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WAH WO HOLDINGS GROUP LIMITED

華和控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9938)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of WAH WO HOLDINGS GROUP LIMITED (the “**Company**”) announces with deepest sorrow that Mr. Wu Wing Kuen, *B.B.S.* (胡永權) (“**Mr. Wu**”), an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and nomination committee of the Company (the “**Nomination Committee**”), passed away on 17 February 2025 due to illness.

Mr. Wu had served the Board as an independent non-executive Director since August 2024 and had made valuable contributions during his tenure of office. The Board would like to express its deepest sorrow for the passing away of Mr. Wu and convey its sincere condolences to his family.

Following the passing away of Mr. Wu,

- (1) the Board comprises four Directors, including two executive Directors and two independent non-executive Directors, which results in the current number of independent non-executive directors falling below the minimum number as required under Rules 3.10(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”);
- (2) the Audit Committee only comprises two members, which results in the current number of the Audit Committee falling below the minimum number as required under Rule 3.21 of the Listing Rules;
- (3) the Company does not meet the requirement under Rule 3.25 of the Listing Rules that the Remuneration Committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors; and
- (4) the Company does not meet the requirement under Rule 3.27A of the Listing Rules that the Nomination Committee must comprise a majority of independent non-executive directors.

The Company will endeavor to identify a suitable candidate to fill the vacancies of positions of independent non-executive Director, the chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee, in order to fulfill the requirements of the Listing Rules as soon as practicable and in any event within three months after 17 February 2025 as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules.

Further announcement will be made by the Company as appropriate and in accordance with the Listing Rules.

By order of the Board
WAH WO HOLDINGS GROUP LIMITED
CHEN Yuet Wa
Chairman and Executive Director

Hong Kong, 21 February 2025

As at the date of this announcement, the Board comprises four members, of which Mr. CHEN Yuet Wa and Mr. CHAN Fai are the executive directors of the Company; and Mr. YU Chi Wing and Ms. DING Xin are the independent non-executive directors of the Company.