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GOLDEN PONDER HOLDINGS LIMITED

金 倫 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

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

The Board announces that with effect from 20 October 2023:

- 1) Mr. Wan Simon has resigned from his position as an independent non-executive Director and ceased to be chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company; and
- 2) Professor Sit Wing Hang has been appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Golden Ponder Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that, due to his intention to devote more time on his personal or other business development, Mr. Wan Simon (“**Mr. Wan**”) has resigned from his position as an independent non-executive Director with effect from 20 October 2023.

Mr. Wan 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 (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Wan towards the Company during his tenure of service.

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Professor Sit Wing Hang (“**Professor Sit**”) has been appointed as an independent non-executive Director with effect from 20 October 2023.

The biographical details of Professor Sit are set out in the paragraphs below:

Professor Sit Wing Hang, *GBS, JP*, aged 62, joined the Hong Kong Government in 1984 and was promoted to the Director of Electrical and Mechanical Services and Electrical & Mechanical Services Trading Fund General Manager in 2017. He was in charge of electrical and mechanical safety and promotion of energy efficiency and conservation in Hong Kong, as well as the provision of engineering services for electrical and mechanical assets of the Hong Kong SAR Government. He served as the Secretary for Innovation and Technology of the Hong Kong SAR Government from April 2020 to 30 June 2022. Professor Sit was awarded the Gold Bauhinia Star and was appointed as a Justice of the Peace by the Hong Kong SAR Government.

Professor Sit is currently the Chief Executive and Secretary of the Hong Kong Institution of Engineers. He also serves as a Senior Advisor to the President and Vice-Chancellor and Honorary Professor of the Hong Kong Baptist University, and a Professor of Practice of the Hong Kong Polytechnic University.

Professor Sit is an electrical engineer by profession and has over 40 years of experience in public administration. He is a fellow member of the Hong Kong Institution of Engineers. He was the President of the Hong Kong Institution of Facility Management and Chairman of the Biomedical Division of the Hong Kong Institution of Engineers.

Professor Sit is also currently serving as an independent non-executive director of Morris Home Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1575) since July 2023.

Professor Sit has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Pursuant to the letter of appointment entered into between Professor Sit and the Company (“**Letter of Appointment**”), Professor Sit is appointed as an independent non-executive Director for a term of one year with effect from 20 October 2023 subject to early termination in accordance with the terms of the Letter of Appointment. Professor Sit is also subject to retirement by rotation and re-election and other related provisions as stipulated in the articles of association of the Company and the Listing Rules. Professor Sit is entitled to an annual remuneration of HK\$180,000, which was determined by the Board by reference to his responsibilities, workload and time devoted to the Group and the performance of the Group and may be adjusted by the Board subject to the recommendations of the remuneration committee of the Company and the resolutions of the shareholders of the Company at a general meeting.

Save as disclosed above, as at the date of this announcement, Professor Sit (i) has not held any other major appointments and qualifications or directorships in other listed companies 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 (having the meaning ascribed to them under the Listing Rules) of the Company; (iii) does not hold other positions with the Company or other members of the Group; and (iv) is not interested in any shares or underlying 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, there is no further information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Professor Sit that need to be brought to the attention of the Stock Exchange or the holders of securities of the Company.

The Board would like to take this opportunity to welcome Professor Sit for joining as members of the Board.

CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

Following the resignation of Mr. Wan as an independent non-executive Director, he also ceased to be chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company with effect from 20 October 2023.

Professor Sit has been appointed as the chairman of the remuneration committee of the Company and member of each of the audit committee and nomination committee of the Company with effect from 20 October 2023.

By Order of the Board
Golden Ponder Holdings Limited
KWOK Chun Sing
Chairman and executive Director

Hong Kong, 20 October 2023

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao and four independent non-executive Directors, namely, Mr. Hau Wing Shing Vincent, Mr. Zhang Jue, Mr. Lam John Cheung-wah and Professor Sit Wing Hang.