

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Superland Group Holdings Limited

德合集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 368)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Superland Group Holdings Limited (the “**Company**”) hereby announces that with effect from 17 January 2024, Prof. Chau Kwong Wing (“**Prof. Chau**”) has resigned as an independent non-executive Director, the Chairman of the remuneration committee and a member of each of the audit committee and nomination committee of the Company, as he would like to devote more time to his personal engagements. Prof. Chau will no longer hold any position in the Company and its subsidiaries.

Prof. Chau has confirmed that he has no disagreement with the Board and there is no other matter relating to 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 “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Prof. Chau for his contributions to the Company during his tenure of office and wish him success in his future endeavours.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 17 January 2024, Mr. Law Hung Wai, CPA (“**Mr. Law**”) has been appointed as an independent non-executive Director.

The biographical details of Mr. Law are set out below.

Mr. Law, aged 66, graduated from University of London with a Bachelor Degree of Laws, Hawaii Pacific University with a Bachelor Degree of Science (Business Administration and Accounting), University of California, Berkeley with a Master's Degree of Business Administration (Finance) and University of Hawaii with a Bachelor Degree of Science (Civil Engineering). He has extensive experience in advisory, consulting and corporate finance work. Since April 2010, Mr. Law has been serving as director of TIC Associates Limited, a corporate finance advisory services consulting firm. From 2011 to February 2020, Mr. Law served as business director of a licensed corporation which carried out Type 6 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). From April 2005 to March 2010, Mr. Law served as general manager in finance of the Hong Kong Productivity Council and chairman of its operating units in the People's Republic of China. Mr. Law is also a Fellow member of the Hong Kong Institute of Certified Public Accountants and the CPA Australia.

Saved as disclosed above, as at the date of this announcement, Mr. Law (i) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company; (ii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; (iv) did not hold any other directorship in any public listed companies in Hong Kong or overseas in the last three years preceding the date of this announcement; and (v) does not have any other major appointments and professional qualifications.

Mr. Law shall hold office until the next following annual general meeting of the Company and be subject to retirement by rotation and re-election thereat in accordance with the articles of association of the Company and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. A letter of appointment has been entered into between the Company and Mr. Law for a period of three years commencing on 17 January 2024 until terminated by either party by giving at least three months' notice. Pursuant to the said letter of appointment, Mr. Law is entitled to a Director's fee of HK\$10,000 per month, which was determined by the Board after considering the recommendation of the remuneration committee of the Company with reference to Mr. Law's relevant experience and qualifications, his duties and responsibilities with the Company and the prevailing market conditions.

Mr. Law has confirmed his independence in accordance with Rule 3.13 of the Listing Rules. Saved as disclosed above, the Board is not aware of any other information which is required to be disclosed pursuant to Rule 13.51(2) 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 and the Stock Exchange.

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

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Upon the resignation of Prof. Chau, he has ceased to be the Chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company. Mr. Law has been appointed as the Chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company with effect from 17 January 2024.

By Order of the Board
Superland Group Holdings Limited
Ng Chi Chiu

Chairman, chief executive officer and executive Director

Hong Kong, 17 January 2024

As at the date of this announcement, the executive Directors are Mr. Ng Chi Chiu and Ms. Zhao Haiyan Chloe; and the independent non-executive Directors are Mr. Yip Kit Chau, Mr. Law Hung Wai, CPA and Mr. Ip Sze Ching.

Please also refer to the published version of this announcement on the Company's website at www.superland-group.com.