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SHEUNG YUE GROUP HOLDINGS LIMITED

上諭集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1633)

**(1) CHANGE OF EXECUTIVE DIRECTORS;
(2) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEE;
AND
(4) CHANGE OF COMPANY SECRETARY AND
AUTHORIZED REPRESENTATIVE**

The Board announced that with effect from 1 October 2026:

- (1) Mr. Chan Lap Wai Gary has resigned as an executive Director, chairman of the Board and Authorised Representative;
- (2) Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda have resigned as executive Directors respectively;
- (3) Ms. Liang Ying has been appointed as an executive Director and chairlady of the Board;
- (4) Mr. Chen Yifang has been appointed as an executive Director, Chief Executive Officer, chairman of the Nomination Committee, member of the Remuneration Committee and Authorised Representative;
- (5) Mr. Cheng Chi Hung has resigned as an independent non-executive Director, chairman of the Audit Committee and member of both the Remuneration Committee and Nomination Committee respectively;
- (6) Mr. Li Hon Hung, *BBS, MH, JP* has resigned as an independent non-executive Director, chairman of the Nomination Committee, member of both the Audit Committee and Remuneration Committee respectively;
- (7) Mr. Wong Yip Kong has resigned as an independent non-executive Director, chairman of the Remuneration Committee and member of both the Audit Committee and Nomination Committee respectively;

- (8) Ms. Yuen Wai Man has been appointed as an independent non-executive Director, chairlady of the Audit Committee, and member of Remuneration Committee;
- (9) Ms. Zhang Chan has been appointed as an independent non-executive Director, member of the Audit Committee and Nomination Committee;
- (10) Mr. Ye Jianrong has been appointed as an independent non-executive Director, chairman of the Remuneration Committee, member of both the Audit Committee and Nomination Committee;
- (11) Mr. Wong King Sum has resigned as Company Secretary and Authorised Representative; and
- (12) Mr. Luk Chi Shing has been appointed as Company Secretary and Authorised Representative.

RESIGNATION OF EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Sheung Yue Group Holdings Limited (the “**Company**”, together with its subsidiaries collectively, the “**Group**”) announces that with effect from 1 October 2026, (i) Mr. Chan Lap Wai Gary has resigned as executive Director, chairman of the Board and authorised representative of the Company (“**Authorised Representative**”) under Rule 3.05 of the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and (ii) Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda have resigned as executive Directors respectively, for reason that they need to spend more time on his/her other personal commitment.

Each of Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda has confirmed that (i) he/she has no disagreement with the Board; and (ii) there are no matters that need to be brought to the attention of the Stock Exchange and the shareholders (the “**Shareholder(s)**”) of the Company in relation to his/her resignation.

The Board would like to express its sincere gratitude and appreciation to Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda for their valuable contributions to the Company during their tenure of services.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board is pleased to announce that (i) Ms. Liang Ying (“**Ms. Liang**”) has been appointed as an executive Director and chairlady of the Board; and (ii) Mr. Chen Yifang (“**Mr. Chen**”) has been appointed as an executive Director and chief executive officer (“**Chief Executive Officer**”) of the Company with effect from 1 October 2026.

The biographical details of each of Ms. Liang and Mr. Chen are set out as follows:

Ms. Liang, aged 36, graduated from Jinan University in the People's Republic of China (“PRC”) in 2012 with a Bachelor's degree of Economics, and she was also awarded a Master's degree of Economics from Jinan University in 2015. Ms. Liang (i) has been serving as the risk control manager and general manager of a group company engaged in investment holdings, food trading and processing business, since September 2024; (ii) worked as deputy general manager in a PRC company, engaging in the operation and management of energy business, for the period from March 2022 to August 2024; (iii) worked as the risk control manager in a PRC company, engaging in investment in high-tech and energy projects business, for the period from March 2017 to February 2022; and (iv) had been a director of Zeta Capital (H.K.) Limited, a company incorporated in Hong Kong, engaging mainly in assets management business, for the period from July 2015 to February 2017. Ms. Liang has accumulated over 10 years of working experience in the fields of risk control and management, business operation and management, and assets management and investments.

Mr. Chen, aged 30, graduated from University of Washington in the United State of America in 2018 with a Bachelor's degree of Science, and he was also awarded a Master's degree of Engineering from Cornell University in the United State of America in 2019. Mr. Chen (i) has been an investment manager of Wonderful Dawn Holdings Limited (a wholly-owned subsidiary of Best Food Holding Company Limited, a company listed on the Main Board of the Stock Exchange, with stock code: 1488), and which is principally engaged in the provision of catering investment and management services, since March 2025; (ii) had been an investment manager of Shanghai Guosheng Capital Management Company Limited* (上海國盛資本管理有限公司), a state-owned enterprise incorporated in PRC, and which is principally engaged in equity investment and asset management business, during the period from August 2023 to January 2025; and (iii) had been worked as a researcher and assistant to the investment manager of China Renaissance Securities (China) Co., Ltd (a company incorporated in PRC), during the period from February 2021 to July 2023. Mr. Chen has accumulated over 5 years of working experience in equity investment and asset management.

