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MOS HOUSE GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, MEMBER OF THE REMUNERATION COMMITTEE AND MEMBERS OF THE CORPORATE GOVERNANCE COMMITTEE

The board of directors of the Company announces that, with effect from 1 December 2021:

1. Ms. Law Chui Yuk has tendered her resignation as an independent non-executive director and will cease to act as the chairlady and a member of the audit committee, a member of the remuneration committee and the chairlady and a member of the corporate governance committee of the Company;
2. Mr. Ho Wing Tim has tendered his resignation as an independent non-executive director and will cease to act as a member of the audit committee, a member of the nomination committee and a member of the corporate governance committee of the Company;
3. Mr. Woo King Hang has been appointed as an independent non-executive director, the chairman and a member of the audit committee, a member of the remuneration committee and the chairman and a member of the corporate governance committee of the Company.

The board (the “**Board**”) of directors of MOS House Group Limited (the “**Company**”) is pleased to announce the following changes of independent non-executive directors and composition of Board committees with effect from 1 December 2021:

RESIGNATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, MEMBER OF THE NOMINATION COMMITTEE, MEMBER OF THE REMUNERATION COMMITTEE AND MEMBERS OF THE CORPORATE GOVERNANCE COMMITTEE

As Ms. Law Chui Yuk (“**Ms. Law**”) wishes to devote more time to her personal commitments, she has tendered her resignation as an independent non-executive director and will cease to act as the chairlady and a member of the audit committee, a member of the remuneration committee and the chairlady and a member of the corporate governance committee of the Company.

As Mr. Ho Wing Tim (“**Mr. Ho**”) wishes to devote more time to his personal commitments, he has tendered his resignation as an independent non-executive director and will cease to act as a member of the audit committee, a member of the nomination committee and a member of the corporate governance committee of the Company.

Ms. Law and Mr. Ho have confirmed that they have no disagreement with the Board and there are no other matters in relation to their resignations that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Ms. Law and Mr. Ho for their invaluable contributions to the Company and the Board.

Following the resignation of Mr. Ho, the Company fails to meet the requirements set out in (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) that the Company must have at least three independent non-executive directors (“**INEDs**”); (ii) Rule 3.21 of the Listing Rules that the audit committee must comprise a minimum of three members and majority of its members must be INEDs; and (iii) the composition requirement of nomination committee that the nomination committee shall comprise a majority of INEDs under Code Provision A.5.1 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules.

The Company will seek suitable candidate to fill the vacancy and expects replacement to be appointed within three months from the date hereof pursuant to Rule 3.23 of the Listing Rules and Code Provision A.5.1 of the Corporate Governance Code. The Company will make further announcement as and when appropriate.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF THE AUDIT COMMITTEE, MEMBER OF THE REMUNERATION COMMITTEE AND MEMBER OF THE CORPORATE GOVERNANCE COMMITTEE

Mr. Woo King Hang (“**Mr. Woo**”) has been appointed as an independent non-executive director, the chairman and a member of the audit committee, a member of the remuneration committee and the chairman and a member of the corporate governance committee of the Company.

The biographical details of Mr. Woo are set out as follows:

Mr. Woo King Hang, aged 60, has extensive experience in financial and business management. Mr. Woo is currently the vice chairman of the board of directors and a non-executive director of Centenary United Holdings Limited (“**Centenary United**”). He is also an independent non-executive director and a member of the audit committee, remuneration committee and nomination committee of each of Hans Energy Company Limited (“**Hans Energy**”) and Digital Domain Holdings Limited (“**DDHL**”).

Mr. Woo was an executive director of Bamboos Health Care Holdings Limited (“**Bamboos**”) between May 2019 and July 2019. He was also a project controller of NWS Service Management Limited from January 2019 to April 2019 and served as a financial controller and an executive director of Hip Hing Construction Company Limited from February 2006 to June 2010 and from July 2010 to December 2018 respectively, both

companies being wholly owned subsidiaries of NWS Holdings Limited (“NWSHL”). The shares of each of the aforesaid Centenary United (stock code: 1959), Hans Energy (stock code: 554), DDHL (stock code: 547), Bamboos (stock code: 2293) and NWSHL (stock code: 659) are listed on the main board of the Stock Exchange.

