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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)

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES AND COMPLIANCE WITH THE LISTING RULES

This announcement is made by Hans Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that Mr. Hui Hon Chung, Stanley (“**Mr. Hui**”) has been appointed as a non-executive Director with effect from 29 July 2025.

The biographical details of Mr. Hui are set out below:

Mr. Hui Hon Chung, Stanley, JP, aged 74, holds a Bachelor’s degree of Science from The Chinese University of Hong Kong. He has more than 40 years of management experience in the aviation industry, including holding various senior management positions at Cathay Pacific Airways Limited, AHK Air Hong Kong Limited, Hong Kong Dragon Airlines Limited and the Hong Kong Airport Authority. Mr. Hui is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (stock code: 694) and China Power International Development Limited (stock code: 2380), both of which are listed on the Main Board of the Stock Exchange. At present, he is also the President of the Hong Kong Aircraft Leasing and Aviation Finance Association and a director of the Greater Bay Airlines.

Mr. Hui was previously appointed by the Government of the Hong Kong Special Administrative Region (“**HKSAR**”) as a member of the Greater Pearl River Delta Business Council, a member of the Commission on Strategic Development, a member of the Aviation Development Advisory Committee, a council member of the Vocational Training Council and a member of the Hong Kong Tourism Board. He also previously served as a member of the 12th and 13th sessions of the National Committee of the Chinese People’s Political Consultative Conference, a member of the General Committee of the Hong Kong General Chamber of Commerce and a member of the 4th and 5th sessions of the Shenzhen Municipal Committee of the Chinese People’s Political Consultative Conference. In July 2006, Mr. Hui was appointed as a Justice of the Peace by the Chief Executive of HKSAR. From September 2015 to October 2017, he was an executive director and the deputy chief executive officer of NWS Holdings Limited (currently known as CTF Services Limited, listed on the Main Board of the Stock Exchange) (stock code: 659). From October 2020 to July 2024, Mr. Hui was a non-executive director of Citybus Limited. He was previously an independent non-executive director of Air China Limited (stock code: 753) and Guangzhou Baiyun International Airport Co., Ltd (listed on the Shanghai Stock Exchange) until he retired in February 2022 and February 2023 respectively.

Mr. Hui has entered into a letter of appointment with the Company for a term of three years with effect from 29 July 2025, unless terminated by one month’s written notice or in certain circumstances in accordance with the terms of the letter of appointment. Mr. Hui will hold office only until the first annual general meeting of the Company after his appointment and shall then be subject to re-election at such annual general meeting in accordance with the articles of association of the Company (the “**Articles of Association**”).

Pursuant to the letter of appointment, Mr. Hui 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. Hui (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 directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, Mr. Hui 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) (the “**Securities and Futures Ordinance**”).

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 appointment of Mr. Hui that need to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Choy Chak Wa, Peter (“**Mr. Choy**”) and Ms. Yang Fan (“**Ms. Yang**”) have been appointed as independent non-executive Directors with effect from 29 July 2025.

Mr. Choy

The biographical details of Mr. Choy are set out below:

Mr. Choy Chak Wa, Peter, aged 68, graduated from The Hong Kong Polytechnic University and holds a Master’s degree in Management Science from Imperial College London and a Master’s degree in Business Administration from University of East Asia, Macau. He is a fellow member of The Chartered Institute of Management Accountants, The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Certified Public Accountants. Mr. Choy has held numerous executive positions across a wide spectrum of industries including manufacturing, university education, non-profits organisation, garment, audio-visual equipment trading, as well as civil engineering consultancy company. From 2018 to 2021, he served as the Chief Financial Officer of the Company. Prior to joining the Company, he held as a regional controller in Fugro Holdings (HK) Limited. From 2019 to 2024, he served as the Chief Financial Officer of Glory Mark Hi-Tech (Hong Kong) Limited (currently known as China United Venture Investment Limited, stock code: 8159). Mr. Choy’s last employment was the general manager of Billion Power Development Limited. He has extensive experience in accounting and financial management in both Hong Kong and across the Greater China Region.

On top of his professional career, Mr. Choy was awarded the Bronze Medal by The Chartered Institute of Management Accountants to recognise his outstanding contribution. He is currently a member of the HKSAR Inland Revenue Department Users’ Committee.

Mr. Choy has entered into a letter of appointment with the Company for a term of three years with effect from 29 July 2025, unless terminated by one month’s written notice or in certain circumstances in accordance with the terms of the letter of appointment. Mr. Choy will hold office only until the first annual general meeting of the Company after his appointment and shall then be subject to re-election at such annual general meeting in accordance with the Articles of Association.

