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SUPERACTIVE GROUP COMPANY LIMITED

先機企業集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0176)

RETIREMENT AND PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHANGE IN COMPOSITION OF THE BOARD COMMITTEES AND CHAIRMAN OF REMUNERATION COMMITTEE

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Superactive Group Company Limited (the “**Company**”) hereby announces that at the forthcoming 2022 annual general meeting of the Company (the “**2022 AGM**”), Ms. Hu Gin Ing (“**Ms. Hu**”), an independent non-executive director of the Company (the “**INED**”), will retire as an INED by rotation from office in accordance with the bye-laws of the Company (the “**Bye-laws**”). Since Ms. Hu would like to devote more time to her other personal engagements, she will not offer herself for re-election and accordingly, she will cease to act as an INED upon the conclusion of the 2022 AGM. Thereafter, she will cease to act as the chairman and a member of each of the audit and risk committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) and a member of the nominating and corporate governance committee (the “**Nomination Committee**”) of the Company.

Ms. Hu has confirmed that she has no disagreement with the Board, and save as disclosed in this announcement, there are no other matters relating to Ms. Hu that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) nor any information that needs to be disclosed pursuant to Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Ms. Hu for her outstanding contribution to the Company.

PROPOSED APPOINTMENT OF AN INED

After considering the recommendation of the Nomination Committee, the Board has proposed to appoint Mr. Tse Ting Kwan (“**Mr. Tse**”) as an INED to fill a casual vacancy occasioned by the retirement of Ms. Hu for the Shareholders’ approval at the 2022 AGM. Mr. Tse’s term of office will be effective from the conclusion of the 2022 AGM to the annual general meeting of 2025. Upon approval of the appointment of Mr. Tse as an INED, the Company will appoint him as the chairman and member of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

Mr. Tse, aged 46, Mr. Tse has over 20 years of experience in auditing, finance and accounting. He was the financial controller of Chinese People Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 0681) from December 2006 to September 2020, and he was responsible for all accounting, finance and tax matters. Mr. Tse has been an independent non-executive director of Imperium Technology Group Limited (stock code: 0776) and Thelloy Development Group Limited (stock code: 1546) since October 2012 and September 2015 respectively, and both companies are listed on the Main Board of the Stock Exchange. Mr. Tse holds a bachelor's degree in Business Administration from Lingnan College (now renamed as Lingnan University) in November 1997. He is currently a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Upon approval of the appointment of Mr. Tse as an INED by the Shareholders at the 2022 AGM, an appointment letter will be entered into between the Company and Mr. Tse for a period from the conclusion of the 2022 AGM to the date of an annual general meeting of 2025, and he will be subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws and the Listing Rules, as amended from time to time. Mr. Tse will receive a director’s fee of HK\$180,000 per annum which is determined by the Board in accordance with the authorisation given by the Shareholders and with reference to the prevailing market conditions.

Save as disclosed in this announcement, Mr. Tse (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and he does not have any other major appointments or professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

As at the date of this announcement, Mr. Tse is not interested or deemed to be interested in any shares or underlying shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters in relation to the aforesaid appointment that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE

Mr. Leung Man Man, an existing INED, will be appointed as the chairman of the Remuneration Committee after Ms. Hu has ceased to act as the chairman of the Remuneration Committee.

A circular containing, among other things, information about the retirement of Ms. Hu and the proposed appointment of Mr. Tse, together with the notice of the 2022 AGM and a form of proxy, will be dispatched to the Shareholders as soon as possible.

By Order of the Board
Superactive Group Company Limited
Yeung So Lai
Chairman

Hong Kong, 25 April 2022

At the date of this announcement, the executive Directors are Ms. Yeung So Lai and Mr. Lee Chi Shing Caesar; and the independent non-executive Directors are Ms. Hu Gin Ing, Mr. Chow Wai Leung William and Mr. Leung Man Man.