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K. H. GROUP HOLDINGS LIMITED

劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

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

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of the Company announces that Professor Lu Haitian (“**Professor Lu**”) has resigned as an Independent Non-executive Director and a member of each of the Audit Committee and the Remuneration Committee and as the chairman of the Nomination Committee of the Company with effect from 21 October 2022 due to his other work commitments.

Professor Lu has 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 and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Professor Lu for his valuable contribution to the Company during the tenure of his office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wang Bo (“**Mr. Wang**”) has been appointed as an Independent Non-executive Director of the Company with effect from 21 October 2022.

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

Mr. Wang, aged 46, has over 24 years of experience in the trust, financing, leasing and insurance industry. He obtained a Bachelor of International Accounting from the Sun Yat-Sen University in China in June 1998 and a Master’s Degree in Business Administration from the China Europe International Business School in November 2018.

From July 1998 to June 2015, Mr. Wang was employed by Guangdong Finance Investment (Holding) Corporation Limited with his last position as the deputy general manager in the Financial Planning Department. During the course of employment with Guangdong Finance Investment (Holding) Corporation Limited, Mr. Wang also served as the deputy general manager of Guangdong Finance Trust Company Limited, the director of Urtrust Insurance Co., Ltd. and Zhu Jiang Life Insurance Company Limited, and the supervisor in Guangdong Guanhao High-tech Co., Ltd. (stock code: 600433), a company listed on the Shanghai Stock Exchange. Mr. Wang was the vice chairman and the general manager of Guangdong Baoliuhua New Energy Stock Co., Ltd. (stock code: 000690), a company listed on the Shenzhen Stock Exchange from August 2015 to March 2018. He was a director and the general manager of Kelly Yifang Capital Management Co., Ltd. from March 2018 to September 2022. Since July 2021, Mr Wang serves as the chairman of Guangdong Shugen Private Equity Investment Fund Management Co., Ltd.

On 13 December 2017, he was appointed as the independent non-executive director of Transmit Entertainment Limited (stock code: 1326), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited.

Mr. Wang has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for an initial term of service of three years commencing from 21 October 2022 which can be terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and Article 108 of the Articles of Association of the Company. As specified in the Letter of Appointment, Mr. Wang is entitled to a Director’s fee of HK\$150,000 per annum. The remuneration of Mr. Wang has been determined with reference to the prevailing market condition, his role and responsibilities and the Company’s Remuneration Policy. Such remuneration has been recommended by the Remuneration Committee of the Company and approved by the Board and will be reviewed by the Remuneration Committee and the Board on an annual basis.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Wang (i) does not hold any 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, (ii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company (iii) does not hold any other positions in the Company or its subsidiaries., and (iv) does not have any 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).

Save as disclosed above, Mr. Wang has confirmed that there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company.

Mr. Wang has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Mr. Wang in joining the Board.

CHANGE OF THE COMPOSITION OF BOARD COMMITTEES

The Board also announces that subsequent to the resignation of Professor Lu, Mr. Wang has been appointed as a member each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 21 October 2022. Mr. Chen Rongsheng, the chairman and an Executive Director of the Company, has been appointed as the chairman of the Nomination Committee of the Company with effect from 21 October 2022.

By order of the Board
K. H. Group Holdings Limited
Chen Rongsheng
Chairman and Executive Director

Hong Kong, 21 October 2022

As at the date of this announcement, the Board comprises two Executive Directors, namely, Mr. Chen Rongsheng (Chairman) and Mr. Guan Jingdong and three Independent Non-executive Directors, namely, Mr. Liu Xin, Mr. Feng Zhidong and Mr. Wang Bo.