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K. H. GROUP HOLDINGS LIMITED

劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE WITH LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “Board”) of directors (the “Directors” and each, a “Director”) of K. H. Group Holdings Limited (the “Company”) announces that Mr. Wang Bo (“Mr. Wang”) has resigned as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 21 January 2025 due to his other work commitments.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Mr. Wang for his valuable contribution to the Company during the tenure of his office.

NON-COMPLIANCE WITH LISTING RULES

Following the resignation of Mr. Wang, the Company does not meet the following requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”):

1. the requirement under Rule 3.10(1) of the Listing Rules, which stipulates the board of directors of a listed issuer shall include at least three independent non-executive directors;
2. the requirements under Rule 3.21 of the Listing Rules, which stipulates that the Audit Committee shall comprise a minimum of three members; and
3. the requirements under Rule 3.27A of the Listing Rules, which stipulates that a Nomination Committee shall comprise a majority of independent non-executive directors.

The Board is currently identifying suitable candidates to fill the vacancies of independent non-executive Director and the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee in order to meet the aforementioned Listing Rules requirements as soon as practicable, and in any event, within three months from the effective date of resignation of Mr. Wang. The Company will make further announcement(s) as and when appropriate.

By order of the Board
K. H. Group Holdings Limited
Chang Chih-Chia
Chairman and Executive Director

Hong Kong, 21 January 2025

As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Chang Chih-Chia (Chairman), Dr. Wang Lei and Mr. Yang Xuefeng and two Independent Non-executive Directors, namely, Mr. Feng Zhidong and Ms. Liu Yixing.