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# **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 14 November 2025:

- (1) Ms. Hui Mei Sum Virginia Ann has tendered her 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; and
- (2) Ms. Chan Wing Yau, Venise 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.

**Resignation of Ms. Hui Mei Sum Virginia Ann 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 Ms. Hui Mei Sum Virginia Ann (“**Ms. Hui**”) has tendered her resignation as an independent non-executive Director with effect from 14 November 2025 to devote more time to her personal endeavours. Upon Ms. Hui’s resignation, Ms. Hui will cease to be the chairlady 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 14 November 2025.

Ms. Hui has confirmed that she has no disagreement with the Board.

The Company would like to provide the following supplemental information in respect of Ms. Hui pursuant to Rules 13.51(2)(h), (s) and (w) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Pursuant to the disciplinary findings of the Hong Kong Institute of Certified Public Accountants dated 21 October 2021, around 2021, Ms. Hui, as the sole director of V A Hui & Co Limited (the “**Practice**”) at the material time, had significant deficiencies in the Practice’s quality control system and in multiple audit engagements. An initial practice review conducted on the Practice revealed a number of significant deficiencies in its quality control system. In addition, significant deficiencies were found in three of the Practice’s audit engagements, in which inadequate audit procedures were performed on the sponsorship income of a non-profit entity, construction contracts of an engineering company, and sales and administration expenses in the consolidated financial statements of a group. In the aforementioned group audit, Ms. Hui also failed to determine whether the extent of a limitation of audit scope would require her to disclaim the audit opinion or withdraw from the engagement. Furthermore, multiple submissions of inaccurate client lists of the Practice were made during the practice review, demonstrating Ms. Hui’s negligence in supervising her staff and managing the Practice’s engagements. As a result, Ms. Hui was found guilty of failing or neglecting to observe, maintain, or otherwise apply Hong Kong Standard on Quality Control 1 and various Hong Kong Standards on Auditing (collectively, the “**Disciplinary Findings**”).

The Disciplinary Findings led to the following sanctions: (i) a reprimand, (ii) an order for the cancellation of her practising certificate, with no issuance of a practising certificate for six months effective from 2 December 2021; and (iii) an order to pay the costs of the disciplinary proceedings. Ms. Hui subsequently re-obtained a valid practising certificate or registration issued by the Accounting and Financial Reporting Council prior to her appointment as an independent non-executive Director.

Save as disclosed above, Ms. Hui has confirmed that 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 The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **Appointment of Ms. Chan Wing Yau, Venise**

The Board is pleased to announce that Ms. Chan Wing Yau, Venise (“**Ms. Chan**”) 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 14 November 2025. The biographical details of Ms. Chan are set out below.

Ms. Chan Wing Yau, Venise, aged 36, is a former professional tennis player who achieved the number one ranking in Hong Kong and reached a career-high world ranking of 340. She is currently the top-ranked pickleball singles player in Hong Kong. Ms. Chan has over 10 years of experience in the finance sector. She has held client onboarding and compliance roles at LMAX Ltd. in both London and Hong Kong, as well as at the Bank of China in Hong Kong. She currently serves as the Risk and Compliance Director at Carret Private Capital Limited, a position she has held for six years. Ms. Chan is also a founder of the Asia Aces Pickleball Academy. Ms. Chan graduated from the University of Washington in 2011, with a degree of Bachelor of Arts in Business Administration, and obtained degree in Master of Philosophy from the University of Cambridge in 2014.

Ms. Chan has entered into an appointment letter with the Company for a term of 1 year commencing from 14 November 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. Chan shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Ms. Chan will be entitled to a remuneration of approximately HK\$100,000 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. Chan 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. Chan does not (i) have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (within the meaning of the Listing Rules) 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. Chan has confirmed that there is no information relating to the aforesaid appointment that needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Chan 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 Rule 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.

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

Following the resignation of Ms. Hui, the Board further announces that Ms. Chan has been appointed as the chairlady of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee with effect from 14 November 2025.

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

Hong Kong, 14 November 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. Tsui Ka Yiu and Ms. Chan Wing Yau, Venise.*