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海天地悅旅集團有限公司
S.A.I. LEISURE GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1832)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of S.A.I. Leisure Group Company Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcement of the Company dated November 11, 2022 (“**Previous Announcement**”) in relation to the passing away of a former independent non-executive Director.

As disclosed in the Previous Announcement, following the passing away of the former independent non-executive Director, the Company did not meet (i) the minimum number of independent non-executive directors required under Rule 3.10(1) of the Listing Rules; (ii) the requirement under Rule 3.10A of the Listing Rules which stipulates that independent non-executive directors must represent at least one-third of the Board, (iii) the minimum number of members and non-executive directors in the audit committee required under Rule 3.21 of the Listing Rules; (iv) the requirement under Rule 3.25 of the Listing Rules which stipulates that the remuneration committee must comprise a majority of independent non-executive directors; and (v) the requirement under Rule 3.27A of the Listing Rules which stipulates that the nomination committee must be chaired by the chairman of the board or an independent non-executive director and must comprise a majority of independent non-executive directors.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wong Chun Tat, *JP* (“**Mr. Wong**”) was appointed as an independent non-executive Director with effect from December 16, 2022.

Mr. Wong, aged 42, has over 10 years of experience in the tourism industry. He has been the general manager of Sin Ma Tours Limited since February 2019, an executive director of Hong Thai Golf Centre Limited since July 2021 and an executive director of Hong Thai Expo & Business Centre Limited since October 2022. Mr. Wong is also actively engaged public and community services with a focus on developing the Hong Kong tourism industry. He is currently the honorary adviser of the Hong Kong Travel Industry Council, a former board member of the Hong Kong Tourism Board, vice-chairperson of the Travel Industry Training Advisory Committee, member of the Hong Kong-Taiwan Economic and Cultural Cooperation and Promotion Council and honorary consul general of the Republic of Mali — Hong Kong.

Mr. Wong is also currently a standing committee member of the Chinese Chamber of Commerce, Hong Kong, vice-chairman of the Youth Executives’ Committee of the Chinese Chamber of Commerce, Hong Kong, vice-chairman of the Y. Elites Association, member of the Chongqing Committee of the Chinese People’s Political Consultative Conference (the 5th session), member of the 13th Committee of the All-China Youth Federation and member of the election committee of the Chief Executive of the Hong Kong Special Administrative Region. In addition, Mr. Wong is currently an independent non-executive director of South China Holdings Company Limited (Stock Code: 413), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Wong obtained a Bachelor of Arts degree in tourism management in 2003 and a master’s degree in professional accounting in 2008, both from The Hong Kong Polytechnic University.

Mr. Wong had entered into a letter of appointment with the Company for a term of three years commencing from December 16, 2022 with an annual director fee of HK\$300,000 per annum. Mr. Wong will hold office until the conclusion of the next annual general meeting of the Company following his appointment and he shall be eligible for re-election at such meeting in accordance with the articles of association of the Company. His director’s fee has been determined by reference to the level of remuneration for independent non-executive directors of Hong Kong listed companies and the current level of director’s fee payable by the Company to its independent non-executive Directors, as well as the demand for Mr. Wong’s attention by the Company as its independent non-executive Director.

Save as disclosed above, as at the date of this announcement, (i) Mr. Wong does not hold any other position in the Company or its subsidiaries; (ii) Mr. Wong 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; (iii) Mr. Wong does not possess any other major appointment or professional qualifications; (iv) Mr. Wong does not, and is not deemed to have any interests or short positions in any 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); and (v) Mr. Wong does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company.

Mr. Wong has confirmed his independence in accordance with Rule 3.13 of the Listing Rules. So far as the Directors are aware, save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Wong that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend a very warm welcome to Mr. Wong for his appointment as independent non-executive Director.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from December 16, 2022, Mr. Wong was appointed as the chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Board.

COMPLIANCE WITH THE LISTING RULES

Upon the appointment of Mr. Wong as an independent non-executive Director, the chairman of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Board: (i) the number of independent non-executive Directors has increased to three; (ii) the independent non-executive Directors represent one-third of the Board; (iii) the number of members and non-executive Directors in the audit committee has increased to three; (iv) the remuneration committee comprises a majority of independent non-executive Directors; and (v) the nomination committee is chaired by a non-executive Director and comprises a majority of independent non-executive Directors.

Accordingly, the Company has duly complied with Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules, respectively.

On behalf of the Board
S.A.I. Leisure Group Company Limited
Henry Tan
*Vice Chairman, Executive Director
and Chief Executive Officer*

Hong Kong, December 16, 2022

As at the date of this announcement, the Board comprises: (1) Dr. TAN Henry, Mr. CHIU George, Mrs. SU TAN Jennifer Sze Tink and Mr. SCHWEIZER Jeffrey William as the Executive Directors; (2) Dr. TAN Siu Lin (Chairman) and Mr. TAN Willie as the Non-Executive Directors; and (3) Mr. CHAN Leung Choi Albert, Mr. MA Andrew Chiu Cheung and Mr. WONG Chun Tat as the Independent Non-Executive Directors.