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K. H. GROUP HOLDINGS LIMITED
劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

(1) CHANGES OF DIRECTORS;
(2) APPOINTMENT OF THE CHAIRMAN OF THE BOARD; AND
(3) CHANGES IN THE COMPOSITION OF
THE BOARD COMMITTEES

CHANGES OF DIRECTORS

Resignation of a Director

The board (the “**Board**”) of directors (the “**Directors**”) of K. H. Group Holdings Limited (the “**Company**”) hereby announces that Mr. Liu Xin (“**Mr. Liu**”) has tendered his resignation as an independent non-executive Director and the chairman of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Company with effect from 6 May 2024. The resignation of Mr. Liu is due to his inability to devote sufficient time to perform his duties as an independent non-executive Director because of his other business commitments.

Mr. Liu confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his outstanding contribution to the Company during his tenure of office.

Appointment of Directors

The Board is pleased to announce that Mr. Chang Chih-Chia (張致嘉) (whose former name was Chang, Chih-Hong (張誌鴻)) (“**Mr. Chang**”) has been appointed as an executive Director and Ms. Liu Yixing (劉藝星) (“**Ms. Liu**”) has been appointed as an independent non-executive Director with effect from 6 May 2024.

(i) *Mr. Chang*

Mr. Chang, aged 51, obtained his bachelor’s degree in Accounting from National Cheng Kung University (國立成功大學) in June 1999.

Mr. Chang served as a director of operations management department of Century Technology (Shenzhen) Corporation Limited (深超光電(深圳)有限公司) from 2007 to 2015, the chief operating officer and general manager of the Chongqing branch at China Golden Holdings Limited (中光集團有限公司) from 2016 to 2017, the general manager of industrial services department of China Fortune Land Development Co., Ltd (華夏幸福基業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600340) from 2017 to 2018, the executive vice president of Guangxi Taijia Optoelectronics Technology Co., Ltd (廣西泰嘉光電科技有限公司) from 2018 to 2019, and the project director of SDP Global (China) Corporation (超視界顯示技術有限公司) from 2019 to 2021.

Mr. Chang has many years of experience in project, investment, and management in the field of photoelectric areas, display materials and industrial manufacturing.

Mr. Chang has been appointed as an executive Director with effect from 6 May 2024.

Pursuant to the letter of appointment entered into between Mr. Chang and the Company, Mr. Chang has been appointed with a term of three (3) years from the date of his appointment and is subject to the retirement and re-election under the articles of associations of the Company. He will receive remuneration of HK\$846,000 per annum for his appointment and service with the Company, which is determined by the Board upon recommendation from the Remuneration Committee with reference to his qualifications, experience, level of duties and responsibilities undertaken in the Company and the prevailing market conditions. In accordance with the articles of association of the Company, Mr. Chang shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election.

(ii) Ms. Liu

Ms. Liu, aged 40, obtained her bachelor's degree in Geographic Information Systems from East China Normal University (華東師範大學) in July 2005 and was qualified as a certified public accountant in the mainland China in December 2017.

Ms. Liu served as the chief finance officer at Sino Engineering Limited (薩意諾(上海)工程技術諮詢有限公司) from 2008 to 2022 and she has served as the finance manager at Kadence Automotive Technology (Shanghai) Limited (凱道馳汽車技術(上海)有限公司) since 2022.

Ms. Liu has been appointed as an independent non-executive Director with effect from 6 May 2024.

Pursuant to the letter of appointment entered into between Ms. Liu and the Company, Ms. Liu has been appointed with a term of three (3) years from the date of her appointment and is subject to the retirement and re-election under the articles of associations of the Company. She will receive remuneration of HK\$150,000 per annum for her appointment and service with the Company, which is determined by the Board upon recommendation from the Remuneration Committee with reference to her qualifications, experience, level of duties and responsibilities undertaken in the Company and the prevailing market conditions. In accordance with the articles of association of the Company, Ms. Liu shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election.

As at the date of this announcement and save as disclosed in this announcement, Ms. Liu confirmed that:

- (i) she meets the independence criteria set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 as an independent non-executive Director.

In addition, as at the date of this announcement and save as disclosed in this announcement:

- (i) each of the newly appointed Directors did not hold any directorship 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;

- (ii) each of the newly appointed Directors does not have, or is not deemed to have, any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong));
- (iii) each of the newly appointed Directors (1) does not hold any other position in the Company or its subsidiaries; and (2) 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; and
- (iv) there is no other information relating to the newly appointed Directors that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules or any matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome the newly appointed Directors to join the Company.

APPOINTMENT OF THE CHAIRMAN OF THE BOARD

The Board announces that, with effect from 6 May 2024, Mr. Chang has been appointed as the chairman of the Board.

CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board announces that Mr. Chang has been appointed as the chairman of the Nomination Committee with effect from 6 May 2024 and Ms. Liu has been appointed as the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee with effect from 6 May 2024.

By Order of the Board
K. H. Group Holdings Limited
Chang Chih-Chia
Chairman and Executive Director

Hong Kong, 6 May 2024

As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Chang Chih-Chia (Chairman), Mr. Bu Youjun and Mr. Yang Xuefeng and three Independent Non-executive Directors, namely, Mr. Feng Zhidong, Mr. Wang Bo and Ms. Liu Yixing.