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大同機械企業有限公司
COSMOS MACHINERY ENTERPRISES LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 118)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
AND
(2) CHANGE OF BOARD COMMITTEE MEMBERS**

The Board hereby announces that with effect from 24 November 2022:

1. Mr. Cheng Tak Yin will cease to be an independent non-executive Director, and accordingly he will also cease to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
2. Mr. Lam Kwok Ming and Mr. Lee Wai Yip, Alvin will be appointed as independent non-executive Directors and members of the Nomination Committee;
3. Mr. Kan Wai Wah, a non-executive Director, will be appointed as a member of the Audit Committee; and
4. Ms. Yeung Shuk Fan, an independent non-executive Director, will be re-designated from a member to the chairman of the Remuneration Committee.

The board (the “**Board**”) of directors (the “**Directors**” or each of a “**Director**”) of Cosmos Machinery Enterprises Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces the following:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cheng Tak Yin (“**Mr. Cheng**”) has tendered his resignation as an independent non-executive Director with effect from 24 November 2022 due to health reason. Accordingly, he will cease to be the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”), with effect from 24 November 2022.

Mr. Cheng has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation as independent non-executive Director that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude and appreciation to Mr. Cheng for his invaluable contribution to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Lam Kwok Ming (“**Mr. Lam**”) and Mr. Lee Wai Yip, Alvin (“**Mr. Lee**”) will be appointed as independent non-executive Directors and members of the Nomination Committee with effect from 24 November 2022.

The biographical details of Mr. Lam and Mr. Lee are set out as follows:

Mr. Lam Kwok Ming

Mr. Lam, aged 58, holds a Master of Science degree in Electronic Commerce from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He has over 30 years of experience in finance, business and management in different sectors. He is currently the managing director of a plastics and chemicals trading and own branded personal care products company, Jacobson van den Berg (Hong Kong) Limited, which is a subsidiary of Chinney Alliance Group Limited, a company whose shares are listed in the Main Board of the Stock Exchange with stock code 385.

To the best knowledge of Mr. Lam, he has been a director of the following companies which were dissolved or put into liquidation during his directorship or within 12 months of his cessation as a director, with details as follows:

Name of company	Place of incorporation	Nature of business immediately prior to dissolution	Date of dissolution	Means of dissolution
South East Asia Overseas Finance Limited (“ South East Asia ”)	British Virgin Islands	Group financing vehicle	14 August 2017	Compulsory winding up (<i>Note 1</i>)
Multiway Apparel Limited (“ Multiway ”)	Hong Kong	Trading of apparel	2 June 2017	Deregistration (<i>Note 2</i>)
Gateway Merchandising Company Limited (“ Gateway ”)	Hong Kong	Trading of apparel	17 July 2015	Deregistration (<i>Note 2</i>)
Fortune Field International Limited (“ Fortune Field ”)	Hong Kong	Dormant	25 May 2007	Deregistration (<i>Note 3</i>)
Capital Eagle Enterprises Limited (“ Capital Eagle ”)	Hong Kong	Dormant	25 August 2000	Deregistration (<i>Note 3</i>)

Notes:

1. South East Asia encountered financial difficulty and became insolvent and unable to pay its debt. A creditor of South East Asia filed a petition for its winding up in December 2001 and South East Asia was dissolved by compulsory winding up in August 2017.

2. Multiway and Gateway were deregistered under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). They were inactive and solvent prior to their dissolution, and there was no wrongful act on Mr. Lam's part leading to the dissolution of such companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of their dissolution.
3. Fortune Field and Capital Eagle were deregistered under the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong). They were inactive and solvent prior to their dissolution, and there was no wrongful act on Mr. Lam's part leading to the dissolution of such companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of their dissolution.

In addition to the above, to the best recollection of Mr. Lam, he has been a director of (i) certain subsidiaries of I-China Holdings Limited (stock code: 240) and Seapower Resources International Limited (stock code: 269), both companies entered into provisional liquidation in 2002 leading to subsequent liquidation of certain subsidiaries that Mr. Lam has been a director of, and (ii) certain subsidiaries of SGA Holdings Limited (a company which was 50% owned by Chinney Investments, Limited (stock code: 216)) that entered into winding up process in 2008. Mr. Lam has confirmed that there was no wrongful act on his part leading to the liquidation or winding up of the aforesaid companies, and that he is not aware of any actual or potential claim that has been or will be made against him as a result of the liquidation or winding up of the aforesaid companies.

Mr. Lam has entered into a letter of appointment with the Company for a term of three years commencing from 24 November 2022, which may be terminated by either party giving an advanced written notice of one month in accordance with the terms of the letter of appointment. Pursuant to the articles of association of the Company (the "**Articles**"), he shall hold office until the next following general meeting of the Company and shall be eligible for re-election at that meeting, and thereafter is subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Lam is entitled to a director's fee of HK\$100,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee, with reference to his qualification and experience, his duties and responsibilities in the Company, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

Mr. Lee Wai Yip, Alvin

Mr. Lee, aged 44, obtained a Degree of Bachelor of Science in Business Administration (Management) from San Jose State University in the United States of America in 2001. He has over 20 years of experience in the information technology industry. He serves as the chief executive officer of Armitage Technologies Limited since 2011. He is also currently the chairman of the Information and Software Industry Association and the vice chairman of Hong Kong Electronic & Technologies Association.

Mr. Lee has entered into a letter of appointment with the Company for a term of three years commencing from 24 November 2022, which may be terminated by either party giving an advanced written notice of one month in accordance with the terms of the letter of appointment. Pursuant to the Articles, he shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election at that meeting, and thereafter is subject to retirement by rotation and re-election at the general meetings of the Company. Mr. Lee is entitled to a director's fee of HK\$100,000 per annum, which was determined by the Board based on the recommendation of the Remuneration Committee, with reference to his qualification and experience, his duties and responsibilities in the Company, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

Mr. Lam and Mr. Lee did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and do not hold any other positions within the Group. They have no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. Mr. Lam and Mr. Lee confirmed that they have met the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement, Mr. Lam and Mr. Lee do not have any interests in the shares, underlying shares or debentures of the Company or any of 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 is no information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no matters that need to be brought to the attention of the Shareholders in relation to their appointment.

The Board would like to express its warmest welcome to Mr. Lam and Mr. Lee for joining the Board.

CHANGE OF BOARD COMMITTEE MEMBERS

The Board is pleased to announce that with effect from 24 November 2022:

1. Mr. Cheng will cease to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee;
2. Mr. Lam and Mr. Lee will be appointed as members of the Nomination Committee;
3. Mr. Kan Wai Wah, a non-executive Director, will be appointed as a member of the Audit Committee; and
4. Ms. Yeung Shuk Fan, an independent non-executive Director, will be re-designated from a member to the chairman of the Remuneration Committee.

By order of the Board
Cosmos Machinery Enterprises Limited
TANG To
Chairman

Hong Kong, 23 November 2022

As at the date of this announcement, the Board comprises seven Directors, of which two are executive Directors, namely Mr. Tang To and Mr. Tang Yu, Freeman, two are non-executive Directors, namely Mr. Kan Wai Wah and Mr. Qu Jinping, and three are independent non-executive Directors, namely Ms. Yeung Shuk Fan, Mr. Cheng Tak Yin and Mr. Huang Zhi Wei.