

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the content 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 content of this announcement.



Plus Group Holdings Inc.

普樂師集團控股有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2486)

**RESIGNATION AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
CHANGES OF COMPOSITION OF BOARD COMMITTEES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (“**Director(s)**”) of Plus Group Holdings Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that on 13 September 2024, Ms. Li Yingkai (李營開) has tendered her resignation (the “**Resignation**”) as an independent non-executive Director of the Company in order to devote more time to her other business engagements.

Ms. Li Yingkai confirmed that she has no disagreement with the Board in any respect and there is no matter relating to her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to thank Ms. Li Yingkai for her efforts and valuable contributions to the Company during her tenure of office as an independent non-executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Lin Feng (林豐) (“**Ms. Lin**”) has been appointed as an independent non-executive Director, the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”), a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 13 September 2024.

The biographical details of Ms. Lin are as follows:

Ms. Lin Feng (林豐), aged 52, joined the Group in September 2024 and is primarily responsible for supervising and providing independent judgement to the Board.

Prior to joining the Group, Ms. Lin served as the product manager of Shanghai Fule Food Co., Ltd. (上海福樂食品有限公司) from July 1994 to May 1996, where she was mainly responsible for assisting the marketing supervisor in new product launches and marketing campaigns. From June 1996 to November 1998, Ms. Lin worked as a marketing supervisor of Shanghai Pizza Hut Co., Ltd. (上海必勝客有限公司). From December 1998 to July 2004, Ms. Lin held the position of Pizza Hut marketing manager of Yum! Restaurants Consulting (Shanghai) Co., Ltd. (百勝諮詢(上海)有限公司). From August 2004 to September 2008, Ms. Lin served as the senior brand manager of Unilever (China) Co., Ltd. (聯合利華(中國)有限公司), where she mainly took charge of Pond's (旁氏) brand building. From September 2008 to February 2011, Ms. Lin acted as the senior marketing manager at The Walt Disney Company (Shanghai) Limited (華特迪士尼(上海)有限公司) (currently known as The Walt Disney Company (China) Limited (華特迪士尼(中國)有限公司)). From February 2011 to June 2015, Ms. Lin served as the marketing director of Coty International Trade (SHANGHAI) Co., Ltd. (科蒂國際貿易(上海)有限公司). Ms. Lin is the founder and has been acting as the general manager of Shanghai Hanjun Cosmetics Co., Ltd. (上海漢俊化妝品有限公司) since August 2015, where she is fully in charge of company business.

Ms. Lin obtained a bachelor's degree in food engineering from Shanghai University (上海大學) in June 1994. Ms. Lin obtained a degree of executive master of business administration from China Europe International Business School (中歐國際工商學院) in June 2015.

Ms. Lin entered into a letter of appointment with the Company for a term commencing from 13 September 2024 and ending at the third anniversary of the listing date of the Company. Ms. Lin is subject to retirement and re-election at the next annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. Ms. Lin is entitled to a director's fee of HK\$240,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on her qualifications, experience and the prevailing market conditions.

Save as disclosed herein, to the best knowledge of the Directors, as at the date of this announcement, Ms. Lin (i) does not hold any position in the Company; (ii) has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (v) does not have or is not deemed to have any interests or short positions in any shares, 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).

Ms. Lin confirmed with the Company (i) her independence with regards to each of the factors referred to in Rule 3.13 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on the Stock Exchange; (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Lin’s independence at the time of her appointment. Ms. Lin has confirmed that she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in September 2024, and (ii) understands her obligations as a director of a listed issuer under the Listing Rules.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed herein, there is no matter relating to the appointment of Ms. Lin that needs to be brought to the attention of the Shareholders, nor is there any information as required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Lin to join the Board.

CHANGES OF COMPOSITION OF BOARD COMMITTEES

Upon the Resignation of Ms. Li Yingkai, she also ceased to be the chairman of the Remuneration Committee, a member of each of the Nomination Committee and the Audit Committee. With effect from 13 September 2024, Ms. Lin has been appointed as the chairmen of the Remuneration Committee, a member of the Nomination Committee and the Audit Committee.

Upon the Resignation and the appointment of Ms. Lin, (i) the Nomination Committee comprises one executive Director, namely Mr. Sun Guangjun, and two independent non-executive Directors, namely Ms. Lin and Mr. Lau Man Tak; (ii) the Audit Committee comprises three independent non-executive Directors, namely Mr. Lau Man Tak, Ms. Lin and Mr. Ngan Wing Ho; and (iii) the Remuneration Committee comprises one executive Director, namely Mr. Sun Guangjun, and two independent non-executive Directors, namely Ms. Lin and Mr. Ngan Wing Ho.

By Order of the Board
Plus Group Holdings Inc.
Mr. Sun Guangjun

Chairman, executive Director and chief executive officer

Hong Kong, 13 September 2024

As at the date of this announcement, the Board comprises Mr. Sun Guangjun as the chairman, an executive Director and chief executive officer, and Mr. Yang Hong as an executive Director, and Mr. Lau Man Tak, Ms. Lin Feng and Mr. Ngan Wing Ho as independent non-executive Directors.