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K. H. GROUP HOLDINGS LIMITED

劍虹集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1557)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

AND

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

This announcement is made by K. H. Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of the Company announces that Dr. Luo Tiejian (“**Dr. Luo**”) has resigned as an Independent Non-executive Director and a member of each of the Audit Committee and the Remuneration Committee of the Company with effect from 1 June 2022 due to his other work commitments.

Dr. Luo has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Dr. Luo for his valuable contribution to the Company during the tenure of his office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Feng Zhidong (“**Mr. Feng**”) has been appointed as

an Independent Non-executive Director of the Company with effect from 1 June 2022.

The biographical details of Mr. Feng are set out as follows:

Mr. Feng, aged 48, obtained a Bachelor's Degree in International Accounting from the Renmin University of China (中國人民大學) in the PRC in July 1995 and a Master's Degree in Business Administration from the South China University of Technology (華南理工大學) in the PRC in February 2004. Mr. Feng has also completed a Mergers and Acquisitions Executive Program from the Business School of Sun Yat-sen University (中山大學) in the PRC in March 2015 and a Global Entrepreneur Leadership Program from the PBC School of Finance at the Tsinghua University (清華大學五道口金融學院) in the PRC in July 2019. In addition, Mr. Feng has obtained a Certificate of Specialty and Technology (Intermediate Level) in Accounting in the PRC granted by the Ministry of Finance of the PRC in May 1999.

Mr. Feng has more than 22 years of experience in financial management, capital operations and managing investor relations. Since June 2016, Mr. Feng is the chairman of the board and a director of Guangzhou Yueting Network Technology Co., Ltd.* (廣州悅停網絡科技有限公司), which is principally engaged in internet parking services. Moreover, since August 2018, he is the chairman of the board and a director of Guangzhou Yueting Capital Management Co., Ltd.* (廣州悅停資本管理有限公司), which is principally engaged in parking management and corporate management service.

Mr. Feng was a deputy general manager of the Capital Department of Yue Xiu Enterprises (Holdings) Limited from December 2009 to July 2016. He was also a general manager of the Investor Relations Department of a group company of Yuexiu Property Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 123) from April 2012 to April 2016. Mr. Feng was an independent non-executive director of OKG Technology Holdings Limited (formerly known as LEAP Holdings Group Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1499), a company principally engaged in the provision of foundation works and ancillary services from August 2015 to November 2017.

Mr. Feng has entered into a letter of appointment (the "**Letter of Appointment**") with the Company for an initial term of service of three years commencing from 1 June 2022 which can be terminated by either party giving to the other not less than one months' prior written notice. He is subject to retirement by rotation and re-election in accordance with the Listing Rules and Article 108 of the Articles of Association of the Company. As specified in the Letter of Appointment, Mr. Feng is entitled to a Director's fee of HK\$150,000 per annum. The remuneration of Mr. Feng has been determined with reference to the prevailing market condition, his role and responsibilities and the Company's remuneration policy. Such remuneration has been recommended by the Remuneration Committee of the Company and approved by the Board and will be reviewed by the Remuneration Committee and the Board on an annual basis.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Feng (i) does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, (ii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company (iii) does not hold any other positions in the Company or its subsidiaries., and (iv) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Feng has confirmed that there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to his appointment that need to be brought to the attention of the shareholders of the Company.

Mr. Feng has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Mr. Feng in joining the Board.

CHANGES IN THE COMPOSITION OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board also announces that subsequent to the resignation of Dr. Luo Tiejian and the appointment of Mr. Feng, Mr. Feng, has been appointed as a member each of the Audit Committee and the Remuneration Committee of the Company with effect from 1 June 2022.

By order of the Board
K. H. Group Holdings Limited
劍虹集團控股有限公司
Chen Rongsheng
Chairman and Executive Director

Hong Kong, 31 May 2022

As at the date of this announcement, the Board comprises two Executive Directors, namely, Mr. Chen Rongsheng (Chairman) and Mr. Guan Jingdong and three Independent Non-executive Directors, namely, Dr. Luo Tiejian, Professor Lu Haitian and Mr. Liu Xin.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.

** For identification purpose only*