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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) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF CHAIRMAN OF
AUDIT COMMITTEE;
(3) CHANGE OF COMPOSITION OF
BOARD COMMITTEES; AND
(4) NON-COMPLIANCE AND RE-COMPLIANCE WITH
LISTING RULE REQUIREMENTS**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board of Directors (the “**Board**”) of CT Vision S.L. (International) Holdings Limited (the “**Company**”) announces that Ms. Liu Zhen (“**Ms. Liu**”) has been appointed as an independent non-executive director (“**INED**”), a member of the audit, nomination and remuneration committees of the Company with effect from 28 February 2025.

Ms. Liu, aged 35, has over 13 years of experience in corporate finance and investment experience. She previously worked at and managed various renowned private equity and venture capital funds. She holds a bachelor degree in finance from South China University of Technology.

Ms. Liu has entered into a service agreement with the Company for a term of three years commencing from 28 February 2025 unless terminated by not less than 1-month prior notice served by either party on the other in writing. Ms. Liu's appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the provisions of the articles of association of the Company. Ms. Liu is entitled to a Director's emolument (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) of HK\$12,000 per annum, which is determined with reference to her duties and responsibilities and market conditions and in accordance to the remuneration policy of the Company.

As at the date of this announcement, save as disclosed above, to the best of the knowledge, information and belief of the directors after having made all reasonable enquiries:

- (i) Ms. Liu does not hold any position in the Company or any of its subsidiaries nor has any relationship with any Director, senior management or substantial or controlling shareholders of the Company;
- (ii) Ms. Liu does not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of her appointment and does not have any other major appointments and professional qualifications;
- (iii) Ms. 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); and
- (iv) there is no other information in relation to Ms. Liu that is needed to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and there are no other matters in relation to the appointment of Ms. Liu as an independent non-executive director that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warm welcome to Ms. Liu to join the Board.

APPOINTMENT OF CHAIRMAN OF AUDIT COMMITTEE

The Board further announces that Dr. Ling Tat Pang, an independent non-executive director, has been appointed as the chairman of audit committee with effect from 28 February 2025.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately after Ms. Liu's appointment and Dr. Lin's appointment, the composition of the Board committees is as follows:

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

NON-COMPLIANCE AND RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 3 October 2023, in which the Company disclosed the unfortunate passing of Ms. Du Yi ("**Ms. Du**"), a non-executive director and the chairlady of the board of directors (the "**Board**"). Ms. Du passed away on 12 August 2023. Following her passing, the Board has become a single-gender board, thereby resulting in non-compliance with the requirement prescribed by Rule 13.92 of the Listing Rules. The aforesaid appointment of Ms. Liu marks the re-compliance with the Listing Rule 13.92.

Reference is also made to the announcement of the Company dated 9 December 2024, in which the Company disclosed the resignation of Mr. Ng Kwun Wan, an independent non-executive director and the chairman of audit committee of the Company.

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. Moreover, subsequent to Mr. Ng's resignation, 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. The appointment of Ms. Liu signifies the reinstatement of compliance with Listing Rules 3.10, 3.10A and 3.21.

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

Hong Kong, 28 February 2025

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 three independent non-executive Directors, namely Dr. Tang Dajie, Dr. Lin Tat Pan and Ms. Liu Zhen.