mr. Li Dong (李冬), aged 48, has 23 years of experience in the field of computer technology. He obtained his bachelor degree of Electric System and Automation from the Hefei University of Technology in 1997. Mr. Li joined the Group since 2001 and served in a number of positions including product manager, technology deputy director, customer service director and subsequently promoted as deputy general manager of Hangzhou Singlee in May 2011 and currently a deputy general manager of the Company.

Mr. Li 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.

Mr. Li has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Li will be entitled to receive an annual remuneration of HK\$96,000 and RMB543,031 for his position as an executive Director and deputy general manager of Hangzhou Singlee, which was determined by the remuneration committee of the Company with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

As at the date of this announcement, Mr. Li is interested in 65,860,000 shares of the Company, representing approximately 4.9998% of the total issued share capital of the Company, and is also deemed to be interested in 5,915,500 shares of the Company in respect of the share options granted to him under the share option scheme of the Company adopted on 28 February 2011.

Save as disclosed above, as at the date of this announcement, Mr. Li has confirmed that he (i) does not hold any other positions in the Group; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have 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).

### **Appointment of Ms. Cai as executive Director**

Ms. Cai Jin (蔡瑾), aged 40, has 15 years of experience in business management, marketing and sales. She obtained her bachelor degree of Bio-technology from the Zhejiang University of Science and Technology in 2003 and her Dipl.- Ing. of Food Process Engineering from the University of Applied Science and Art Hannover, Germany in 2007. Ms. Cai served as a planning supervisor in Doehler Food & Beverage from 2007 to 2011. She then served as an assistant to the head of human resources in Bayer China from 2012 to 2013. She later served as a marketing and sales manager in DMK (Deutsches Milchkontor) Shanghai from 2013 to 2018. She served as a business partner in Rurui Health Management from 2018 to 2022. Since 2022, she acted as a director of Shanghai Biyun Culture and Art Center.

Ms. Cai 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.

Ms. Cai has entered into a letter of appointment with the Company as an executive director of the Company for an initial term of two years commencing from 1 April 2023. Ms. Cai will be entitled to receive an annual remuneration of HK\$96,000 for her position as an executive Director, which was determined by the remuneration committee of the Company with reference to her duties, responsibilities, qualifications, experiences and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Ms. Cai has confirmed that she (i) does not hold any other positions in the Group; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have 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).

## Appointment of Mr. Chan as independent non-executive Director

Mr. Chan Tsang Mo (陳增武), aged 38, has over 16 years of finance, accounting and treasury experience. Mr. Chan assumed various positions in professional accounting and financial firms including as an auditor of Ronald Ng & Co Limited from June 2006 to January 2008, as a senior auditor (being mainly responsible for accounting and auditing assignments) of BDO Limited from January 2008 to December 2009, as a senior auditor (being mainly responsible for accounting, auditing and taxation assignments) of RSM Nelson Wheeler (principally engaged in the provision of accounting services) from December 2009 to January 2011, as a supervisor in the corporate services division (being mainly responsible for accounting, payroll, treasury and audit assignments) of Intertrust Resources Management Limited (principally engaged in the provision of legal and financial administrative services) from June 2011 to June 2013, and as an accounting manager (being mainly responsible for the management and supervision of tax and financial matters) of Reignwood International Investment (Group) Co., Ltd. (principally engaged in investment services) from October 2013 to April 2016. Since October 2017, he has been the director of Morton Professional Services Limited and is responsible for advising on company formation, business establishments and legal compliance related matters.

From February 2019 to May 2020, Mr. Chan was an independent non-executive director of Hong Kong Finance Investment Holding Group Limited (stock code: 7) (currently known as Wisdom Wealth Resources Investment Holding Group Limited), a company whose issued shares were listed on the Main Board of the Stock Exchange. Mr. Chan was the company secretary and authorised representative of Optima Automobile Group Holdings Limited (stock code: 8418) and Century Energy International Holdings Limited (stock code: 8132), both companies whose issued shares are listed on GEM of the Stock Exchange, from October 2019 to September 2021 and from April 2020 to August 2021, respectively. Since January 2019, Mr. Chan has been an independent non-executive director of Geotech Holdings Ltd. (stock code: 1707), a company whose issued shares are listed on the Main Board of the Stock Exchange. Since September 2022, Mr. Chan has been an independent non-executive director of Hong Wei (Asia) Holdings Company Limited. (stock code: 8191), a company whose issued shares are listed on GEM of the Stock Exchange. Mr. Chan has also been the company secretary and authorised representative of China International Development Corporation Limited (stock code: 264) and Yues International Holdings Group Limited (stock code: 1529), both companies whose issued shares are listed on the Main Board of the Stock Exchange, since February 2018 and June 2022, respectively.

