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佳寧娜集團控股有限公司
CARRIANNA GROUP HOLDINGS COMPANY LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00126)

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board announces that with effect from 3 December 2024:

- (1) Mr. Lo has resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee;
- (2) Miss Liu has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (3) Mr. Wong has been re-designated from a member of the Audit Committee to the chairman of the Audit Committee.

This announcement is made 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 Carrianna Group Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Lo Ming Chi, Charles (“**Mr. Lo**”) has notified the Board that he will resign as an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company with effect from 3 December 2024 due to retirement reasons.

Mr. Lo joined the Company in 1991 as an independent non-executive Director. The Board would like to express its sincere gratitude to Mr. Lo for his valuable contributions to the Group

during his tenure of service.

Mr. Lo has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in respect of his resignation.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Miss Liu Ling Ling, Samantha, *M.H.* (“**Miss Liu**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 3 December 2024.

The biographical details of Miss Liu are set out as follows:

Miss Liu, aged 39, is currently the principal of Agape Education Centre and Agape Arts Centre. Miss Liu has been in the education and cultural industries for over 15 years. She has extensive experience in corporate social responsibility and corporate public relations. Miss Liu has initiated and organized numerous charity activities for those in need, collaborating with various private enterprises and social groups, which, in particular, excel in youth development and community services. Miss Liu is currently the chairman of the “Strive and Rise Programme” Advisory Committee, member of the Chinese People's Political Consultative Conference of Shantou City Guangdong, assistant commissioner of the Immigration Department Youth Leaders Corps, member of the Environment and Conservation Fund, committee member of the Venue Partnership Scheme, observer of the Independent Police Complaints Council, vice president of the Hong Kong and Kowloon Chiu Chow Public Association and the school management committee of the Hong Kong and Kowloon Chiu Chow Public Association Secondary School etc.

Miss Liu is entitled to an annual Director’s fee of HK\$300,000, which was determined with reference to her duties and responsibilities in the Group and prevailing market conditions. Miss Liu has not entered into any letter of appointment with the Company. There is no specific term or proposed length of service for Miss Liu’s appointment but she is subject to retirement by rotation and is eligible for re-election in accordance with the Company’s bye-laws (the “**Bye-laws**”). In accordance with the Bye-laws, Miss Liu will hold the office until the first annual general meeting of the Company and will retire and be eligible for re-election at that meeting.

Save as disclosed herein, as at the date of this announcement, (i) Miss Liu does not hold any position in the Company or any of its subsidiaries nor does she have any relationship with any Director, senior management or substantial or controlling shareholders of the Company; (ii) Miss Liu has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) Miss Liu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Miss Liu has confirmed that (i) she has satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules, (ii) she had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed herein, there is no information relating to the appointment of Miss Liu that needs to be brought to the attention of the shareholders of the Company nor is there any

information relating to Miss Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Miss Liu to join the Board.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

Following the resignation of Mr. Lo on 3 December 2024, Mr. Lo has resigned as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee. With effect from 3 December 2024, (i) Mr. Wong See King, an existing independent non-executive Director, has been re-designated from a member of the Audit Committee to the chairman of the Audit Committee; and (ii) Miss Liu has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

For and on behalf of the Board
Carrianna Group Holdings Company Limited
Mr. Ma Kai Yum
Chairman

Hong Kong, 3 December 2024

As at the date of this announcement, the Board comprises Mr. Ma Kai Cheung (Honorary Chairman), Mr. Ma Kai Yum (Chairman), Mr. Ma Hung Ming, John (Vice-chairman), Mr. Liang Rui and Mr. Ma Hung Man as executive Directors; and Mr. Wong See King, Mr. Cheung Wah Fung, Christopher and Miss Liu Ling Ling, Samantha as independent non-executive Directors.