Mr. Chen is the son of Mr. Chen Haining, being the ultimate beneficial owner of Wise Triumph Limited, the controlling Shareholder.

Ms. Liang has entered into a service agreement with the Company for a term of three years commencing from 1 October 2026. Ms. Liang is subject to retirement by rotation and re-election at the annual general meetings (“AGM”) in accordance with the articles of association of the Company (the “Articles”) and applicable laws and regulations. Ms. Liang will hold office until and be eligible for re-election in the forthcoming AGM. Ms. Liang will be entitled to a director's fee of HK\$300,000.00 per annum. Such director's fee is recommended by the remuneration committee (the “Remuneration Committee”) of the Company and determined by the Board with reference to her duties and responsibilities as well as the market benchmark.

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing from 1 October 2026. Mr. Chen is subject to retirement by rotation and re-election at the AGM in accordance with the Articles and applicable laws and regulations. Mr. Chen will hold office until and be eligible for re-election in the forthcoming AGM. Mr. Chen will be entitled to a director's fee of HK\$600,000.00 per annum. Such director's fee is recommended by the Remuneration Committee and determined by the Board with reference to his duties and responsibilities as well as the market benchmark.

Save as disclosed above, as at the date of this announcement, each of Ms. Liang and Mr. Chen confirms that (i) he/she does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules); (ii) he/she is not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (“SFO”) (Chapter 571 of the Laws of Hong Kong); (iii) he/she does not hold other positions with the Company or other members of the Group; and (iv) he/she does not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no information of Ms. Liang and Mr. Chen that needs to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to (v) of the Listing Rules; and there are no other matters concerning Ms. Liang and Mr. Chen that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. Liang and Mr. Chen for joining the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board also announces that with effect from 1 October 2026: (i) Mr. Cheng Chi Hung has resigned as an independent non-executive Director, chairman of the Audit Committee (the “**Audit Committee**”) of the Company, and member of both the Remuneration Committee and Nomination Committee (the “**Nomination Committee**”) of the Company respectively; (ii) Mr. Li Hon Hung, *BBS, MH, JP* has resigned as an independent non-executive Director, chairman of the Nomination Committee, member of both the Audit Committee and Remuneration Committee respectively; and (iii) Mr. Wong Yip Kong has resigned as an independent non-executive Director, chairman of the Remuneration Committee and member of both the Audit Committee and Nomination Committee respectively, for reason that they need to spend more time on their other personal commitment.

Each of Mr. Cheng Chi Hung, Mr. Li Hon Hung, *BBS, MH, JP* and Mr. Wong Yip Kong has confirmed that (i) he has no disagreement with the Board; and (ii) there are no matters that need to be brought to the attention of the Stock Exchange and the Shareholders in relation to his resignation.

The Board would like to express its sincere gratitude and appreciation to Mr. Cheng Chi Hung, Mr. Li Hon Hung, *BBS, MH, JP* and Mr. Wong Yip Kong for their valuable contributions to the Company during their tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is also pleased to announce that Ms. Yuen Wai Man (“**Ms. Yuen**”), Ms. Zhang Chan (“**Ms. Zhang**”) and Mr. Ye Jianrong (“**Mr. Ye**”) have been appointed as independent non-executive Directors of the Company with effect from 1 October 2026.

The biographical details of each of Ms. Yuen, Ms. Zhang and Mr. Ye are set out as follows:

Ms. Yuen, aged 54, graduated from The University of Hong Kong with a Bachelor’s degree of Business Administration in 1994. Ms. Yuen is the fellow member of both The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants, and also the overseas member of The Chinese Institute of Certified Public Accountants. Ms. Yuen (i) has been an independent non-executive director of Du Du Holdings Limited (stock code: 8250), a company listed on GEM of the Stock Exchange, since December 2024; (ii) has been an independent non-executive director of Jisheng Group Holdings Limited (stock code: 8133), a company listed on GEM of the Stock Exchange, since April 2022; and (iii) had been an independent non-executive director of CCIAM Future Energy Limited (stock code: 0145), a company listed on the Main Board of the Stock Exchange, for the period from June 2023 to 1 October 2026. Ms. Yuen is currently also the managing director of W.M. Yuen CPA Limited. Ms. Yuen has accumulated extensive working experience in the accounting and auditing fields for over 30 years.

Ms. Zhang, aged 39, graduated from Guangdong University of Finance & Economics (formerly known as Guangdong University of Business Studies) in 2011 with a Bachelor’s degree of Management, and she was also awarded a Master’s degree of Accounting from the University of Lincoln in the United Kingdom in 2015. Ms. Zhang (i) has been an executive director of Wing Fung Group Asia Limited (stock code: 8526), a company listed on GEM of the Stock Exchange, since June 2026; (ii) worked as a marketing manager in a PRC company, which is principally engaged in corporate investment and consultancy business, for the period from May 2015 to April 2020; and (iii) has been serving as the accounting manager, chief operating officer and general manager of a group company engaged in investment holdings, food trading and processing business, since May 2020. Ms. Zhang has accumulated over 10 years of working experience in accounting, enterprise management and operations.

