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E-Star Commercial Management Company Limited

星盛商業管理股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

CHANGE OF DIRECTORS CHANGE IN COMPOSITION OF BOARD COMMITTEES

This announcement is made by E-Star Commercial Management Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) 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.

RESIGNATION OF DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that Mr. Zhang Liqing (“**Mr. Zhang**”) has tendered his resignation as an independent non-executive Director and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 18 October 2024 in order to devote more time to focus on his other business commitments.

The resignation of Mr. Zhang will not affect the normal operation of the Company and the Board. Mr. Zhang has confirmed that he has no disagreement with the Company and the Board nor is there other matter in respect of his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude towards Mr. Zhang for his contributions to the Company and the Board during his tenure as an independent non-executive Director.

APPOINTMENT OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 18 October 2024:

- (i) Dr. Zhang Jinghua, an independent non-executive Director, has resigned as the chairman of the audit committee of the Company (the “**Audit Committee**”) and has been appointed as a member of the Nomination Committee; and
- (ii) Ms. Wan Hoi Lam (“**Ms. Wan**”) has been appointed as an independent non-executive Director and the chairman of the Audit Committee.

Biographical Details of Ms. Wan

Ms. Wan Hoi Lam, female, aged 36, obtained her Bachelor’s Degree of Commerce – Accounting from Macquarie University in 2010. Ms. Wan is currently a member of CPA Australia and has approximately 14 years of accounting and finance related work experience. Ms. Wan is currently holding the position as the audit director of AOGB CPA Limited, a professional accounting firm. From 2010 to 2021, Ms. Wan worked in Deloitte Touche Tohmatsu with her last position as an audit senior manager and has extensive experience in initial public offerings, mergers and acquisitions, financial statements audit in property management, property development, trading and manufacturing industry.

Ms. Wan has entered into a service contract with the Company in respect of her appointment as an independent non-executive Director for a term of three years commencing from 18 October 2024, subject to the Listing Rules and articles of association of the Company (the “**Articles**”). Under the terms of such service contract, Ms. Wan will be entitled to an allowance of HK\$150,000 per year, which was determined by the Board on the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to her qualifications, experience, duties and responsibilities with the Company and will be reviewed by the Remuneration Committee and the Board every year.

Pursuant to the Articles, Ms. Wan shall hold office as an independent non-executive Director until the next annual general meeting of the Company and shall then be eligible for re-election at such meeting.

Ms. Wan has confirmed that (i) she does not hold any other position with the Company or any of its subsidiaries; (ii) she has no relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company or any of its subsidiaries; (iii) she does not, nor did she in the past three years, hold any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) as at the date of this announcement, she does not 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).

Ms. Wan has also confirmed that (i) she met the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) save for her appointment as independent non-executive Director, she had 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 were no other factors that may affect her independence at the time of her appointment as an independent non-executive Director of the Company.

Save as disclosed above, there is no other information in relation to Ms. Wan's appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter in relation to her appointment that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warmest welcome to Ms. Wan in joining the Board.

The Company is pleased to announce that, following the change of Directors as described above, the Company has re-complied with Rules 3.10(2) and 3.21 of the Listing Rules.

On behalf of
Board of Directors of
E-Star Commercial Management Company Limited
Huang De-lin Benny
Chairman and executive Director

Hong Kong, 18 October 2024

As at the date of this announcement, the Board comprises Mr. Huang De-Lin Benny, Mr. Chen Qunsheng and Mr. Ma Chaoqun as executive Directors; Mr. Huang De'An Tony and Mr. Liu Jun as non-executive Directors; and Ms. Wan Hoi Lam, Mr. Guo Zengli and Dr. Zhang Jinghua as independent non-executive Directors.