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## **Golden Century International Holdings Group Limited**

**金禧國際控股集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 91)**

### **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND (2) NON-COMPLIANCE OF THE LISTING RULES**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Golden Century International Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 18 March 2024, (i) Mr. Wong Man Hung Patrick (“**Mr. Wong**”) has tendered his resignation as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company, and a member of each of the nomination committee (the “**Nomination Committee**”) of the Company and audit committee (the “**Audit Committee**”) of the Company; and (ii) Mr. Siu Kin Wai (“**Mr. Siu**”) also has tendered his resignation as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Nomination Committee and Remuneration Committee.

Each of Mr. Wong and Mr. Siu confirmed to the Company that his resignation was due to his intention to devote more time to other business engagements. Each of Mr. Wong and Mr. Siu also confirmed to the Company 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 or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong and Mr. Siu for their contribution to the Group during their tenure of service with the Company.

## NON-COMPLIANCE OF THE LISTING RULES

References are made to (i) the Company's announcement dated 8 March 2024 in relation to the resignation of Mr. Lai Kin Keung as an independent non-executive Director (the "**Resignation Announcement**"); and (ii) the Company's announcement dated 18 March 2024 in relation to the Stock Exchange's additional guidance to the Company for the resumption of trading in the Company's shares (the "**Additional Resumption Guidance Announcement**"). Following the resignations of Mr. Wong and Mr. Siu as independent non-executive Directors, the Board has no longer any independent non-executive Directors. As a consequence, the Company is not in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") as explained below:

- (i) the Company does not have any independent non-executive Directors at the Board, which it is required under Rule 3.10(1) of the Listing Rules that there should be at least three independent non-executive directors at the Board;
- (ii) the ratio of the number of independent non-executive Directors has fallen short of the minimum one-third of the Board as required under Rule 3.10A of the Listing Rules;
- (iii) the Board does not have at least one independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (iv) the Audit Committee does not have any members, which has fallen short of the requirement under Rule 3.21 of the Listing Rules that the audit committee shall comprise a minimum of three members and out of which at least one independent non-executive director having appropriate professional qualifications or accounting or related financial management expertise;
- (v) the Remuneration Committee is not chaired by an independent non-executive Director and is not comprising a majority of independent non-executive Directors as required under Rule 3.25 of the Listing Rules; and
- (vi) the Nomination Committee is not chaired by an independent non-executive Director and is not comprising a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules.

The Company is endeavoring to identify suitable candidates to fill up the vacancies of independent non-executive Directors as soon as practicable, with the relevant appointments to be made within three months from the date of the Resignation Announcement to meet the relevant requirements under the Listing Rules and fulfill the resumption guidance as set out in the Additional Resumption Guidance Announcement. The Company will make further announcement(s) in relation to such appointments as and when appropriate in accordance with Listing Rules.

By order of the Board  
**Golden Century International Holdings Group Limited**  
**Wong Man Keung**  
*Executive Director*

Hong Kong, 18 March 2024

*As at the date of this announcement, the executive Directors are Mr. Wong Man Keung and Ms. Lee Nga Ching.*