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HANS GROUP HOLDINGS LIMITED

漢思集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00554)

RE-DESIGNATION OF DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RE-DESIGNATION OF DIRECTOR

The board of directors (the “**Board**”) of Hans Group Holdings Limited (the “**Company**”) is pleased to announce that it has resolved to re-designate Mr. Chung Chak Man, William (“**Mr. Chung**”) from an independent non-executive director to a non-executive director of the Company (the “**Re-designation**”) with effect from 17 April 2025 to enable him to devote his experience and expertise to the management and development of the Group’s business.

The biographical details of Mr. Chung are set out below.

Mr. Chung, aged 66, has been an independent non-executive director of the Company since March 2022 until the Re-designation. He was the chairman of the Nomination Committee of the Company and a member of the Audit Committee and the Remuneration Committee of the Company until the Re-designation. Mr. Chung has extensive experience in business management in the public transportation industry and has held various directorships and senior positions within the group of companies of Bravo Transport Holdings Limited (“**BTHL**”). Mr. Chung did not hold any position and directorship within the BTHL group companies as at 31 December 2024 and was re-appointed as a director of Bravo Transport Services Limited in February 2025. Further, Mr. Chung was an executive director of Kwoon Chung Bus Holdings Limited (stock code: 306) from June 2008 to May 2014. Mr. Chung is a chartered fellow of the Chartered Institute of Logistics and Transport in Hong Kong (the “**CILTHK**”) and has been serving the CILTHK as a council member since October 2016. He has been a non-official member of the Road Safety Strategic Engagement Working Group in the Road Safety Council (the “**RSC**”) since August 2019, a member of the Accessible Transport and Travel Committee in the Hong Kong Society for Rehabilitation since November 2019, and a non-official member of the Road Safety Campaign Committee in the RSC since June 2023. Mr. Chung holds a Master’s degree in Business Administration from the University of South Australia.

The Board appreciates Mr. Chung's industry experience and expertise and considers that the Re-designation and the involvement of Mr. Chung in the management of the group of companies of BTHL would be beneficial to the Group's development.

In respect of the Re-designation, Mr. Chung has entered into a new appointment letter with the Company to replace the existing appointment letter between himself and the Company, for a term of three years with effect from 17 April 2025, unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the appointment letter. Mr. Chung will hold office only until the first annual general meeting of the Company after the Re-designation and Mr. Chung's appointment shall then be subject to re-election at least once every three years at such annual general meeting in accordance with the articles of association of the Company.

Pursuant to the appointment letter, Mr. Chung will receive a director fee of HK\$360,000 per annum, which is determined with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time.

Save as disclosed above, as at the date of this announcement, Mr. Chung (i) does not hold any position in the Company or other members of the Group; (ii) does not have any other major appointments or professional qualifications; (iii) does not, nor did he hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have any relationship with any director, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, Mr. Chung has no interest in and does not hold any shares or underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning the Re-designation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to congratulate Mr. Chung on his new role with the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the Re-designation, Mr. Chung has ceased to be the chairman of the Nomination Committee of the Company and a member of each of the Audit Committee and the Remuneration of the Company with effect from 17 April 2025.

The Board is pleased to announce that, with effect from 17 April 2025, Mr. Chan Chun Wai, Tony has been re-designated from a member of the Nomination Committee to the chairman of the Nomination Committee of the Company.

NON-COMPLIANCE WITH THE LISTING RULES

Following the Re-designation:

- (1) the Company only has two independent non-executive directors, which falls below the minimum number of three independent non-executive directors as required under Rule 3.10(1) of the Listing Rules;
- (2) the composition of the Board comprises 4 executive directors, 3 non-executive directors and 2 independent non-executive directors. The number of independent non-executive directors of the Company represents less than one-third of the members of the Board as required under Rule 3.10A of the Listing Rules;
- (3) the Audit Committee only has two independent non-executive directors, which falls below the minimum number of three non-executive directors as required under Rule 3.21 of the Listing Rules;
- (4) the Remuneration Committee currently comprises of two executive directors and two independent non-executive directors, which fails to comply with the requirement of Rule 3.25 of the Listing Rules in respect of having a majority members being independent non-executive directors; and
- (5) the Nomination Committee currently comprises of one executive director and one independent non-executive director, which fails to comply with the requirement of Rule R3.27A of the Listing Rules in respect of having a majority members being independent non-executive directors.

The Company is in the process of identifying suitable candidate(s) for appointment as a new independent non-executive director and an additional member of the Audit Committee, the Remuneration Committee and the Nomination Committee as soon as practicable and in any event, within three months from the date of this announcement. Further announcement(s) will be made by the Company in relation to such appointments as and when appropriate.

By order of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
Hui Chun Yip
Company Secretary

Hong Kong, 17 April 2025

As at the date of this announcement, the Board comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung, three non-executive directors, namely Mr. Chung Chak Man, William, Mr. Nicolas Charles Philippe de Mascarel de la Corbiere and Mr. James Anthony Williamson and two independent non-executive directors, namely Mr. Chan Chun Wai Tony and Ms. Helen Zee.

website: www.hansgh.com