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WAH WO HOLDINGS GROUP LIMITED

華和控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9938)

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (“**Board**”) of directors (the “**Directors**”) of WAH WO HOLDINGS GROUP LIMITED (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that (i) Mr. Wu Wing Kuen (胡永權) (“**Mr. Wu**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, the chairman of the Remuneration Committee and a member of the Nomination Committee; and (ii) Ms. Ding Xin (丁昕) (“**Ms. Ding**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee, both with effect from 30 August 2024.

The biographical details of Mr. Wu and Ms. Ding are set out as follows:

Mr. Wu Wing Kuen, B.B.S. (胡永權) aged 67, has more than six years of experience in corporate management and governance of listed companies. Mr. Wu is currently an independent non-executive director of (i) Nanfang Communication Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 1617) since November 2016; (ii) EFT Solutions Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8062) since March 2019; and (iii) WellCell Holdings Co., Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2477) since December 2023.

Mr. Wu was an independent non-executive director of (i) Million Cities Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2892), from June 2018 to December 2021; (ii) Palinda Group Holdings Limited (formerly known as Food Idea Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8179) from January 2019 to December 2022; and (iii) HG Semiconductor Limited (formerly known as HongGuang Lighting Holdings Company Limited), a company listed on the Main Board of the Stock Exchange (stock code: 6908) from December 2016 to June 2023.

Mr. Wu was awarded a Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region in July 2012. Mr. Wu is currently a voting member of the Hong Kong Jockey Club and the president of the Sha Tin District Community Fund. He was a member of the Appeal Tribunal Panel of the Appeal Tribunal (Buildings) constituted under section 48 of the Buildings Ordinance (Chapter 123 of the Laws of Hong Kong).

Mr. Wu was a director of the following companies incorporated in Hong Kong prior to their respective dissolution:

Name of company	Nature of business before dissolution	Date of dissolution	Nature of dissolution proceeding
Frankie Development Limited (富僑發展有限公司)	Property investment	29 May 2020	Deregistration
Honest Supreme Limited (洪寶有限公司)	Trading	10 July 2009	Deregistration
Janie Michele (H.K.) Knitters Limited	Manufacturing of garment	19 May 2006	Deregistration
Jenzon Investment Limited (真誠投資有限公司)	No active business activities	5 January 2007	Deregistration
Join Profit Industrial Limited (三豐實業有限公司)	No active business activities	17 November 2006	Deregistration
Joint Victory Holdings Limited	No active business activities	28 December 2012	Deregistration
Joy Luck International Limited (喜運國際有限公司)	No active business activities	9 November 2007	Deregistration
Joy Point Development Limited (向欣發展有限公司)	No active business activities	4 January 2019	Deregistration
Joy Profit (Hong Kong) Limited (利欣(香港)有限公司)	No active business activities	1 February 2019	Deregistration

Name of company	Nature of business before dissolution	Date of dissolution	Nature of dissolution proceeding
Joy Treasure Development Limited (怡寶發展有限公司)	No active business activities	1 March 2019	Deregistration
King Brain Investment Limited (帝聰投資有限公司)	No active business activities	20 July 2001	Deregistration
Land Treasure Limited (田珍有限公司)	No active business activities	8 June 2001	Deregistration

Mr. Wu confirmed (i) that the abovementioned companies which were deregistered were solvent and inactive, and had no outstanding claims or liabilities at the time of their dissolution; and (ii) that there was no wrongful act on his part leading to the dissolution of the abovementioned companies and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution. Mr. Wu further confirmed that abovementioned companies had not been and were not involved in any material non-compliance incidents, disputes, litigations or legal proceedings prior to their dissolution.

Mr. Wu entered into a letter of appointment with the Company for a term of three years commencing from 30 August 2024. Mr. Wu is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Mr. Wu is entitled to a director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his qualifications, experience, and the prevailing market conditions.

Save as disclosed herein, to the best knowledge of the Directors, as at the date of this announcement, Mr. Wu (i) does not hold any position in the Company; (ii) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company; and (v) does not have any interests in the securities 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 herein, there is no matter relating to the appointment of Mr. Wu that needs to be brought to the attention of the holders of securities of the Company, nor is there any information as required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”).

Mr. Wu further confirmed with the Company (i) his independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) that he 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 in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Mr. Wu’s independence at the time of his appointment.

Ms. Ding Xin (丁昕), aged 36, has more than 12 years of experience in accounts, audit, and assurance. Ms. Ding holds a bachelor degree of Business Administration in Accounting and Finance from The University of Hong Kong. She has been a member of the Hong Kong Institute of Certified Public Accountants since March 2014.

Ms. Ding worked at different sizable international enterprises from 2012 to 2021. She is currently practicing as a certified public accountant and is the sole proprietor of Ding Xin Certified Public Accountant (Practising). Ms. Ding has been an independent non-executive director of Hands Form Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1920) since April 2022.

Ms. Ding entered into a letter of appointment with the Company for a term of three years commencing from 30 August 2024. Ms. Ding is subject to retirement and re-election at the next following annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Ms. Ding is entitled to a director’s fee of HK\$120,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualifications, experience, and the prevailing market conditions.

Save as disclosed herein, to the best knowledge of the Directors, as at the date of this announcement, Ms. Ding (i) does not hold any position in the Company; (ii) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company; and (v) does not have any interests in the securities 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 herein, there is no matter relating to the appointment of Ms. Ding that needs to be brought to the attention of the holders of securities of the Company, nor is there any information as required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Ding further confirmed with the Company (i) her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) 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 person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Ding's independence at the time of her appointment.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board announces that Mr. Chow Chi Fai (“**Mr. Chow**”) and Mr. Chan Hon Ki (“**Mr. Chan**”) have resigned as independent non-executive Directors with effect from 30 August 2024 (i.e. 29 August 2024 being their last day of service), as they have other business engagements which require more of their attention and dedication. Each of Mr. Chow and Mr. Chan confirmed that he has no disagreement with the Board and there is no other matter relating to their resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Upon the resignation of Mr. Chow and Mr. Chan, Mr. Chow ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee, and Mr. Chan ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. With effect from 30 August 2024, Mr. Wu has been appointed as the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee, and Ms. Ding has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee.

Upon the resignation of Mr. Chow and Mr. Chan, and the appointment of Mr. Wu and Ms. Ding,

- (i) the Audit Committee comprises three independent non-executive Directors, namely Mr. Yu Chi Wing, Mr. Wu and Ms. Ding;
- (ii) the Remuneration Committee comprises one executive Director, Mr. Chen Yuet Wa, and two independent non-executive Directors, namely Mr. Wu and Ms. Ding; and
- (iii) the Nomination Committee comprises one executive Director, namely Mr. Chen Yuet Wa, and two independent non-executive Directors, namely Mr. Yu Chi Wing and Mr. Wu.

The Board would like to take this opportunity to express its sincere appreciation to Mr. Chow and Mr. Chan for their invaluable contributions to the Company during their tenure of services and to welcome Mr. Wu and Ms. Ding to join the Board.

By Order of the Board
WAH WO HOLDINGS GROUP LIMITED
CHEN Yuet Wa
Chairman and Executive Director

Hong Kong, 30 August 2024

As at the date of this announcement, the Board comprises five members, of which Mr. CHEN Yuet Wa and Mr. CHAN Fai are the executive directors of the Company; and Mr. YU Chi Wing, Mr. WU Wing Kuen and Ms. DING Xin are the independent non-executive directors of the Company.