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**A & S Group (Holdings) Limited**  
**亞洲實業集團(控股)有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1737)**

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

This announcement is made 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**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of A & S Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Pau Yee Ling (“**Ms. Pau**”) has been appointed as an independent non-executive Director and a member of each of the audit committee (“**Audit Committee**”), nomination committee (“**Nomination Committee**”) and remuneration committee (“**Remuneration Committee**”) of the Board (collectively, the “**Board Committees**”), all with effect from 1 April 2024.

The biographical details of Ms. Pau are set out below:

Ms. Pau, aged 45, has over 20 years of experience in taxation and accounting. Ms. Pau is currently a senior business tax partner at Access Corporate Group, where she oversees the formulation of international business and tax planning for companies in Asia and North America. Prior to that, Ms. Pau has assumed senior positions at the tax department of various multinational corporations and professional accounting firms, including two of the big four international accounting firms in Hong Kong. Ms. Pau has also been an independent non-executive director of Man Sang International Limited, a company listed on the Stock Exchange (stock code: 938), since November 2018.

Ms. Pau obtained her Bachelor of Business Administration in Accounting from the Hong Kong University of Science and Technology in 2001 and further obtained her Master of Science in China Business Studies from The Hong Kong Polytechnic University in 2012. Ms. Pau is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Accountants Australia and New Zealand. Ms. Pau is also a Chartered Tax Advisor of the Taxation Institute of Hong Kong.

Ms. Pau has entered into a service contract with the Company for a term of 3 years commencing from 1 April 2024 and is subject to retirement by rotation but is eligible for re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Pau will be entitled to a director's remuneration of HK\$11,000 per month which has been determined by the Board and recommended by the Remuneration Committee with reference to her duties and experience, prevailing market conditions and current financial conditions of the Company.

Save as disclosed above and as at the date of this announcement, Ms. Pau (i) does not hold any position in the Company or other members of the Group; (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement; (iii) is not interested in and does not have any interest in any shares of the Company (the "**Shares**") or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; and (iv) is not connected and had no relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Ms. Pau confirmed that (i) she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Pau that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Ms. Pau in joining the Company.

## CHANGES IN COMPOSITION OF BOARD COMMITTEES

After the appointment of Ms. Pau, the composition of the Board Committees shall be as follows:

Audit Committee:	Mr. Kwan Ngai Kit ( <i>Chariman</i> ) Mr. Iu Tak Meng Teddy Mr. Ho Chun Chung Patrick Ms. Pau Yee Ling
Remuneration Committee:	Mr. Ho Chun Chung Patrick ( <i>Chariman</i> ) Mr. Law Kwok Leung Alex Mr. Iu Tak Meng Teddy Mr. Kwan Ngai Kit Ms. Pau Yee Ling
Nomination Committee:	Mr. Iu Tak Meng Teddy ( <i>Chariman</i> ) Mr. Law Kwok Leung Alex Mr. Ho Chun Chung Patrick Mr. Kwan Ngai Kit Ms. Pau Yee Ling

By Order of the Board  
**A & S Group (Holdings) Limited**  
**Law Kwok Leung Alex**  
*Chairman and Executive Director*

Hong Kong, 28 March 2024

*As at the date of this announcement, the Board comprises Mr. Law Kwok Leung Alex, Mr. Law Kwok Ho Simon and Mr. Chiu Tat Ting Albert as executive Directors and Mr. Ho Chun Chung Patrick, Mr. Iu Tak Meng Teddy and Mr. Kwan Ngai Kit as independent non-executive Directors.*