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**ETS GROUP LIMITED**  
**易通訊集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8031)**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND  
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of ETS Group Limited (the “**Company**”) announces that Mr. Cheung Kong Ting (“**Mr. Cheung**”) has resigned from his position as an independent non-executive Director. Upon his resignation, Mr. Cheung also ceased to act as the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company and a member of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the risk management and internal control committee (the “**Risk Management and Internal Control Committee**”) of the Company with effect from 1 January 2024 due to his personal commitment.

Mr. Cheung has confirmed that he has no disagreement with the Board and that there is no matter relating his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to express its sincere gratitude to Mr. Cheung for his valuable contributions to the Company during his tenure of office.

**CHANGE IN COMPOSITION OF BOARD COMMITTEE**

Following the resignation of Mr. Cheung, with effect from 1 January 2024, Ms. Kwong Yuk Ying, being an independent non-executive Director, will be redesignated as the chairlady of the Remuneration Committee.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES**

Pursuant to Rule 5.05 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”), every board of directors of a listed issuer must include at least three independent non-executive directors. Pursuant to Rule 5.05A of the GEM Listing Rules, a listed issuer must appoint independent non-executive directors representing at least one-third of the board. Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members. Pursuant to Rule 5.36A of the GEM Listing Rules, the nomination committee of a listed issuer must comprise a majority of independent non-executive directors.

Following the resignation of Mr. Cheung, the Board comprises four members with two executive Directors and two independent non-executive Directors. As a result, the number of independent non-executive Directors of the Board is below the minimum number prescribed under Rule 5.05 of the GEM Listing Rules and fails to meet the requirement set out in Rule 5.05A of the GEM Listing Rules. The Audit Committee only has two members which is below the minimum number prescribed under Rule 5.28 of the GEM Listing Rules. The Nomination Committee comprises of four members, two of which are executive Directors and two of which are independent non-executive Directors, which fails to meet the requirement that the nomination committee must comprise a majority of independent non-executive directors under Rule 5.36A of the GEM Listing Rules.

In order to comply with Rules 5.05, 5.05A, 5.28 and 5.36A of the GEM Listing Rules, the Company is endeavoring to identify suitable candidates to fill up the abovementioned vacancy as soon as practicable and in any event within three months from 1 January 2024 as prescribed under Rules 5.06 and 5.33 of the GEM Listing Rules, and will make further announcement(s) as and when appropriate.

By order of the Board  
**ETS Group Limited**  
**Tang Yiu Sing**  
*Executive Director and Chief Executive Officer*

Hong Kong, 29 December 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Tang Yiu Sing and Mr. Yeung Ka Wing; and the independent non-executive directors of the Company are Mr. Cheung Kong Ting, Mr. Wong Kam Tai and Ms. Kwong Yuk Ying.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and on the Company’s website at [www.etsgroup.com.hk](http://www.etsgroup.com.hk).*