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CT Vision S.L. (International) Holdings Limited

中天順聯(國際)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

- (1) RESIGNATION OF INDEPENDENT
NON-EXECUTIVE DIRECTOR;
(2) CHANGE OF COMPOSITION OF BOARD COMMITTEES;
(3) NON-COMPLIANCE WITH LISTING RULES
REQUIREMENTS;
AND
(4) APPOINTMENT OF MEMBER OF REMUNERATION
COMMITTEE**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of CT Vision S.L. (International) Holdings Limited (the “**Company**”) announces that Mr. Ng Kwun Wan (“**Mr. Ng**”) has tendered his resignation as an independent non-executive director, the chairman of audit committee, the member of remuneration committee and nomination committee of the Company with effect from 2 December 2024 due to expiration of his term of office. He would like to devote more time to his other business commitments.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately after Mr. Ng's resignation and Dr. Tang's appointment, the composition of the Board committees is as follows:

- (1) Audit Committee: Dr. Lin Tat Pang, Dr. Tang Dajie;
- (2) Remuneration Committee: Dr. Lin Tat Pang (Chairman), Mr. Wu Rui, Dr. Tang Dajie;
and
- (3) Nomination Committee: Dr. Tang Dajie (Chairman), Dr. Lin Tat Pang, Dr. Ho Chun Kit Gregory.

NON-COMPLIANCE WITH LISTING RULES REQUIREMENTS

Pursuant to Rule 3.10 and 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange (the "**Listing Rules**"), the Board must include at least three independent non-executive directors ("**INEDs**") and an issuer must appoint INEDs representing at least one-third of its board. Immediately following the resignation of Mr. Ng, the number of INEDs of the Company has been reduced to two only and the Company only appointed INEDs representing less than one-third of the Board, resulting in non-compliance with the requirements prescribed by Rule 3.10 and 3.10A of the Listing Rules.

Pursuant to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom shall be an independent non-executive director. Immediately following the resignation of Mr. Ng, the number of members of the audit committee of the Company has been reduced to two only, resulting in non-compliance with the requirement prescribed by Rule 3.21 of the Listing Rules.

In view of the above, the Board will use its best endeavour to identify suitable candidates to fill the vacancies as soon as practicable and in any event within three months from the respective effective date of the resignation of Mr. Ng in order to ensure compliance by the Company with the requirements under the Listing Rules. Further announcement(s) will be made by the Company as appropriate and in accordance with the Listing Rules.

Mr. Ng has confirmed that (i) he has no claim against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

APPOINTMENT OF MEMBER OF REMUNERATION COMMITTEE

The Board further announces that Dr. Tang Dajie, the independent non-executive director, has been appointed as the member of remuneration committee with effect from 2 December 2024.

By order of the Board
CT Vision S.L. (International) Holdings Limited
Sun Dexin
Executive Director

Hong Kong, 9 December 2024

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Wu Rui, Mr. Guo Jianfeng, Mr. Ding Ji and Mr. Sun Dexin, two non-executive Directors, namely Mr. Lu Qiwei and Dr. Ho Chun Kit Gregory, and two independent non-executive Directors, namely Dr. Tang Dajie and Dr. Lin Tat Pang.