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## **S&T Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3928)**

### **(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (3) COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES**

This announcement is made by S&T Holdings Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company, hereby announces that with effect from 29 November 2024, Mr. Chan Kwok Wing Kelvin (“**Mr. Chan**”) resigned as an independent non-executive Director, chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”), due to his commitments to other business.

Mr. Chan confirmed that he has no disagreement with the Board in respect of any matters and there is no other matter relating to his resignation that will need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and/or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Chan for his valuable contribution to the Company during his tenure of service.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that with effect from 29 November 2024, Ms. Chen Yunxia (“**Ms. Chen**”) was appointed as an independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

The biographical details of Ms. Chen are as follows:

Ms. Chen Yunxia (陳雲霞), aged 51, has rich experience in teaching and language studies. From September 1994 to September 2024, Ms. Chen served as a language teacher in Pailou Town Centre Primary School of Dongbao District, Jingmen City\* (荊門市東寶區牌樓鎮中心小學). In July 2002, Ms. Chen completed a professional teaching programme in Chinese language and literature (漢語言文學) from the China Central Radio and TV University\* (中央廣播電視大學) (currently known as The Open University of China (國家開放大學)). Ms. Chen was awarded a primary school teacher qualification in language discipline by the Education Bureau of Jingmen Municipal\* (荊門市教育局) in March 2007.

Pursuant to the letter of appointment entered into between the Company and Ms. Chen, Ms. Chen is entitled to an annual remuneration of HK\$120,000, which is determined by the Board based on the recommendation from the Remuneration Committee with reference to prevailing market conditions, and the duties and responsibilities of Ms. Chen. Ms. Chen has been appointed for a term of three years commencing from the date of appointment which will continue thereafter until being terminated by either party giving not less than one month's written notice. The appointment of Ms. Chen is subject to the provisions of retirement and rotation of Directors in accordance with the second amended and restated articles of association of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Chen (i) does not have any interest or short position in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (having the meanings ascribed to them under the Listing Rules) of the Company; (iii) has not held any position with the Company or any members of the Company and its subsidiaries; and, (iv) has not held any other directorship in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, the Board is not aware of other matter relating to the appointment of Ms. Chen that needs to be brought to the attention of the Shareholders or the Stock Exchange, nor is there any information as required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

\* *The English name is for identification purpose only*

Ms. Chen 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. Chen's independence at the time of her appointment.

The Board would like to take this opportunity to welcome Ms. Chen to join the Board.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board further announces that with effect from 29 November 2024:

- (1) Mr. Chan ceased to be the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee; and
- (2) Ms. Chen was appointed as the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Our Audit Committee comprises three independent non-executive Directors, namely Mr. Tam Tak Kei Raymond (as chairman), Mr. Li Tao and Ms. Chen. Our Nomination Committee comprises one executive Director, namely Mr. Ho Chi Hong (as chairman) and two independent non-executive Directors, namely Mr. Tam Tak Kei Raymond and Ms. Chen. Our Remuneration Committee comprises three independent non-executive Directors, namely Ms. Chen (as chairman), Mr. Li Tao and Mr. Tam Tak Kei Raymond.

## **COMPLIANCE WITH RULE 13.92 OF THE LISTING RULES**

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the appointment of Ms. Chen as an independent non-executive Director, the Company has complied with the requirement under Rule 13.92 of the Listing Rules regarding gender diversity of the Board.

By order of the Board  
**S&T Holdings Limited**  
**Ho Chi Hong**  
*Chairman and Executive Director*

Hong Kong, 29 November 2024

*As at the date of this announcement, the executive Directors are Mr. Ho Chi Hong and Mr. Chang Tin Duk Victor; the non-executive Director is Mr. Law Ka Wing Eric; and the independent non-executive Directors are Mr. Li Tao, Mr. Tam Tak Kei Raymond and Ms. Chen Yunxia.*