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## **FSM Holdings Limited**

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

**(Stock Code: 1721)**

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

The Board would like to announce the followings:

- (1) Ms. Leung Tze Ying Gwen has resigned as an independent non-executive Director, the chairman of the Audit Committee, member of Nomination Committee and member of Remuneration Committee with effect from 13 November 2025; and
- (2) Ms. Wu Guang Yuan has been appointed as an independent non-executive Director, the chairman of the Audit Committee, member of Nomination Committee and member of Remuneration Committee with effect from 13 November 2025.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of FSM Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that Ms. Leung Tze Ying Gwen (“**Ms. Leung**”) has resigned as an independent non-executive Director, the chairman of the audit committee of the Company (the “**Audit Committee**”), member of nomination committee of the Company (the “**Nomination Committee**”) and member of remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 13 November 2025 in order to devote more time to her own business commitments.

Ms. Leung has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to her resignation.

The Board would like to take this opportunity to express its gratitude to Ms. Leung for her valuable contributions to the Company during her tenure of service as an independent non-executive Director.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that, upon the recommendation of the nomination committee of the Company, Ms. Wu Guang Yuan (“**Ms. Wu**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, member of Nomination Committee and member of Remuneration Committee with effect from 13 November 2025.

The biographical information of Ms. Wu is set out below:

Ms. Wu, aged 48, graduated from Southwest University of Political Science and Law and obtained a Bachelor’s degree in Law in 2003. Ms. Wu has 22 years of experience in the legal industry. She is currently a lawyer at Juwer Law Firm (重慶鉅沃律師事務所), specializing in the labor law, civil law, and intellectual property law of the People’s Republic of China.

As at the date of this announcement, Ms. Wu has entered into a letter of appointment with the Company for an initial term of three years commencing from 13 November 2025, which is automatically renewable for successive term of one year upon the expiry of the initial term. She will hold office until the first annual general meeting of the Company after her appointment and will be eligible for re-election, and her directorship shall be subject to retirement by rotation and re-election in accordance with the second amended and restated articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Pursuant to the letter of appointment, the remuneration of Ms. Wu as the independent non-executive Director is HK\$120,000 per annum, which is determined by the Board upon the recommendation of the Remuneration Committee with reference to her experience, qualifications, duties and responsibilities undertaken in the Company and the prevailing market conditions. Ms. Wu is not entitled to any bonus of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Wu (i) does not have any interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not hold any other position with the Company or other members of the Group; (iii) does not have any relationships with any Director, senior management, substantial or controlling shareholder of the Company (as defined in the Listing Rules; (iv) does not hold any directorships nor any other major appointments and professional qualifications in 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 this announcement.

Ms. Wu has confirmed that (i) she has satisfied the requirements to act as an independent non-executive director under Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries and has no connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) she is not aware of any factor that affects or may affect her independence in acting as an independent non-executive Director as at the date of this announcement.

Save as disclosed above, Ms. Wu has confirmed that there are no other matters relating to her appointment that need to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Ms. Wu in joining the Company.

By order of the Board  
**FSM Holdings Limited**  
**Yip Kit Chau**  
*Company Secretary*

Hong Kong, 13 November 2025

*As at the date of this announcement, the Board comprises an executive Director, namely Ms. Wong Yet Lian; and three independent non-executive Directors, namely Mr. Wong Po Keung, Mr. Lau Chun Ho Edward, and Ms. Wu Guang Yuan.*