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## **K GROUP HOLDINGS LIMITED**

**千盛集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8475)**

### **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR, CHANGE OF COMPOSITION OF BOARD COMMITTEES AND COMPLIANCE WITH THE GEM LISTING RULES**

The board (the “**Board**”) of directors (the “**Directors**”) of K Group Holdings Limited (the “**Company**”) announces that:

1. Mr. Lei Xiongpeng (“**Mr. Lei**”) has been appointed as the independent non-executive Director and been appointed as the member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) and the chairman of the nomination committee (the “**Nomination Committee**”) of the Board with effect from 14 September 2023; and
2. Mr. Chau Wing Nam (“**Mr. Chau**”) has been redesigned as a member of the Nomination Committee with effect from 14 September 2023.

#### **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The biographical details of Mr. Lei are as follows:

Mr. Lei, aged 58, completed a diploma in industrial and civil construction at Department of Architectural Engineering of South China Institute of Technology (華南工學院, currently known as South China University of Technology (華南理工大學)) in Guangdong Province, the PRC in 1987.

He has over 10 years of experience in construction engineering management. He served as a technician of a construction engineering company in Zhongshan District from August 1987 to October 1996, during which he was responsible for drafting construction organization design, specialized construction plans, technical measures, and supervise their implementation. He served as technical director of a property management company in Guangdong province from March 1997 to March 2016, during which he was

responsible for engineering and technical consultation. Currently he is a property construction engineering consultant for a real estate property management company in Zhongshan District. From October 2020 to July 2021, he was an independent non-executive director of Hon Corporation Limited, the issued shares of which were delisted on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 22 June 2022.

Mr. Lei has entered into a letter of appointment (“**Letter of Appointment**”) with the Company as an independent non-executive Director for an initial term of two years commencing from 14 September 2023 subject to early termination in accordance with the terms of the Letter of Appointment. Mr. Lei is also subject to retirement by rotation and re-election and other related provisions as stipulated in the articles of association of the Company and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM**” and the “**GEM Listing Rules**”). Mr. Lei is entitled to a monthly remuneration of HK\$8,000, which was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the Remuneration Committee and the resolutions of the shareholders of the Company at a general meeting.

Save as disclosed above, as at the date of this announcement, he (i) has not held any other major appointments and qualifications or directorships in other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (having the meaning ascribed to them under the GEM Listing Rules) of the Company; (iii) does not hold other positions with the Company or other members of the Group; and (iv) is not interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lei has confirmed that he met the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Mr. Lei that need to be brought to the attention of the Stock Exchange or the holders of securities of the Company.

The Board would like to take this opportunity to welcome Mr. Lei for joining as members of the Board.

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

Following the appointment of Mr. Lei, the composition of the Board committees has changed with effect from 14 September 2023 as follows:

1. Mr. Lei has been appointed as the member of each of the Audit Committee and the Remuneration Committee and the chairman of the Nomination Committee; and
2. Mr. Chau has been redesigned as a member of the Nomination Committee.

## COMPLIANCE WITH THE GEM LISTING RULES

According to Rule 5.05(1) of the GEM Listing Rules, the board of directors of a listed issuer must include at least three independent non-executive directors and under Rule 5.05A of the GEM Listing Rules which stipulates an issuer must appoint independent non-executive directors representing at least one-third of the board. Further, Rule 5.28 of the GEM Listing Rules requires the audit committee to comprise a minimum of three members. Following the above changes, the Board comprises five executive Directors and three independent non-executive Directors, and the Audit Committee comprises three members. As a result, the Company has complied with Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules.

For and on behalf of  
**K Group Holdings Limited**  
**Zhou Junqi**  
*Chairman and Executive Director*

Hong Kong, 14 September 2023

*As at the date of this announcement, the executive Directors are Mr. Zhou Junqi (Chairman), Mr. Chiang Ming Chun, Ms. Wong Pui Kei Peggy, Mr. Yeap Wei Han, Melvyn and Mr. Li Junjian; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Lee Ming Yeung, Michael and Mr. Lei Xiongpeng.*

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

*This announcement will remain on the Latest Listed Company Information page of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company's website at [www.kgroup.com.hk](http://www.kgroup.com.hk).*