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Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

**(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 22 SEPTEMBER 2023;
(II) RETIREMENT AND RESIGNATION OF DIRECTORS;
AND
(III) APPOINTMENT OF DIRECTORS AND CHANGE IN
COMPOSITION OF BOARD COMMITTEES**

(I) AGM POLL RESULTS

The Board is pleased to announce that all the AGM Resolutions set out in the AGM Notice were duly passed by the Shareholders attending and voting at the AGM by way of poll.

(II) RETIREMENT AND RESIGNATION OF DIRECTORS

The Board announces that, with effect from 22 September 2023, Mr. Chu Hau Lim retired from the independent non-executive Director and ceased to be the chairman of each of the audit committee and the nomination committee and a member of remuneration committee with effect from the conclusion of the AGM;

The Board also announces that with effect from 22 September 2023, (1) Mr. Leung Ka Ho Raymond resigned from his positions as an independent non-executive Director, a member of each of the audit committee, the remuneration committee, the nomination committee and the compliance committee and (2) Mr. Leung Wing Hoi resigned as an executive Director and chief executive officer and cease to be the chairman of the compliance committee and a member of each of the remuneration committee, the nomination committee and the environmental, social and governance committee.

(III) APPOINTMENT OF DIRECTORS

The Board further announces that with effect from 22 September 2023,

- (1) Mr. Leung Chau Ming has been appointed as an executive Director and a member of the environmental, social and governance committee;
- (2) Mr. Tang Tsz Tsun has been appointed as an independent non-executive Director, the chairman of the audit committee and a member of remuneration committee; and
- (3) Mr. Tsang Ho Yin has been appointed as an independent non-executive Director, the chairman of the nomination committee and a member of each of the audit committee and the compliance committee.

References are made to the notice of the annual general meeting (the “**AGM**”) of Skymission Group Holdings Limited (the “**Company**”) dated 18 July 2023 (the “**AGM Notice**”), the AGM circular of the Company dated 18 July 2023 (the “**Circular**”) and the announcement of the Company dated 15 September 2023, in relation to, among other matters, the retirement of independent non-executive Director. Unless otherwise stated, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF THE AGM

As at the date of the AGM, there were a total of 1,600,000,000 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the AGM Resolutions proposed at the AGM. As such, there were a total of 1,600,000,000 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the AGM Resolutions proposed at the AGM. There were no Share entitling any Shareholders to attend and abstain from voting in favour of the AGM Resolutions proposed at the AGM according to Rule 13.40 of the Listing Rules. There was no restrictions on any Shareholders to cast votes on any of the AGM Resolutions at the AGM. None of the Shareholders has stated their intention in the Circular to vote against the AGM Resolutions proposed or to abstain from voting at the AGM.

Full text of the AGM Resolutions is set out in the AGM Notice dated 18 July 2023. The poll results are as follows:

Ordinary Resolutions		Number of votes (%) ^(note 1)		
		For	Against	Total
1.	To receive and adopt the audited consolidated financial statements of the Company, the reports of the Directors and the independent auditor of the Company for the year ended 31 March 2023.	1,200,005,400 (99.99%)	8,000 (0.01%)	1,200,013,400 (100%)
2.	(a) To re-elect Mr. Yau Sheung Hang as a non-executive Director of the Company;	1,200,013,400 (100%)	0 (0%)	1,200,013,400 (100%)
	(b) To re-elect Mr. Ng Lin Fung as an independent non-executive Director of the Company;	1,200,013,400 (100%)	0 (0%)	1,200,013,400 (100%)
	(c) To re-elect Mr. Chu Hau Lim as an independent non-executive Director of the Company ^(note 2) ; and	<i>inapplicable</i>	<i>inapplicable</i>	<i>inapplicable</i>
	(d) To authorise the Board of Directors to fix the remuneration of the Directors.	1,200,013,400 (100%)	0 (0%)	1,200,013,400 (100%)
3.	To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board of Directors of the Company to fix its remuneration.	1,200,005,400 (99.99%)	8,000 (0.01%)	1,200,013,400 (100%)
4.	To give a general mandate to the Directors to issue new shares of the Company not exceeding 20% of the total number of issued shares of the Company (ordinary resolution in item number 4 of the AGM Notice).	1,200,005,400 (99.99%)	8,000 (0.01%)	1,200,013,400 (100%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (ordinary resolution in item number 5 of the AGM Notice).	1,200,013,400 (100%)	0 (0%)	1,200,013,400 (100%)
6.	To extend the general mandate to be given to the Directors to allot, issue and deal with additional shares of the Company by an amount representing the total number of shares repurchased by the Company (ordinary resolution in item number 6 of the AGM Notice).	1,200,005,400 (99.99%)	8,000 (0.01%)	1,200,013,400 (100%)

