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Theme

THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Theme International Holdings Limited (the “**Company**”) announces that Ms. Kent Shun Ming (“**Ms. Kent**”) has tendered her resignation as an independent non-executive Director and the chairlady of each of the audit committee (“**Audit Committee**”), remuneration committee (“**Remuneration Committee**”) and nomination committee (“**Nomination Committee**”) of the Company, with effect from 31 October 2024 as she plans for retirement and would like to devote more time with her family.

Ms. Kent has confirmed that she has no disagreement with the members of the Board and that there is no other matter in relation to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its appreciation to Ms. Kent for her valuable contribution during her tenure of office in the Company.

NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Following the resignation of Ms. Kent, the number of independent non-executive Directors of the Company decreases from three to two. Further, the number of members of each of the Audit Committee, the Remuneration Committee and the Nomination Committee also decreases from three to two. As a result, the Company would not be in compliance with the requirements:

- (i) of the Board consisting of least three independent non-executive Directors representing at least one-third of the Board under Rules 3.10(1) and 3.10A respectively of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);

- (ii) of the Audit Committee comprising a minimum of three members, with the majority of its members being independent non-executive directors, and its chairman also being an independent non-executive director under Rule 3.21 of the Listing Rules; and
- (iii) of each of the Remuneration Committee and Nomination Committee being chaired by an independent non-executive director under Rules 3.25 and 3.27A respectively of the Listing Rules.

As such, the Board will use its best endeavors to identify a suitable candidate to fill the vacancy of independent non-executive Director and the chairman/chairlady of each committee as soon as practicable and in any event, within three months from 31 October 2024 in order to ensure compliance by the Company with the requirements under the Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By Order of the Board
Theme International Holdings Limited
Wu Lei
Executive Director

Hong Kong, 31 October 2024

As at the date of this announcement, the executive Directors are Mr. Jiang Jiang and Mr. Wu Lei; the non-executive Directors are Mr. Ding Lin, Mr. Wang Zhenhui and Mr. Kang Jian; and the independent non-executive Directors are Mr. Liu Song and Ms. Chan Lai Ping.