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SY HOLDINGS GROUP LIMITED

盛業控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6069)

EXPIRATION OF TERM OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEE

EXPIRATION OF TERM OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of SY Holdings Group Limited (the “**Company**”) together with its subsidiaries, the “**Group**”) hereby announces that the term of office of appointment of Mr. Fong Heng Boo (“**Mr. Fong**”) as an independent non-executive Director will expire on 6 September 2025. Mr. Fong has confirmed that he does not wish to renew the appointment after the end of his current term with effect from 6 September 2025 in order to devote more time to his individual and family affairs. The Board is also pleased to announce that having considered Mr. Fong’s extensive and valuable experience in auditing, risk management and corporate governance, as well as his industrial network and resources in Southeast Asia, particularly in Singapore, the Company, through its Singapore international headquarters, proposes to enter into a consultancy agreement (the “**Consultancy Agreement**”) with Mr. Fong. The Consultancy Agreement will be for a term of three (3) year commencing on 8 September 2025 and ending on 7 September 2028. Under the Consultancy Agreement, Mr. Fong will be appointed as a consultant of the Group to provide strategic advice and share his industry resources and expertise in support of the Group’s global expansion strategy and international business development. Mr. Fong has indicated his acceptance of such appointment.

Mr. Fong has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Board would like to take this opportunity to express its gratitude to Mr. Fong for his contribution to the Company during his term of service as an independent non-executive Director of the Company.

As a former Director, Mr. Fong will remain as a connected person of the Company for a period of 12 months after his retirement. The transaction contemplated under the Consultancy Agreement therefore will constitute a continuing connected transaction of the Company if proceeds.

As the transaction under the Consultancy Agreement will be conducted on normal commercial terms or better and all the applicable percentage ratios (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) in respect of the transaction under the Consultancy Agreement are less than 5% and the proposed annual consultancy fee is less than HK\$3,000,000, the transaction contemplated under the Consultancy Agreement will qualify as de minimis transaction under Rule 14A.76 of the Listing Rules and is exempt from the announcement, circular, shareholders’ approval, annual review and all disclosure requirements.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

Following the expiration of term as an independent non-executive Director, Mr. Fong will also retire from his position as a member of the audit committee of the Company with effect from 6 September 2025. The Board is pleased to announce that Ms. Chan Yuk Ying Phyllis has been appointed as a member of the audit committee of the Company with effect from 6 September 2025.

Composition of other board committees remains unchanged.

By order of the Board
SY Holdings Group Limited
Tung Chi Fung
Chairman

Hong Kong, 5 September 2025

As at the date of this announcement, the Board comprises two Executive Directors: Mr. Tung Chi Fung and Ms. Wang Ying; one Non-Executive Director: Mr. Lo Wai Hung; and four Independent Non-Executive Directors: Mr. Fong Heng Boo, Mr. Tang King San Terence, Ms. Chan Yuk Ying Phyllis and Mr. Sun Wei Yung Kevin.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.