The description of the AGM Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above AGM Resolution, the AGM Resolution Nos. 1 to 6 were duly passed as ordinary resolutions of the Company all by way of poll at the AGM.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for vote-taking at the AGM.

Except Mr. Chu Hau Lim, all Directors attended the AGM in person or by electronic means.

Notes:

- (1) The number of Shares and percentage of Shares voted as stated above are based on total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.
- (2) As disclosed in the announcement of the Company dated 15 September 2023, Mr. Chu Hau Lim decided not to seek for re-election at the AGM and his retirement as an independent non-executive Director took effect upon the conclusion of the AGM.

(II) RETIREMENT AND RESIGNATION OF DIRECTORS

The Board announces that in light of Mr. Chu Hau Lim not offered himself for re-election after the retirement at the AGM, at the conclusion of the AGM, Mr. Chu Hau Lim retired from the independent non-executive Director and ceased to be the chairman of each of the audit committee and the nomination committee and a member of each of remuneration committee and the compliance committee.

The Board has also received the resignation letter from Mr. Leung Ka Ho Raymond, informing the Board of his resignation from his positions as an independent non-executive Director, a member of each of the audit committee, the remuneration committee, the nomination committee and the compliance committee with effect from 22 September 2023 in order to devote more time to his own business engagement.

The Board further announces that Mr. Leung Wing Hoi notified the Board that, as he needs to devote more time and dedication to his family commitment, he decided to step down from all existing positions of the Group including resignation as an executive Director and chief executive officer with effect from 22 September 2023 and ceased to be the chairman of the compliance committee and a member of each of the remuneration committee, the nomination committee and the environmental, social and governance committee.

Each of Mr. Leung Wing Hoi, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Shareholders of the Company.

The Board would like to take this opportunity to express its appreciation to Mr. Leung Wing Hoi, Mr. Chu Hau Lim and Mr. Leung Ka Ho Raymond for their significant contributions to the Company during their tenures of office.

Subsequent to the resignation of Mr. Leung Wing Hoi, Mr. Leung Yam Cheung, the chairman and an executive Director, has been appointed as the chief executive officer and the chairman of the compliance committee of the Group. Mr. Leung Yam Cheung has numerous years of experience in the management of the Company and is familiar with all aspects of the Group’s operations and the Board considers that Mr. Leung Yam Cheung is well qualified to take up the role of the chief executive officer.

Following the appointment of Mr. Leung Yam Cheung as chief executive officer, the Company does not have a separate chairman and chief executive officer and Mr. Leung Yam Cheung holds both positions, in which there is deviation to code provision C.2.1 of Corporate Governance Code as set out in Appendix 14 of the Listing Rules, which provides (among other matters) that the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual.

Mr. Leung Yam Cheung had been in charge of the overall management of the Group since 2019 and the Company considered that such arrangement would promote the efficient formulation and implementation of the Company’s strategies which would enable the Group to further develop its businesses effectively at this stage. The Board will review the current structure from time to time and shall make necessary arrangements when the Board considers appropriate.

The biographies of Mr. Leung Yam Cheung is set out as follows:

Mr. Leung Yam Cheung (formerly known as Leung Wah Fei), aged 65, is the chairman of the Board and an executive Director. He was appointed as a Director on 31 May 2019 and re-designated as an executive Director and the chairman of the Board on 4 November 2019. He is also a member of each of the remuneration committee and the nomination committee. Mr. Leung Yam Cheung is primarily responsible for formulating the overall development strategies and business plans, and overseeing the general management and daily operations of the Group. Mr. Leung Yam Cheung has been serving as a director of all the operating subsidiaries, including Temmex, Temmex Brothers and Kennex, since December 1998, October 2008, and March 2015, respectively.

