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## **YING KEE TEA HOUSE GROUP LIMITED**

**英記茶莊集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8241)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES;  
AND  
(3) NON-COMPLIANCE WITH GEM LISTING RULES REQUIREMENTS**

### **RESIGNATION OF MR. SIU CHI MING**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ying Kee Tea House Group Limited (the “**Company**”) announces that Mr. Siu Chi Ming (“**Mr. Siu**”) has tendered his resignation as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”), and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 6 September 2023 in order to devote more time to his other business endeavours.

Mr. Siu has confirmed that (i) he has no claim against the Company in respect of his resignation and there is no disagreement between him and the Board; and (ii) there are no matters that need to be brought to the attention of the Stock Exchange and the shareholders of the Company in relation to his resignation.

The Board would like to express sincere gratitude and appreciation to Mr. Siu Chi Ming for his valuable contribution to the Company during his tenure of office.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Immediately after Mr. Siu's resignation, the composition of the Board committees is as follows:

- (1) Audit Committee: Mr. Lee Wai Ho and Mr. Wong Chee Chung
- (2) Remuneration Committee: Mr. Wong Chee Chung (Chairman), Mr. Lee Wai Ho, Mr. Chan Kwong Yuen and Mr. Chan Kun Yuen
- (3) Nomination Committee: Mr. Lee Wai Ho (Chairman), Mr. Wong Chee Chung, Mr. Chan Kwong Yuen and Mr. Chan Kun Yuen.

## **NON-COMPLIANCE WITH GEM LISTING RULES REQUIREMENTS**

Pursuant to Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange, the Board must include at least three independent non-executive directors. Immediately following the resignation of Mr. Siu, the number of independent non-executive Director of the Company has been reduced to two only, resulting in non-compliance with the requirement prescribed by Rule 5.05(1) of the GEM Listing Rules.

Pursuant to Rule 5.28 of the GEM Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom shall be an independent non-executive director. The audit committee must also be chaired by an independent non-executive director. Immediately following the resignation of Mr. Siu, there is a vacancy for the chairman of the Audit Committee, and the number of members of the Audit Committee has been reduced to two only, resulting in non-compliance with the requirement prescribed by Rule 5.28 of the GEM Listing Rules.

Pursuant to Rule 5.34 of the GEM Listing Rules, every listed issuer must establish a remuneration committee comprised of a majority of independent non-executive directors. Immediately following the resignation of Mr. Siu, the ratio of independent non-executive directors of the Remuneration Committee falls below majority, resulting in non-compliance with the requirement prescribed by Rule 5.34 of the GEM Listing Rules.

Pursuant to Rule 5.36A of the GEM Listing Rules, every listed issuer must establish a nomination committee comprised of a majority of independent non-executive directors. Immediately following the resignation of Mr. Siu, the ratio of independent non-executive directors of the Nomination Committee falls below majority, resulting in non-compliance with the requirement prescribed by Rule 5.36A of the GEM Listing Rules.

In view of the above, the Board will use its best endeavours to identify suitable candidate to fill the vacancy in order to fulfil the minimum requirements set out in Rules 5.05(1), 5.28, 5.34 and 5.36A under the GEM Listing Rules as soon as practicable and in any event within three months from the effective date of the resignation of Mr. Siu pursuant to Rules 5.06, 5.33 and 5.36 of the GEM Listing Rules.

The Company will make further announcement as soon as practicable upon the appointment of the new independent non-executive Director.

By Order of the Board  
**Ying Kee Tea House Group Limited**  
**Chan Kwong Yuen**  
*Chairman*

Hong Kong, 6 September 2023

*As at the date of this announcement, the Board comprises Mr. Chan Kwong Yuen, Mr. Chan Kun Yuen and Mr. Chan Shu Yuen as executive Directors of the Company; Mr. Wong Chee Chung and Mr. Lee Wai Ho as independent non-executive Directors.*

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