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天譽置業(控股)有限公司
SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5602, 5626 and 5855)**

**APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
MEMBERS OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Skyfame Realty (Holdings) Limited (the “**Company**”) announce that with effect from 28 April 2025:

1. Mr. Fong Wai Ho (“**Mr. Fong**”) has been appointed as independent non-executive director of the Board, the chairman of the Audit Committee of the Company (the “**Audit Committee**”), the member of each of the Remuneration Committee of the Company (the “**Remuneration Committee**”), Nomination Committee of the Company (the “**Nomination Committee**”) and Risk Management Committee of the Company (the “**Risk Management Committee**”);
2. Ms. Cheung Wing Ka (“**Ms. Cheung**”) has been appointed as independent non-executive director of the Board. Ms. Cheung is also appointed as the chairlady of the Remuneration Committee, the member of each of the Audit Committee, Nomination Committee and Risk Management Committee; and

3. Mr. Huang Ping (“**Mr. Huang**”) has been appointed as independent non-executive director of the Board. Mr. Huang is also appointed as the member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee.

The biographical details of the respective directors are set out below:

Mr. Fong Wai Ho

Mr. Fong, aged 44. He has over 20 years of experience in auditing and business advisory services. He is the founder and has been a practitioner of UBC & Co., Certified Public Accountants since March 2013 and a practising director of UBC & Co., Certified Public Accountants Limited since October 2021. Mr. Fong holds a bachelor’s degree in business administration (honours) in accountancy and management information systems awarded by City University of Hong Kong. Mr. Fong is a practicing Certified Public Accountant in Hong Kong, a member of the Association of Chartered Certified Accountants as well as a fellow of the Hong Kong Institute of Certified Public Accountants. He is a member of the Chartered Professional Accountants of British Columbia and the Chartered Professional Accountants of Canada, respectively.

Mr. Fong is currently an independent non-executive director of Perennial Energy Holdings Limited (stock code: 2798) and an independent non-executive director of Great Wall Terroir Holdings Limited (stock code: 524), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Fong was also an independent non-executive director of Global Sweeteners Holdings Limited (stock code: 3889) between 31 December 2018 and 18 January 2024.

Mr. Fong has entered into an appointment letter with the Company for a term of three years and it can be terminated by either party giving to the other not less than one months’ prior written notice. He will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Fong is entitled to an annual emolument of HK\$120,000. His emolument will be determined by the Board under the authority granted at the annual general meeting and with reference to his duties and responsibility with the Company.

Save as disclosed herein, Mr. Fong does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) of the Company.

As at the date of this announcement, Mr. Fong does not have, and is not deemed to have, any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no matter relating to the appointment of Mr. Fong that needs to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Cheung Wing Ka

Ms. Cheung, aged 38. She has extensive experience in financial management, auditing and compliance matters. She began her career at Forvis Mazars CPA Limited in Hong Kong and Mazars LLP in UK from 2008 to 2012, her last position held was an assistant manager in audit and assurance department. Ms. Cheung has held various finance positions in several multinational retail businesses. Since joining Furla Group in Hong Kong in 2019 as a finance manager, she was then promoted to head of finance and accounting in 2020 and held the same position until 2023. She is currently practicing in her own name. Ms. Cheung holds a bachelor’s degree in business administration (honours) in accounting awarded by The Hong Kong Polytechnic University and is a practicing member of the Hong Kong Institute of Certified Public Accountants.

Ms. Cheung has entered into an appointment letter with the Company for a term of three years and it can be terminated by either party giving to the other not less than one months’ prior written notice. She will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Cheung is entitled to an annual emolument of HK\$120,000. Her emolument will be determined by the Board under the authority granted at the annual general meeting and with reference to her duties and responsibility with the Company.

Save as disclosed herein, Ms. Cheung has not held any directorship in any other listed companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Ms. Cheung does not have, and is not deemed to have, any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no matter relating to the appointment of Ms. Cheung that needs to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Huang Ping

Mr. Huang, aged 50. He has extensive experience in project management in the high-tech industry, resources industry and the water conservancy industry. He participated in identifying potential acquisition projects, conducting investment and financial analysis, applying and maintaining exploration rights. Mr. Huang held senior executive positions in several investment and management companies, including the business development director of the Beijing representative office of Mongolia Energy Corporation since 2020 and the executive vice general manager of China Northern Chemical and Minerals Company from 2002 to 2018. Mr. Huang obtained his MBA from Guizhou University of Finance and Economics in 2015.

Mr. Huang has entered into an appointment letter with the Company for a term of three years and it can be terminated by either party giving to the other not less than one month's prior written notice. He will hold office until the next annual general meeting of the Company and is thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Huang is entitled to an annual emolument of HK\$120,000. His emolument will be determined by the Board under the authority granted at the annual emolument meeting and with reference to his duties and responsibility with the Company.

Save as disclosed herein, Mr. Huang has not held any directorship in any other listed companies in the past three years and does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Huang does not have, and is not deemed to have, any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there is no matter relating to the appointment of Mr. Huang that needs to be brought to the attention of the shareholders of the Company, nor is there any information requiring to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Fong, Ms. Cheung and Mr. Huang in joining the Board.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 19 February 2025 and 25 February 2025 in relation to, among other things, the resignation of independent non-executive Directors and the Company's non-compliance with the Listing Rules. Following the appointment of Mr. Fong, Ms. Cheung and Mr. Huang as independent non-executive Directors: (i) the Board comprises three executive Directors and three independent non-executive Directors; (ii) two of the independent non-executive Directors have appropriate professional qualifications or accounting or related financial management expertise; (iii) the independent non-executive Directors represent over one-third of the Board; (iv) the Audit Committee comprises all three independent non-executive Directors; (v) each of the Remuneration Committee and the Nomination Committee comprises a majority of independent non-executive Directors and the Remuneration Committee is chaired by an independent non-executive Director; and (vi) the Board is no longer a single gender board. Accordingly, the Company has re-complied with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25, 3.27A and 13.92 of the Listing Rules.

By order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
LIANG Zhenjie
Chairman

Hong Kong, 28 April 2025

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. LIANG Zhenjie (Chairman), Mr. SIT Hon Wing and Mr. CHOW Wah Hung; and three independent non-executive Directors, namely Mr. FONG Wai Ho, Ms. CHEUNG Wing Ka and Mr. HUANG Ping.