(III) APPOINTMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 22 September 2023 and immediately after the conclusion of the AGM,

- (1) Mr. Leung Chau Ming (“**Mr. Leung**”) has been appointed as an executive Director and a member of the environmental, social and governance committee;
- (2) Mr. Tang Tsz Tsun (“**Mr. Tang**”) has been appointed as an independent non-executive Director, the chairman of the audit committee and a member of remuneration committee; and
- (3) Mr. Tsang Ho Yin (“**Mr. Tsang**”) has been appointed as an independent non-executive Director, the chairman of the nomination committee and a member of each of the audit committee and the compliance committee.

Set out below are the biographical details of Mr. Leung, Mr. Tang and Mr. Tsang.

Mr. Leung Chau Ming

Mr. Leung, aged 58, is primarily responsible for supervising the project management and business operations of the Group. Mr. Leung has extensive working experience of project managements and business operations and is currently the owner of a local trading company. Mr. Leung is the younger brother of Mr. Leung Yam Cheung (the chairman of the Board, the chief executive officer and an executive Director) and the uncle of Mr. Leung Wing Chun (an executive Director).

Mr. Leung has entered into a service agreement with the Company in respect of his appointment as an executive Director. His appointment is subject to normal retirement and re-election by the Shareholders of the Company at the annual general meeting of the Company. Pursuant to the letter of appointment, Mr. Leung is entitled to a fixed emolument of HK\$240,000 per annum. The remuneration in connection with Mr. Leung’s position as the executive Director was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. Leung’s term of appointment will be three years with effect from 22 September 2023 and will be subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the articles of association of the Company (the “**Articles**”). Save as disclosed above, Mr. Leung is not entitled to any other emoluments from the Company.

Mr. Tang Tsz Tsun

Mr. Tang, aged 41, worked at Deloitte Touche Tohmatsu from February 2011 to December 2014 and from September 2015 to July 2016, with his final position being audit manager. From August 2016 to February 2020, Mr. Tang served as the financial controller at Chiho Environmental Group Limited (stock code: 976), a company listed on the Main Board of the Stock Exchange. Since September 2021, he has been a partner at Linkers CPA Limited.

Mr. Tang has entered into a letter of appointment with the Company in respect of his appointment as an independent non-executive Director. His appointment is subject to normal retirement and re-election by the Shareholders of the Company at the annual general meeting of the Company. Pursuant to the letter of appointment, Mr. Tang is entitled to a fixed emolument of HK\$120,000 per annum. The remuneration in connection with Mr. Tang's position as the independent non-executive Director was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. Tang's term of appointment will be three years with effect from 22 September 2023 which may be terminated by either party giving no less than one month written notice to the other party and will be subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles. Save as disclosed above, Mr. Tang is not entitled to any other emoluments from the Company.

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

Mr. Tsang Ho Yin

Mr. Tsang, aged 37, is a practising solicitor and Mr. Tsang was admitted as a solicitor in Australia and Hong Kong in May 2012 and December 2013, respectively.

Mr. Tsang is currently a partner of Stevenson, Wong & Co., specialising in corporate finance and commercial law. Mr. Tsang obtained a bachelor in laws degree and a bachelor in commerce (accounting) degree, both from the University of Melbourne, Australia in August 2008. Mr. Tsang obtained a master in laws degree from the University of Melbourne, Australia in August 2010. Mr. Tsang obtained the postgraduate certificate in laws from the City University of Hong Kong in July 2011.

Mr. Tsang is also a non-executive director of China Regenerative Medicine International Limited (stock code: 8158), the issued shares of which are listed on the GEM of the Stock Exchange, since January 2020, an independent non-executive director of Crosstec Group Holdings Limited (stock code: 3893) (“**Crosstec**”), the issued shares of which are listed on the Main Board of the Stock Exchange, with effect from 28 September 2021, he was subsequently re-designated as a non-executive director of Crosstec in January 2023, an independent non-executive director of Sterling Group Holdings Limited (stock code: 1825), the issued shares of which are listed on the Main Board of the Stock Exchange, with effect from 28 September 2021 and an independent non-executive director of Zijing International Financial Holdings Limited (stock code: 8340), the issued shares of which are listed on the GEM of the Stock Exchange, with effect from 25 August 2023..