From March 2020 to October 2020, Mr. Chan was an independent non-executive director of Rentian Technology Holdings Limited (“**Rentian**”) (former stock code: 885), a company whose issued shares were listed on Main Board of the Stock Exchange before cancellation of its listing on 30 May 2022. A winding up order pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Winding Up Order**”) was made by the High Court of Hong Kong Special Administrative Region against Rentian on 21 October 2020. The Winding Up Order was made upon a winding up petition received on 19 March 2020 in respect of certain alleged indebtedness owed to certain individual bondholders amounting to approximately HK\$195 million. The official receiver was appointed as the provisional liquidator of Rentian on 21 October 2020. Please refer to the announcement issued by Rentian dated 21 October 2020 for further information in relation to the winding up proceedings. Rentian was incorporated in the Cayman Islands with limited liability

and, together with its subsidiaries, were principally engaged in the business of provision of integrated smart internet-of-things solutions to enterprise customers, human machine interactive devices, intelligent documentation services, security investment and money lending in Hong Kong and China prior to the cancellation of its listing. According to Mr. Chan, he is not a party to such winding up proceedings and is not aware of any current or potential claim that has been or will be made against him as a result of such proceedings. Mr. Chan tendered his resignation letter as an independent non-executive director to Rentian on 22 October 2020.

Mr. Chan has been admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2010 and is currently a practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan graduated from the City University of Hong Kong with a Bachelor of Business Administration degree in Accountancy in November 2006.

Mr. Chan 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.

Mr. Chan has entered into a letter of appointment with the Company as an independent non-executive director of the Company for an initial term of two years commencing from 1 April 2023. Mr. Chan will be entitled to receive an annual remuneration of HK\$96,000 for his position as an independent non-executive Director, which was determined by the remuneration committee of the Company with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

Mr. Chan has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, as at the date of this announcement, Mr. Chan has confirmed that he (i) does not hold any other positions in the Group; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have 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).

Save as disclosed in this announcement, there is no other information relating to Mr. Zang, Mr. Li, Ms. Cai, and Mr. Chan that is required to be disclosed pursuant to any of the requirements of Rule 17.50 (2) (h) to (v) of The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and there are no other matters in relation to the appointment of Mr. Zang, Mr. Li, Ms. Cai, and Mr. Chan that need to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Zang, Mr. Li, Ms. Cai, and Mr. Chan for taking up the positions in the Company.

## CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Tam, he will cease to be a member of the audit and risk management committee, the nomination committee and the remuneration committee of the Board.

Mr. Pao Ping Wing (浦炳榮) has resigned from the position as the chairman of the audit and risk management committee and the remuneration committee, and re-designated as a member of the audit and risk management committee and the remuneration committee, with effect from 1 April 2023.

Mr. Chan has been appointed as the chairman of the audit and risk management committee and the remuneration committee, and a member of the nomination committee of the Board, with effect from 1 April 2023.

By Order of the Board  
**Sing Lee Software (Group) Limited**  
**Lin Xue Xin**  
*Chairman*

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

Lin Xue Xin (*Executive Director*)  
Hung Ying (*Executive Director*)  
Zang Jingjing (*Executive Director*)  
Li Dong (*Executive Director*)  
Cai Jin (*Executive Director*)  
Chan Tsang Mo (*Independent Non-Executive Director*)  
Pao Ping Wing (*Independent Non-Executive Director*)  
Lo King Man (*Independent Non-Executive Director*)

Hong Kong, 1 April 2023

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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.*

*The announcement will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the website of the Company ([www.singlee.com.cn](http://www.singlee.com.cn)).*