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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)**

## **GRANT OF WAIVER AND EXTENSION OF TIME FOR APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement (the “**Announcement**”) of Hans Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 17 April 2025 in relation to the re-designation of Mr. Chung Chak Man, William from an independent non-executive director to a non-executive director of the Company (the “**Re-designation**”). Capitalised terms used herein, unless otherwise specified, shall have the same meanings as ascribed to them in the Announcement.

According to Rules 3.10(1) and 3.10A of the Listing Rules, the Company is required to appoint at least three independent non-executive directors and appoint independent non-executive directors representing at least one-third of the members of the board. According to Rule 3.21 of the Listing Rules, there must be at least three non-executive directors on the audit committee. According to Rules 3.25 and 3.27A of the Listing Rules, each of the remuneration committee and the nomination committee is required to comprise a majority of independent non-executive directors.

Following the Re-designation, the composition of the Board comprises four executive directors, three non-executive directors and two independent non-executive directors. Thus, the number of independent non-executive directors on the Board is less than three and they represent less than one-third of the members of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules. In addition, following the Re-designation, the Company no longer meets the composition requirements for the audit committee, the remuneration committee and the nomination committee, as required under Rules 3.21, 3.25 and 3.27A of the Listing Rules, respectively.

Over the past few months, the Company has been actively identifying a suitable candidate with appropriate experience and expertise to be appointed as an independent non-executive director and to fill the vacancies in the audit committee, the remuneration committee and the nomination committee. The Company has strict criteria for selecting candidates for directorship and seeks to enhance the Board's diversity through the appointment of the new independent non-executive director. Further, following the Group's acquisition of Bravo Transport Holdings Limited in July 2024, whose principal business is the operation of Citybus (being one of the major public transport operators in Hong Kong), the Company considers it desirable to have a senior figure with experience in and a broad outlook of the transport industries of Hong Kong and the Greater Bay Area to act as its independent non-executive director. However, potential candidates meeting such criteria are difficult to come by, despite the Company's best efforts. As additional time is required by the Company to identify, consider, meet with and/or finalise arrangements with potential candidate(s), the Company has applied to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for, and the Stock Exchange has granted to the Company, a waiver from strict compliance with Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules and an extension of time to 17 October 2025 for the Company to re-comply with such requirements.

The Company is endeavouring to identify a suitable candidate to be appointed as an independent non-executive director of the Company and take all necessary actions to re-comply with the requirements under Rules 3.10(1), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules. Further announcement(s) will be made as and when appropriate.

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, 18 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; 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.*