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Fulum Group Holdings Limited
富臨集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1443)

(1) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR
AND
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board hereby announces the following changes to the Board:

1. Mr. Ng Ngai Man Raymond will retire as an independent non-executive Director and will not offer himself for re-election at the AGM. Accordingly, Mr. Ng will also cease to act as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from the conclusion of the AGM.
2. Ms. Huang Li Mei will be appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, subject to the approval by the Shareholders at the AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Fulum Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that the Board has been informed by Mr. Ng Ngai Man Raymond (“**Mr. Ng**”), an independent non-executive Director, that he will retire from office upon conclusion of the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on 27 September 2024 and will not offer himself for re-election at the AGM in order to devote more time to his other business commitments. Accordingly, Mr. Ng will also cease to act as the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) with effect from the conclusion of the AGM.

Mr. Ng has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company would like to express its sincere gratitude to Mr. Ng for his valuable contribution to the Board during his tenure of services with the Group.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

To fill the vacancy following the retirement of Mr. Ng, with the recommendation of the Nomination Committee, the Board has resolved to propose the appointment of Ms. Huang Li Mei (“**Ms. Huang**”) as an independent non-executive Director with effect from the conclusion of the AGM. Such appointment is subject to the approval by the Shareholders at the AGM by way of an ordinary resolution.

Details of Ms. Huang which are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) are set out below:

Ms. Huang Li Mei, aged 61, has extensive experience in the food and beverage industry in Hong Kong and the PRC with an expertise in catering and food safety. Ms. Huang has been awarded the title “Doctorate of Gastronomy*” (美食博士) by French Chefs Association* (法國廚皇會). She has also been awarded the title “International Connoisseur of Gastronomy*” (國際美食家) by World Federation of Renowned Chinese Cuisine Chefs* (世界中餐名廚聯合會) and is currently its ambassador. Ms. Huang has been a consultant of Katolee Foods Ltd.* (加藤利食品有限公司) since 2018 and has operated various restaurants including wonton noodle and dim sum shops in Guangzhou in the PRC from 2013 to 2017. Prior to that, Ms. Huang has been a female actress of Asia Television from 1991 to 2012, and Guangdong Television* (廣東電視台) from 1989 to 1990. During Ms. Huang’s career with Asia Television, she has filmed and produced 22 gourmet shows with over 500 episodes from 2003 to 2012. Ms. Huang graduated from Professional Training Course on Television Art of Guangdong Radio and Television School* (廣東省廣播電視學校電視藝術專業培訓班) in 1987.

Upon approval of Ms. Huang’s appointment at the AGM, the Company will enter into a letter of appointment with Ms. Huang with a term of 3 years commencing from 27 September 2024 unless terminated by not less than three months’ notice in writing served by either party on the other. Her appointment under the letter of appointment will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company or any other applicable laws from time to time. Ms. Huang has agreed to take up the role as an independent non-executive Director with an annual fee of HK\$240,000, which is determined with reference to her duties and responsibilities within the Group and the prevailing market conditions and subject to review by the Board and the Remuneration Committee from time to time.

Ms. Huang has confirmed (a) her independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that 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 persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Huang does not (i) have any interest in the shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) hold any other positions with the Company and/or other members of the Group; (iii) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; or (iv) hold any other directorship in any listed public companies in Hong Kong or overseas in the three years prior to the date of this announcement; and (v) have other matters in connection with the appointment of Ms. Huang as independent non-executive Director that need to be brought to the attention of the Shareholders or any of the matters that need to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Ms. Huang upon her joining of the Board.

A circular containing details of, among other things, the proposed appointment of Ms. Huang as an independent non-executive Director, together with a notice convening the AGM, will be dispatched to the Shareholders in due course.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following to the retirement of Mr. Ng with effect from the conclusion of the AGM and subject to approval of Ms. Huang's appointment at the AGM, Ms. Huang will be appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

By order of the Board
Fulum Group Holdings Limited
Yeung Wai
Chairman and Executive Director

Hong Kong, 5 July 2024

As at the date of this announcement, the Board comprises Mr. Yeung Wai (Chairman), Mr. Yeung Ho Wang (CEO), Mr. Yeung Yun Kei, Mr. Leung Siu Sun, and Mr. Yeung Chun Nin as executive Directors; Mr. Wu Kam On Keith (Vice Chairman) as non-executive Director; and Mr. Ng Ngai Man Raymond, Mr. Wong Wai Leung Joseph and Mr. Chan Chun Bong Junbon as independent nonexecutive Directors.

**For identification purposes only*