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沪港联合

HONG KONG SHANGHAI ALLIANCE HOLDINGS LIMITED

滬港聯合控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1001)

(1) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board hereby announces the following changes of the Company:

- (i) Mr. Xu Lin Bao will retire as an Independent Non-executive Director, and accordingly the chairman of the Remuneration Committee and a member of each of the Nomination Committee and the Audit Committee, with effect from the conclusion of the 2025 AGM; and
- (ii) Ms. Cheung Marn Kay has been appointed as an Independent Non-executive Director, and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from 27th June 2025 and will be appointed as the chairlady of the Remuneration Committee with effect from the conclusion of the 2025 AGM.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Hong Kong Shanghai Alliance Holdings Limited (the “**Company**”) hereby announces that in accordance with the Bye-law 84(1) of the Company’s Bye-laws, Mr. Xu Lin Bao (“**Mr. Xu**”) will retire from office as an independent non-executive director of the Company (the “**Independent Non-executive Director**”) by rotation at the forthcoming annual general meeting of the Company to be held on 22nd August 2025 (the “**2025 AGM**”).

Mr. Xu has advised the Company that he will not offer himself for re-election in order to devote more time for his other personal commitment and will retire as an Independent Non-executive Director with effect from the conclusion of the 2025 AGM. Upon his retirement, Mr. Xu will also cease to be the chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Xu has confirmed that (i) he has no claim against the Company in respect of his retirement; (ii) he has no disagreement with the Board; and (iii) he is not aware of any matter in relation to his retirement that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The retirement of Mr. Xu has no impact to the compliance of applicable Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The Board would like to take this opportunity to express its gratitude to Mr. Xu for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Cheung Marn Kay (“**Ms. Cheung**”) has been appointed as an Independent Non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from 27th June 2025, and will be appointed as the chairlady of the Remuneration Committee with effect from the conclusion of the 2025 AGM.

The biographical details of Ms. Cheung are set out as follows:

Ms. Cheung Marn Kay, aged 57, is currently the vice chairman of CrossGate Advisors Limited. She is also an independent non-executive director of Chia Tai Enterprises International Limited (stock code: 3839), a company listed on the main board of the Stock Exchange. Prior to her current role, Ms. Cheung was the managing director of BlackRock Asset Management North Asia Limited, a subsidiary of BlackRock, Inc. (NYSE: BLK), from 1999 to 2012. Ms. Cheung is presently the Treasurer of Council and Court member of the Lingnan University, the chairman of The HKSAR Sir Murray MacLehose Trust Fund Investment Advisory Committee and a member of The HKSAR Standing Committee on Disciplined Services Salaries and Conditions of Service. Previously, Ms. Cheung was a board member and chairman of the audit committee of the Hong Kong Examinations and Assessment Authority, a member of The HKSAR ICAC Citizens Advisory Committee on Community Relations and a member of the Advisory Committee of the Hong Kong Securities and Futures Commission. Ms. Cheung obtained a Bachelor of Arts degree from the University of British Columbia in 1992.

Ms. Cheung has entered into a letter of appointment with the Company for a term of three years commencing on 27th June 2025 which can be terminated by either party giving to the other one month’s prior written notice. Ms. Cheung is subject to retirement by rotation and re-election at the forthcoming annual general meeting in accordance with the Listing Rules and the Bye-laws of the Company. Ms. Cheung is entitled to a director’s fee of HK\$180,000 per annum or such other sum as the Board and/or the Remuneration Committee may from time to time determine based on her level of responsibilities and by reference to market benchmarks.

As at the date of this announcement and save as disclosed in this announcement, Ms. Cheung (i) does not hold any other position in the Company or its subsidiaries; (ii) does not hold any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have other major appointments or professional qualifications; (iv) does not have any relationships with any Directors, senior management, substantial shareholders of the Company (as defined under the Listing Rules) or controlling shareholders of the Company (as defined under the Listing Rules); and (v) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Cheung has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she does not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment.

As at the date of this announcement and save as disclosed in this announcement, there is no other information relating to Ms. Cheung that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and there are no other matters concerning the appointment of Ms. Cheung as an Independent Non-executive Director that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its warm welcome to Ms. Cheung in joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, following the change of Directors as set out above, the composition of the board committees of the Company has also been changed as follows:

- (i) Ms. Cheung has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 27th June 2025, and will be appointed as a chairlady of the Remuneration Committee with effect from the conclusion of the 2025 AGM; and
- (ii) Mr. Xu will cease to be the chairman of the Remuneration Committee, the member of each of the Audit Committee and Nomination Committee of the Company with effect from the conclusion of the 2025 AGM.

On behalf of the Board
Hong Kong Shanghai Alliance Holdings Limited
Yao Cho Fai Andrew
Chairman

Hong Kong, 26th June 2025

As at the date of this announcement, the Board comprises Mr. Yao Cho Fai Andrew and Mr. Lau Chi Chiu (being the Executive Directors); Ms. Wong Kwai Sun (being the Non-executive Director); Mr. Xu Lin Bao, Mr. Yeung Wing Sun Mike and Mr. Li Yinquan (being the Independent Non-Executive Directors).