Mr. Woo is a fellow member of each of the Institute of Chartered Accountants in England and Wales, the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Certified Public Accountants. He holds a Master’s Degree of Business Administration from Kellogg School of Management, Northwestern University and the Hong Kong University of Science and Technology, a Bachelor’s Degree of Laws from Peking University and a Master’s Degree of Laws from the City University of Hong Kong. In addition, Mr. Woo is an honorary officer of the Auxiliary Medical Service, a member of each of the panel of assessors and the health committee of the Medical Council of Hong Kong, the Chinese Medicine Practitioners Board and the disciplinary committee of the Chinese Medicine Council of Hong Kong, the Advisory Committee on Admission of Quality Migrants and Professionals as well as the disciplinary committee of the Hong Kong Institute of Certified Public Accountants. He is the vice chairman of the Hong Kong PHAB Association and a council member of the Hong Kong Chinese Orchestra.

Mr. Woo was a director of Bell Tea Overseas Limited (“BTO”, formerly known as Hip Hing Overseas Limited) from 2 July 2010 to 18 October 2018. BTO was a wholly owned subsidiary of NWSHL and incorporated in Hong Kong on 13 April 1993 and was principally engaged in the business of construction overseas. On 19 September 2018, a winding up order (the “**Order**”) was granted by the High Court of Hong Kong (the “**High Court**”) on BTO. On 5 July 2021, the High Court ordered that BTO be dissolved. Mr. Woo confirmed that the Order was in relation to the non-payment for a sum arising from an arbitration case involving contractual dispute relating to the construction works of a building in Dubai which commenced in or about 2007 and was completed in or about 2011 between the petitioner of the Order and a joint venture entity (the “**Joint Venture**”) in which BTO had 30% interests. An award (the “**Award**”) was granted by an arbitration institution in Dubai in favor of the said petitioner, which then enforced the whole amount of the Award in the High Court against, among others, BTO. Mr. Woo further confirmed that he was not involved in any of the matters concerning the operations of the Joint Venture, the construction works or the said arbitration or matters leading to the granting of the Order.

Compliance with Rule 3.10(2) of the Listing Rules

Following the appointment of Mr. Woo, the Company has complied with the requirement set out in Rule 3.10(2) of the Listing Rules with regard to at least one INED must have appropriate professional qualifications or accounting or related financial management expertise in the Board.

Mr. Woo entered into a service contract with the Company for the period from 1 December 2021 to 30 November 2022 (both dates inclusive), subject to the retirement and re-election provisions in the amended and restated articles of association of the Company unless and until terminated by either party giving to the other not less than 1 month’s prior notice in writing to determine the same. Pursuant to the service contract, Mr. Woo will be entitled to receive an annual director’s fee of HK\$240,000, payable monthly in arrears in equal amount of HK\$20,000.

Mr. Woo neither holds other positions in the Company and its subsidiaries nor has any other relationship with any directors, senior management or substantial or controlling shareholders of the Company as at the date of this announcement. As at the date of this announcement, Mr. Woo has no interest in the 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. Woo has met the independence guidelines as set out in Rule 3.13 of the Listing Rules. Save as disclosed herein, there is no other matter in connection with the appointment of Mr. Woo that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are also no other matters that need to be brought to the attention of the shareholders of the Company.

Save as disclosed above, Mr. Woo has confirmed that (i) he has no other relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he currently does not hold any other position in the Company or any of its subsidiaries; (iii) he did not hold any other directorship in public companies listed in Hong Kong or overseas in the last three years; (iv) there are no other matters in relation to his appointments that need to be brought to the attention of the shareholders of the Company; and (v) there is no other information which is required to be disclosed pursuant to any requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to welcome Mr. Woo for joining the Board.

By Order of the Board
MOS House Group Limited
Simon Tso
Chairman

Hong Kong, 1 December 2021

As at the date of this announcement, the Board comprises of two executive Directors, namely Mr. Simon Tso and Ms. Tsui To Fei and two independent non-executive Directors, namely Mr. Ng Wang To and Mr. Woo King Hang.