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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 INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board wishes to announce that:

Mr. Lo King Man has resigned as an independent non-executive Director, a member of the audit and risk management committee, a member of the remuneration committee and a member of the nomination committee with effect from 31 December 2023.

RESIGNATION OF 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. Lo King Man (“**Mr. Lo**”) has resigned as an independent non-executive Director with effect from 31 December 2023 in order to devote more time to his other business commitment.

Mr. Lo 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**”).

The Company would like to express its gratitude to Mr. Lo for his contributions during his tenure of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Lo, he will cease to be a member of the audit and risk management committee, the nomination committee and the remuneration committee of the Board with effect from 31 December 2023.

* *For identification purpose only*

IMPLICATIONS UNDER RULES 5.05(1), 5.05A AND 5.28 OF THE GEM LISTING RULES

Following the resignation of Mr. Lo with effect from 31 December 2023, (i) the Board would thereafter comprise only two independent non-executive Directors; (ii) the Board would thereafter comprise less than one-third of the members are independent non-executive directors; and (iii) the Audit and Risk Management Committee would thereafter comprise only two members, no independent non-executive Director has been newly appointed to fill up the aforesaid vacancies by 31 December 2023. Under such circumstances, the then number of the independent non-executive Directors in the Board and the number of the members in the audit and risk management committee would fall below the minimum number requirements as respectively set out in Rules 5.05(1), 5.05A and 5.28 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Pursuant to Rule 5.06 of the GEM Listing Rules, the Company shall appoint a sufficient number of independent non-executive Directors to meet the minimum number requirement as set out in Rule 5.05(1) and 5.05A of the GEM Listing Rules within three months after failing to meet such requirement, while pursuant to Rule 5.33 of the GEM Listing Rules, the Company shall appoint appropriate members to the audit and risk management committee to meet the minimum number requirement as set out in Rule 5.28 of the GEM Listing Rules within three months after failing to meet such requirement.

As at the date of this announcement, the Company is in the process of identifying a suitable candidate to fill up the vacancies and will endeavor to appoint suitable candidate(s) so as to fulfill the minimum requirements under Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules within three months after 31 December 2023 as soon as practicable, respectively.

The Company will make further announcement(s) in relation to such appointment(s) as and when appropriate in accordance with the GEM Listing Rules.

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*)

Hong Kong, 31 December 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 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).