Mr. Tsang takes up the following roles of the following companies, the issued shares of which are listed on the Stock Exchange: (i) the joint company secretary and authorised representative of Mabpharm Limited (stock code: 2181) since May 2019; (ii) the joint company secretary and the authorised representative of Sunshine 100 China Holdings Limited (stock code: 2608) since November 2019 and the company secretary since June 2021; (iii) the joint company secretary and authorised representative of Sundry Service Group Co. Limited (stock code: 9608) since January 2020; (iv) the joint company secretary and authorised representative of 1957 & Co. (Hospitality) Limited (stock code: 8495) since 19 August 2022.

Mr. Tsang was also the company secretary and the authorised representative of Mobile Internet (China) Holdings Limited (stock code: 1439) from February 2020 to February 2021; the company secretary of Moody Technology Holdings Limited (stock code: 1400) from January 2019 to November 2019; the company secretary and authorized representative of Sino Energy International Holdings Group Limited (the issued shares of which were listed on the Main Board of the Stock Exchange and delisted on 16 December 2022, stock code: 1096) from November 2018 to July 2019; and a non-executive director of Summi (Group) Holdings Limited (stock code: 756) from July 2022 to September 2022.

He was also an independent non-executive director of Inno-Tech Holdings Limited (“**Inno-Tech**”, together with its subsidiaries, collectively, the “**Inno-Tech Group**”) (the issued shares of which were listed on GEM of the Stock Exchange and delisted on 13 July 2021, stock code: 8202) from June 2019 to June 2020. Inno-Tech was a company incorporated in Bermuda with limited liability and the principal activities of the Inno-Tech Group were (i) provision of outdoor advertising business through different advertising media network; (ii) television advertising operation; (iii) the event management business; (iv) seafood business; and (v) money lending business in Hong Kong. As disclosed in the announcements of InnoTech dated 1 June 2020, 3 July 2020 and 11 September 2020, Inno-Tech received a letter from the Official Receiver’s Officer dated 9 June 2020 which stated that Gram Capital Limited has filed a winding-up petition to the High Court of the Government of the Hong Kong Special Administrative Region against Inno-Tech for principal sum of HK\$195,000 on 7 May 2020. On 9

September 2020, Inno-Tech was ordered to be wound up by the High Court of Hong Kong Special Administrative Region in HCCW 82/2020 and the Official Receiver was appointed as the provisional liquidator. Mr. Tsang confirmed that (i) he was not a party to such winding-up petition and there is no wrongful act on his part leading to the cancellation of listing and liquidation of Inno-Tech; (ii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the cancellation of listing and liquidation of Inno-Tech.

Mr. Tsang has entered into a letter of appointment with the Company in respect of his appointment as an independent non-executive Director. His appointment is subject to normal retirement and re-election by the Shareholders of the Company at the annual general meeting of the Company. Pursuant to the letter of appointment, Mr. Tsang is entitled to a fixed emolument of HK\$120,000 per annum. The remuneration in connection with Mr. Tsang's position as the independent non-executive Director was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions. Mr. Tsang's term of appointment will be three years with effect from 22 September 2023 which may be terminated by either party giving no less than one month's written notice to the other party and will be subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation in accordance with the Articles. Save as disclosed above, Mr. Tsang is not entitled to any other emoluments from the Company.

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

Save as disclosed above, as at the date of this announcement, each of Mr. Leung, Mr. Tang and Mr. Tsang (i) does not hold any other positions within the Group, nor other major appointments and professional qualifications; (ii) has no relationship with any Director, member of senior management of the Group or substantial or controlling shareholders of the Company; (iii) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; and (iv) does not have, and is not deemed to have, any interests or short positions in any shares of the Company, 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)).

Save as disclosed above, as at the date of this announcement, there is no other matter relating to the appointment of each of Mr. Leung, Mr. Tang and Mr. Tsang that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements under Rule 13.51(2) (h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Leung, Mr. Tang and Mr. Tsang in joining the Board.

By order of the Board
Skymission Group Holdings Limited
Leung Yam Cheung
Chairman and Chief Executive Officer

Hong Kong, 22 September 2023

As at the date of this announcement, the Board comprises Mr. Leung Yam Cheung, Mr. Leung Wing Chun and Mr. Leung Chau Ming as executive Directors; Mr. Yau Sheung Hang as a non-executive Director; and Mr. Ng Lin Fung, Mr. Tang Tsz Tsun and Mr. Tsang Ho Yin as independent non-executive Directors.