Pursuant to the letter of appointment, Mr. Choy will receive a director fee of HK\$180,000 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. Choy (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 directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, Mr. Choy 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.

Mr. Choy has confirmed that (i) he is independent with regard to each of the criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

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 appointment of Mr. Choy that need to be brought to the attention of the Shareholders.

Ms. Yang

The biographical details of Ms. Yang are set out below:

Ms. Yang Fan, aged 59, obtained her Bachelor's degree in economics, majoring in world economy from Renmin University of China in 1988 and an MBA degree from the Marshall School of Business, University of Southern California in 1998. Ms. Yang has over 30 years of extensive experience in finance and investment. She is currently the managing director of Harbour Bay International Limited and a family affairs advisor at the Hong Kong Right Time Family Office. She previously served as the head of the real estate fund investment and management center and the head of the operation center at China Everbright Limited (stock code: 165). Ms. Yang also served as the deputy general manager at New China Asset Management Co., Ltd., and subsequently, was in charge of establishing and managing the alternative investment business segment.

Ms. Yang began her career at the overseas investment department of China Rural Trust and Investment Corporation. In the 1990s, she worked in investment banking at Guangdong Capital Holdings Limited and Guangdong Securities Limited in Hong Kong.

Ms. Yang is a member of the Institute of Directors in the United Kingdom, having received both the Certificate in Company Direction and the Diploma in Company Direction from the institute in 2022. She is currently a member of each of The Hong Kong Institute of Directors and the China Independent Non-Executive Director Association. Ms. Yang has also served for many years as a lecturer and evaluation expert at the Insurance Asset Management Association of China.

Ms. Yang has entered into a letter of appointment with the Company for a term of three years with effect from 29 July 2025, unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the letter of appointment. Ms. Yang will hold office only until the first annual general meeting of the Company after her appointment and shall then be subject to re-election at such annual general meeting in accordance with the Articles of Association.

Pursuant to the letter of appointment, Ms. Yang will receive a director fee of HK\$180,000 per annum, which is determined with reference to her 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, Ms. Yang (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 she 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 directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, Ms. Yang 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.

Ms. Yang has confirmed that (i) she is independent with regard to each of the criteria set out 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 Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

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 appointment of Ms. Yang that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Hui, Mr. Choy and Ms. Yang.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 29 July 2025, (i) Mr. Choy has been appointed as a member of each of the audit committee of the Company (the "**Audit Committee**") and the remuneration committee of the Company (the "**Remuneration Committee**"), and (ii) Ms. Yang has been appointed as a member of each of the Audit Committee and the nomination committee of the Company (the "**Nomination Committee**").

COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcements of the Company dated 17 April 2025 and 18 July 2025 in relation to the non-compliance of the Listing Rules following the re-designation of Mr. Chung Chak Man, William from an independent non-executive Director to a non-executive Director, and grant of waiver and extension of time for appointment of an independent non-executive director. Following the appointment of Mr. Hui, Mr. Choy and Ms. Yang as set out above, with effect from 29 July 2025:

- (1) the Board comprises 12 Directors, including four executive Directors, four non-executive Directors and four independent non-executive Directors. Accordingly, the Company has fulfilled the requirements under Rules 3.10(1) and 3.10A of the Listing Rules in relation to the composition of the Board;
- (2) the Audit Committee comprises four members, all of whom are independent non-executive Directors. Accordingly, the Company has complied with the composition requirements for the Audit Committee as required under Rule 3.21 of the Listing Rules;
- (3) the Remuneration Committee comprises two executive Directors and three independent non-executive Directors, chaired by an independent non-executive Director. Accordingly, the Company has complied with the composition requirements for the Remuneration Committee as required under Rule 3.25 of the Listing Rules; and
- (4) the Nomination Committee comprises one executive Director and two independent non-executive Directors, chaired by an independent non-executive Director. Accordingly, the Company has complied with the composition requirements for the Nomination Committee as required under Rule 3.27A of the Listing Rules.

By order of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
Yang Dong

Chief Executive Officer and Executive Director

Hong Kong, 29 July 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; four non-executive directors, namely Mr. Chung Chak Man, William, Mr. Nicolas Charles Philippe de Mascarel de la Corbiere, Mr. James Anthony Williamson and Mr. Hui Hon Chung, Stanley; and four independent non-executive directors, namely Mr. Chan Chun Wai, Tony, Ms. Helen Zee, Mr. Choy Chak Wa, Peter and Ms. Yang Fan.