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GREENHEART GROUP LIMITED

綠心集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 94)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND (3) COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21, 3.25 OF THE LISTING RULES

This announcement is made by Greenheart Group Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Mr. To Chun Wai (“**Mr. To**”), has been appointed as an independent non-executive Director of the Company and a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 30 July 2020. The biographical details of Mr. To are set out below:

Mr. To, aged 64, is currently the chairman and chief executive officer of Gung-ho Consultancy Company Limited. Mr. To formerly served as an executive director and a non-executive director of Integrated Waste Solutions (IWS) Group Holdings Limited (“**IWS**”) (Stock Code: 923), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited, from April 2013 to August 2018. Mr. To spent most of his career, beginning in 1974, with the Hong Kong Police, rising up the ranks to Assistant Commissioner of Police (Crime) overseeing crime operations and policies of the Hong Kong Police, until his retirement in 2011. He was awarded the Police Meritorious Service Medal in recognition of his long years of service and contribution to the Hong Kong society. Mr. To has wide administrative and management experience. He holds a master degree of public administration from The University of Hong Kong and also tutored public administration on a part-time basis from 2011 to 2012 at The University of Hong Kong.

The Company has entered into a service contract with Mr. To for a term of three years commencing from 30 July 2020, subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. According to the service contract, Mr. To is entitled to a director’s fee of HK\$240,000 per annum which was determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to the market rate for the position, the remuneration policy of the Company, his qualifications, experience, and duties and responsibilities with the Company.

Save as disclosed above and as at the date of this announcement, Mr. To (i) does not hold any position in the Company or any of its subsidiaries; (ii) does not have any other major appointments or professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (iv) has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there are no other matters relating to the appointment of Mr. To that need to be brought to the attention of the shareholders of the Company and there is no other information in relation to Mr. To which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. To to the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that, with effect from 30 July 2020:

- (1) Mr. Cheng Chi-Him Conrad (“**Mr. Cheng**”), the non-executive chairman of the Board, has been appointed as the Chairman of the Nomination Committee of the Company; and
- (2) Mr. To has been appointed as a member of each of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

COMPLIANCE WITH RULES 3.10(1), 3.10A, 3.21 AND 3.25 OF THE LISTING RULES AND CODE PROVISION A.5.1 OF THE CORPORATE GOVERNANCE CODE

Following the appointments of Mr. To and Mr. Cheng as set out above, the Company comprises two executive Directors, four non-executive Directors and three independent non-executive Directors. As a result, the Company has complied with (i) Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board and (ii) Rules 3.21 and 3.25 of the Listing Rules and code provision A.5.1 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules with regard to the composition of the Board committees.

By Order of the Board
Greenheart Group Limited
Ding Wai Chuen
Executive Director and Chief Executive Officer

Hong Kong, 30 July 2020

As at the date hereof, the Board comprises two executive Directors, namely Messrs. Ding Wai Chuen and Lim Hoe Pin, four non-executive Directors, namely Messrs. Cheng Chi-Him Conrad, Tsang On-Yip Patrick, Simon Murray and Cheng Yang, and three independent non-executive Directors, namely Messrs. Wong Man Chung Francis, Cheung Pak To Patrick and To Chun Wai.

Website: <http://www.greenheartgroup.com>