

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# **bauhaus**

**Bauhaus International (Holdings) Limited**

**包浩斯國際（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 483)**

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;  
AND  
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board announces the following changes with effect from 28 June 2025:

- (1) Mr. Wong Man Tai has tendered his resignation as an independent non-executive director and will cease to act as the chairman of the Nomination Committee, a member of each of the Audit Committee and the Remuneration Committee;
- (2) Mr. Ong Benjamin Peng Liong has tendered his resignation as an independent non-executive director and will cease to act as the chairman of the Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee;
- (3) Ms. Hui Mei Sum Virginia Ann is appointed as an independent non-executive director, the chairlady of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee; and
- (4) Mr. Tsui Ka Yiu is appointed as an independent non-executive director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

## **Resignation of Mr. Wong Man Tai as an independent non-executive Director**

The board (the “**Board**”) of directors (the “**Directors**”) of Bauhaus International (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Wong Man Tai (“**Mr. Wong**”) has tendered his resignation as an independent non-executive Director with effect from 28 June 2025 to devote more time to his personal endeavours. Upon Mr. Wong’s resignation, Mr. Wong will cease to be the chairman of the nomination committee (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company, each with effect from 28 June 2025.

Mr. Wong has confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Wong for his valuable contribution to the Company during his tenure of office.

## **Resignation of Mr. Ong Benjamin Peng Liong as an independent non-executive Director**

The Board announces that Mr. Ong Benjamin Peng Liong (“**Mr. Ong**”) has tendered his resignation as an independent non-executive Director with effect from 28 June 2025 to devote more time to his personal endeavours. Upon Mr. Ong’s resignation, Mr. Ong will cease to be the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee, each with effect from 28 June 2025.

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

The Board would like to express its sincere gratitude to Mr. Ong for his valuable contribution to the Company during his tenure of office.

## **Appointment of Ms. Hui Mei Sum Virginia Ann**

The Board is pleased to announce that Ms. Hui Mei Sum Virginia Ann (“**Ms. Hui**”) has been appointed as an independent non-executive Director, the chairlady of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee with effect from 28 June 2025. The biographical details of Ms. Hui are set out below.

Ms. Hui Mei Sum Virginia Ann, aged 60, is a practising accountant with 30 years of managerial experience in audit and business consultancy. Ms. Hui graduated from State University of New York at Binghamton in the United States of America in 1989 with a Master Degree in Accounting. She has been a fellow member of the Hong Kong Institute of Certified Public Accountants since 1999. Currently, she is a managing director and practitioner of her public practice in Hong Kong.

Ms. Hui has entered into an appointment letter with the Company for a term of 1 year commencing from 28 June 2025, which may be terminated by either party thereto by giving to the other 3 months' prior notice in writing and is subject to retirement by rotation in accordance with the articles of association of the Company (the "**Articles of Association**"). Pursuant to the Articles of Association, Ms. Hui shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Ms. Hui will be entitled to a remuneration of approximately HK\$80,000 per year, which is determined with reference to her expected contribution to the Company in terms of time, effort and her expertise, and with reference to the level of remuneration of the other independent non-executive Directors, and subject to adjustment as appropriate in the future as determined by the Company.

As at the date of this announcement, Ms. Hui does not have any interests in any securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the "**SFO**"). As at the date of this announcement, save as disclosed above and as far as the Board is aware, Ms. Hui does not (i) have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (within the meaning of the Listing Rules (as defined below)) of the Company; (ii) hold any other directorship in any other listed companies in Hong Kong or overseas in the last three years immediately preceding the date hereof or other major appointments and professional qualifications; and (iii) hold any other position with the Company or other members of the Group. Ms. Hui has confirmed that there is no information relating to the aforesaid appointment that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Ms. Hui has confirmed that (i) she meets the independent criteria as set out in Rule 3.13 of the Listing Rules as regards each of the factors referred to in Rules 3.13 (1) to (8) of the Listing Rules; (ii) she has no 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) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. Hui for joining the Board.

### **Appointment of Mr. Tsui Ka Yiu**

The Board is pleased to announce that Mr. Tsui Ka Yiu ("**Mr. Tsui**") has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 28 June 2025. The biographical details of Mr. Tsui are set out below.

Mr. Tsui, aged 55, has been a member of the Hong Kong Institute of Certified Public Accountants from July 1995 and the Association of Chartered Certified Accountants from January 2000. He has also been a CFA® Charterholder since September 2008 and a professional member of the Royal Institution of Chartered Surveyors since 2018. Mr. Tsui is currently running his own consulting practice under the name of Dickson Consulting Service Limited to provide financial, management and information technology consulting services. He is also currently employed as a project manager in LYFE Capital Investment Management (Hong Kong) Limited. Before working on his own, Mr. Tsui had worked as auditor in Ernst & Young for five years, and also worked as internal audit manager, and financial controller in Electrolux China, a household and professional appliances manufacturer for five years. Mr. Tsui graduated from the Hong Kong Baptist College with a Bachelor of Business Administration (Honours) degree in January 1992 and earned his Bachelor of Law degree from University of London in August 2018 and his Master of Science in Real Estate from University College of Estate Management in 2021.

Mr. Tsui has entered into an appointment letter with the Company for a term of 1 year commencing from 28 June 2025, which may be terminated by either party thereto by giving to the other 3 months' prior notice in writing and is subject to retirement by rotation in accordance with the Articles of Association. Pursuant to the Articles of Association, Mr. Tsui shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Mr. Tsui will be entitled to a remuneration of approximately HK\$80,000 per year, which is determined with reference to his expected contribution to the Company in terms of time, effort and his expertise, and with reference to the level of remuneration of the other independent non-executive Directors, and subject to adjustment as appropriate in the future as determined by the Company.

As at the date of this announcement, Mr. Tsui does not have any interests in any securities of the Company within the meaning of Part XV of the SFO. As at the date of this announcement, save as disclosed above and as far as the Board is aware, Ms. Hui does not (i) have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; (ii) hold any other directorship in any other listed companies in Hong Kong or overseas in the last three years immediately preceding the date hereof or other major appointments and professional qualifications; and (iii) hold any other position with the Company or other members of the Group. Mr. Tsui has confirmed that there is no information relating to the aforesaid appointment that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Tsui has confirmed that (i) he meets the independent criteria as set out in Rule 3.13 of the Listing Rules as regards each of the factors referred to in Rules 3.13 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Board is not aware of any other matters relating to the aforesaid appointment that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Tsui for joining the Board.

## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Wong and Mr. Ong, the Board further announces that Ms. Hui has been appointed as the chairlady of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee, and Mr. Tsui has been appointed as the chairman of the Audit Committee and a member of each of the Nomination Committee and Remuneration Committee, each with effect from 28 June 2025.

By order of the Board  
**Bauhaus International (Holdings) Limited**  
**Madam Tong She Man, Winnie**  
*Chairlady*

Hong Kong, 27 June 2025

*As at the date of this announcement, the board of Directors comprises two executive Directors, namely Madam Tong She Man, Winnie and Mr. Yeung Yat Hang and three independent non-executive Directors, namely Ms. Choi Sze Man, Mandy, Mr. Wong Man Tai and Mr. Ong Benjamin Peng Liong.*