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ETS GROUP LIMITED
易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(2) CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces the following changes with effect from 6 March 2024:

1. Ms. Tsang Lee Mei will be appointed as an independent non-executive Director, the chairlady of the Nomination Committee and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management and Internal Control Committee; and
2. Ms. Kwong Yuk Ying will be re-designated as a member of the Nomination Committee.

The board (the “**Board**”) of directors (the “**Director(s)**”) of ETS Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes with effect from 6 March 2024.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Tsang Lee Mei (“**Ms. Tsang**”) has been appointed as an independent non-executive Director, the chairlady of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the risk management and internal control committee (the “**Risk Management and Internal Control Committee**”) of the Company with effect from 6 March 2024.

The biographical details of Ms. Tsang are set out as follows:

Ms. Tsang, aged 54, obtained a Bachelor degree in Combined Studies – Accounting from De Montfort University, Leicester, the United Kingdom in 1996, a Bachelor degree in Professional Accounting from Dongbei University of Finance and Economics, the People’s Republic of China in 2004 and a Master of Science and Finance from the City University of Hong Kong in 2007. Ms. Tsang has also been a member of the Association of Accounting Technicians since 1994, a member of the Hong Kong Institute of Certified Public Accountants since 1999 and a fellow member of the Association of Chartered Certified Accountants since 2004. Ms. Tsang has over 30 years of experience in accounting, finance, auditing and compliance assurance industry.

From 2021 to 2023, Ms. Tsang served as the financial controller, company secretary and authorised representative of Satu Holdings Limited, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8392). From 2018 to 2021, she worked as the financial controller and company secretary of Wecon Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1793). From 2016 to 2018, she served as the assistant finance manager of K.H. Foundation Limited, being a subsidiary of K. H. Group Holdings Limited and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1557). From 2006 to 2016, Ms. Tsang worked as the finance manager of Mobicon Holdings Limited, being a subsidiary of Mobicon Group Limited and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1213). From 1999 to 2006, she worked at Kwong Ming Engineering Limited with her last position as a finance manager.

A letter of appointment has been entered into between Ms. Tsang and the Company for a term of three years commencing from 6 March 2024, unless terminated by giving one month’s prior notice in writing served by the other party or payment of one-month salary in lieu of the said notice. Ms. Tsang shall hold office only until the first annual general meeting of the Company after her appointment and shall then be eligible for re-election in accordance with the articles of association (the “**Articles**”) of the Company, and thereafter shall be subject to retirement by rotation and re-election at annual general meeting at least once every three years according to the provisions of the Articles, the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Stock Exchange and other applicable laws. Ms. Tsang is entitled to a monthly director fee of HK\$10,000, which is determined with reference to her duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

Ms. Tsang has confirmed that she met the independence criteria set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, as at the date of this announcement, Ms. Tsang:

- (i) does not hold any position with the Company or other members of the Group;
- (ii) has not held other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (iii) does not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; and
- (iv) does not have, or is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above and as far as the Directors are aware, there is no other information relating to the appointment of Ms. Tsang as an independent non-executive Director that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express a warm welcome to Ms. Tsang for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 6 March 2024, (i) Ms. Kwong Yuk Ying will be redesignated as a member of the Nomination Committee; and (ii) Ms. Tsang will be appointed as the chairlady of the Nomination Committee and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management and Internal Control Committee.

UPDATES ON NON-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 29 December 2023 in relation to, among other things, the resignation of an independent non-executive Director and non-compliance with the GEM Listing Rules.

Following the appointment of Ms. Tsang as independent non-executive Director, the Board confirms that the Company is in compliance with (i) Rule 5.05 of the GEM Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; (ii) Rule 5.05A of the GEM Listing Rules, which stipulates that a listed issuer must appoint independent non-executive directors representing at least one-third of the board; (iii) Rule 5.28 of the GEM Listing Rules, which stipulates that

the audit committee of a listed issuer must comprise a minimum of three members; and (iv) Rule 5.36A of the GEM Listing Rules, which stipulates that the nomination committee of a listed issuer must comprise a majority of independent non-executive directors.

By order of the Board
ETS Group Limited
Tang Yiu Sing
Executive Director and Chief Executive Officer

Hong Kong, 6 March 2024

As at the date of this announcement, the executive director of the Company is Mr. Tang Yiu Sing; and the independent non-executive directors of the Company are Mr. Wong Kam Tai, Ms. Kwong Yuk Ying and Ms. Tsang Lee Mei.

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 “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its posting and on the Company’s website at www.etsgroup.com.hk.