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## **BASETROPHY GROUP HOLDINGS LIMITED**

**基地錦標集團控股有限公司**

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

**(Stock Code: 8460)**

### **(1) RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 19 March 2024:

- i. Mr. Tao Ming Lee Martin resigned as an independent non-executive Director, a member of each of the audit committee of the Company (“**the “Audit Committee”**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”); and
- ii. Mr. Li Dewen has been appointed as an independent non-executive Director, a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

#### **RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of Basetrophy Group Holdings Limited (the “**Company**”) hereby announces that Mr. Tao Ming Lee Martin (“**Mr. Tao**”) resigned as an independent non-executive director of the Company with effect from 19 March 2024 due to his personal commitments on other businesses. Mr. Tao 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 to the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Tao for his service and contribution to the Board during his tenure of office.

## **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Li Dewen (“**Mr. Li**”) has been appointed as an independent non-executive Director with effect from 19 March 2024.

Mr. Li Dewen, aged 44, has over 10 years of experience in the wholesale industry. Mr. Li is currently a manager in Guangzhou Huitian Trading Company Limited\* (廣州市蒼天商貿有限公司).

The Company has entered into a service contract with Mr. Li for a term of 1 year with effect from 19 March 2024 (the “**Service Contract**”). Mr. Li will hold the office until the forthcoming annual general meeting of the Company and be eligible for re-election at that meeting pursuant to the articles of association of the Company. Pursuant to the Service Contract, Mr. Li will not receive a basic remuneration.

Save as disclosed above as at the date of this announcement, Mr. Li (i) does not hold any position in the Company or any of its subsidiaries; (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company; (iii) does not have, and is not deemed to have, any interest or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)) of the Company; and (iv) did not hold any other directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this announcement.

Mr. Li has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, there are no other matters concerning Mr. Li’s appointment that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Li that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Li in joining the Board.

## **CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The Board further announces the change of members of the board committees as follows with effect from 19 March 2024:

- i. Following his resignation as an independent non-executive Director, Mr. Tao also resigned as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board; and

- ii. Following his appointment as an independent non-executive Director, Mr. Li has also been appointed as a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

By order of the Board  
**Basetrophy Group Holdings Limited**  
**Chan Kui Ming**  
*Company Secretary*

\* *English names of the entities are transliteration of their Chinese names for identification purpose only*

Hong Kong, 19 March 2024

*As at the date of this announcement and following the above resignation and appointment of Directors, the Board comprises Mr. Lau Chung Ho, Mr. Leung Yat Fai Frankie Keith, Ms. Fong Pui Yin Vivian, Ms. Du Wanfen and Mr. Li Aiming as executive Directors; and Mr. Lam Chee-yau Timothy, Mr. Ngok Ho Wai and Mr. Li Dewen as independent non-executive Directors.*

*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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and will be published on the Company's website at [www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk).*