Mr. Ye, aged 61, graduated from Renmin University of China in 1994 with a Bachelor’s degree of Laws and second Bachelor’s degree in Intellectual Property Laws. Mr. Ye is currently a practicing lawyer in PRC and a partner of Beijing W&H Law Firm. Mr. Ye (i) had served as a partner at Guangdong Zhengxinhe Law Firm* (廣東正信和律師事務所) during the period from January 2003 to October 2004; (ii) had served as a partner at Beijing W&H Law Firm and director of Beijing W&H (Shenzhen) Law Firm, during the period from November 2004 to December 2019; (iii) had served as a partner at Zhejiang Tiance Law Firm* (浙江天

冊律師事務所) and director of Zhejiang Tiance (Shenzhen) Law Firm* (浙江天冊(深圳)律師事務所), during the period from January 2020 to December 2023; (iv) has served as a council member and director of Jiaozhou Haihe Digital Research Institute* (膠州海合數字研究院) since June 2023; and (v) has been the chief compliance officer of Chinese Energy Holdings Limited, a company once listed on GEM of the Stock Exchange (ex-stock code: 8009), since August 2019. Mr. Ye accumulated over 25 years of working experience in PRC legal field.

Each of Ms. Yuen, Ms. Zhang and Mr. Ye has entered into an appointment letter with the Company for a term of three years commencing from 1 October 2026. They are subject to retirement by rotation and re-election at the AGM in accordance with the Articles and applicable laws and regulations. They will hold office until and be eligible for re-election in the forthcoming AGM. Each of them will be entitled to a director's fee of HK\$60,000.00 per annum. Such director's fee is recommended by the Remuneration Committee and determined by the Board with reference to their duties and responsibilities as well as the market benchmark.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, each of Ms. Yuen, Ms. Zhang and Mr. Ye: (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) confirms that as at the date of this announcement: (a) he/she did not hold other positions in the Company or other members of the Group; (b) he/she did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he/she did not have any other interests in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; (iii) meets the independence criteria pursuant to Rule 3.13 of the Listing Rules; and (iv) there is no other information relating to each of Ms. Yuen, Ms. Zhang and Mr. Ye that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters concerning each of Ms. Yuen, Ms. Zhang and Mr. Ye that needs to be brought to the attention of the Shareholders.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the resignation of each of Mr. Chan Lap Wai Gary, Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda as an executive Director; and Mr. Cheng Chi Hung, Mr. Li Hon Hung, *BBS, MH, JP* and Mr. Wong Yip Kong as independent non-executive Directors, with effect from 1 October 2026, the composition of the Board committees will change as following:

- (1) Ms. Yuen has been appointed as the chairlady of the Audit Committee, Ms. Zhang and Mr. Ye as members of the Audit Committee;
- (2) Mr. Chen has been appointed as the chairman of the Nomination Committee, Ms. Zhang and Mr. Ye as members of the Nomination Committee; and

- (3) Mr. Ye has been appointed as the chairman of the Remuneration Committee, Mr. Chen and Ms. Yuen as members of the Remuneration Committee.

CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE

The Board also announces that Mr. Wong King Sum (“**Mr. Wong**”) has tendered his resignation of the positions as secretary of the Company (“**Company Secretary**”) and Authorised Representative, with effect from 1 October 2026, for reason that he needs to spend more time on his other personal commitment. The Board is not aware of any disagreement between Mr. Wong and the Board and there are no matters relating to his resignation that should be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to thank Mr. Wong for his valuable contribution and services to the Company during his tenure of office.

Following the resignation of Mr. Wong, the Board is pleased to announce that Mr. Luk Chi Shing (“**Mr. Luk**”) has been appointed as the Company Secretary and one of the Authorised Representative, and Mr. Chen as another Authorised Representative, with effect from 1 October 2026.

Mr. Luk, aged 57, graduated from City University of Hong Kong in 1993, holding a Bachelor’s degree of Arts in Accountancy. Mr. Luk is a fellow member of both The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Mr. Luk has accumulated over 20 years of working experience as company secretary and finance supervisor in a number of public companies listed in Hong Kong.

The Board would like to take this opportunity to welcome Mr. Luk on his appointment.

By Order of the Board
Sheung Yue Group Holdings Limited
Chan Lap Wai Gary
Chairman

Hong Kong, 30 September 2026

As at the date of this announcement, the Board comprises Mr. Chan Lap Wai Gary (Chairman), Mr. Chan Lap Chuen Edmond and Ms. Chan Chin Ying Amanda as executive Directors, and Mr. Li Hon Hung, BBS, MH, JP, Mr. Cheng Chi Hung and Mr. Wong Yip Kong as independent non-executive Directors.

* *English names are for identification purposes only*