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China Bright Culture Group
煜盛文化集團*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1859)

**(1) CHANGE IN DIRECTORS
AND COMPOSITION OF BOARD COMMITTEES;
AND
(2) ESTABLISHMENT OF THE COMPLIANCE COMMITTEE**

RE-DESIGNATION OF DIRECTORS

The Board announces that with effect from 25 November 2024:

- (i) Mr. Han has been re-designated from an independent non-executive Director to an executive Director and has ceased to be the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee; and
- (ii) Mr. Shan has been re-designated from an independent non-executive Director to an executive Director and has ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

APPOINTMENT OF DIRECTORS

The Board further announces that with effect from 25 November 2024:

- (i) Mr. Tsui has been appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee; and
- (ii) Mr. Hui has been appointed as an independent non-executive Director and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 25 November 2024:

- (i) Mr. To has ceased to be the chairman of the Audit Committee, but remains as a member; and
- (ii) Mr. To has been appointed as the chairman of the Remuneration Committee.

ESTABLISHMENT OF THE COMPLIANCE COMMITTEE

The Board is pleased to announce that it has resolved to establish the Compliance Committee with written terms of reference with effect from 25 November 2024. The Board has appointed Mr. Hui as the chairman of the Compliance Committee, and Mr. Tsui and Mr. To as members of the Compliance Committee.

RE-DESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of China Bright Culture Group (the “**Company**”) announces that Mr. Han Hao (韓浩) (“**Mr. Han**”) and Mr. Shan Yiqi (單亦琦) (“**Mr. Shan**”) have, respectively, been re-designated from an independent non-executive Director to an executive Director with effect from 25 November 2024.

Biographical Details of Mr. Han

Mr. Han, aged 54, was appointed as an independent non-executive Director on 15 March 2024. He currently serves as the vice chairman of the board and the chief executive officer in Beijing Xinyuanli Technology Co., Ltd. (北京新元麗科技有限公司).

From August 1992 to July 2007, Mr. Han worked as a producer in Beijing Radio and Television Station (北京廣播電視台) (formerly known as Beijing Television Station (北京電視台)) and was responsible for the production of many influential TV programs. From July 2007 to April 2019, Mr. Han served as the director (處長) of Beijing Radio, Film and Television Bureau (北京市廣播電影電視局) (now known as Beijing Municipal Radio and Television Bureau (北京市廣播電視局) after reorganization). From April 2019 to November 2021, Mr. Han served as chief planning officer and vice president in Crazy Sports Group Limited (formerly known as V1 Group Limited), the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 82), and was responsible for the formulation and implementation of the development strategy of Crazy Sports Group Limited.

Mr. Han obtained a bachelor's degree in foreign language for specific purposes from the Beijing University of Technology in the PRC in 1992, and a master's degree in television journalism from the Communication University of China (formerly known as Beijing Broadcasting Institute) in the PRC in 2018.

Mr. Han had entered into a service agreement with the Company, pursuant to which Mr. Han shall hold office for an initial term of three years (with effect from 25 November 2024), unless terminated by either party in accordance with the terms thereof. Mr. Han shall be subject to retirement by rotation and eligible for re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Han is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Mr. Han are determined by the Board with the recommendation of the remuneration committee of the Board (the "**Remuneration Committee**") and after taking into account his duties and responsibilities as an executive Director and the prevailing market conditions.

Biographical Details of Mr. Shan

Mr. Shan (also known as Shan Ye (單也)), aged 58 was appointed as an independent non-executive Director on 24 April 2024. He currently serves as the director and general manager of Huoerguosi Primary Entertainment Movie Co., Ltd. (霍爾果斯頭部娛樂影業有限公司) since May 2017.

From May 1995 to November 1999, Mr. Shan served as the art director of Fun Entertainment Limited (天星娛樂有限公司). From March 2003 to July 2006, Mr. Shan served as the co-founder of the Ocean Butterflies Music Pte Ltd. (北京海蝶音樂有限公司). Mr. Shan also served as the general manager in the district of China of Seed Music Limited (種子音樂有限公司中國區) from August 2006 to April 2007 and as the vice president of Ocean Butterflies Music Pte Ltd. (海蝶音樂集團) from 2007 to 2009.

Mr. Shan obtained a bachelor's degree in orchestral instrument majoring in horn from the Central Conservatory of Music in the PRC in 1988.

Mr. Shan had entered into a service agreement with the Company, pursuant to which Mr. Shan shall hold office for an initial term of three years (with effect from 25 November 2024), unless terminated by either party in accordance with the terms thereof. Mr. Shan shall be subject to retirement by rotation and eligible for re-election in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Shan is entitled to a directors' fee of HK\$120,000 per annum. The emoluments of Mr. Shan are determined by the Board with the recommendation of the Remuneration Committee and after taking into account his duties and responsibilities as an executive Director and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Han and Mr. Shan (i) do not hold any other position with the Company or its subsidiaries; (ii) did not hold any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) do not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)).

As at the date of this announcement, Mr. Han and Mr. Shan have no 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).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is also pleased to announce that Mr. Tsui Wing Tak (徐穎德) (“**Mr. Tsui**”) and Mr. Hui Chun Tak (許鎮德) (“**Mr. Hui**”) have been appointed as independent non-executive Directors with effect from 25 November 2024.

Biographical Details of Mr. Tsui

Mr. Tsui, aged 42, has been appointed as an independent non-executive Director with effect from 25 November 2024.

Mr. Tsui was awarded a Bachelor of Business Administration (Honours) in Accounting from Hong Kong University of Science and Technology in November 2004. He was admitted as a Certified Public Accountant and a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants in January 2009 and January 2012, respectively.

Mr. Tsui has more than 20 years of experience in the accounting and corporate field. From August 2004 to January 2012, Mr. Tsui worked in an international accounting firm in Hong Kong with his last position as a manager in auditing. Since January 2012, Mr. Tsui has been the chief executive officer of AE Majoris Advisory Company Limited which is principally engaged in the provision of corporate advisory services.

From July 2013 to August 2014, Mr. Tsui was the company secretary of Noble House (China) Holdings Limited (now known as Zhonghua Gas Holdings Limited) (stock code: 8246), a company listed on GEM of the Stock Exchange. From January 2017 to April 2018, Mr. Tsui was a non-executive director of CCT Land Holdings Limited (now known as GBA Holdings Limited) (stock code: 261), a company listed on the Main Board of the Stock Exchange. From February 2019 to May 2022, Mr. Tsui then served as the non-executive director and company secretary of Jiu Zun Digital Interactive Entertainment Group Holdings Limited (now known as Infinities Technology International (Cayman) Holdings Limited) (stock code: 1961), a company listed on the Main Board of the Stock Exchange. Subsequently from February 2022 to December 2023, Mr. Tsui was appointed as an executive director and chairman of Capital Estate Limited (stock code: 193), a company listed on the Main Board of the Stock Exchange.

Since September 2016, Mr. Tsui has been an executive director of ZXZN Qi-House Holdings Limited (stock code: 8395), a company listed on the GEM of the Stock Exchange. Since August 2017, Mr. Tsui has been the company secretary of Ching Lee Holdings Limited (stock code: 3728), a company listed on the Main Board of the Stock Exchange. Since February 2022, Mr. Tsui has also been the non-executive Director of Star Group Asia Limited (stock code: 1560), a company listed on the Main Board of the Stock Exchange.

Moreover, Mr. Tsui has also been active in the public sector. From November 2016 to June 2019, Mr. Tsui was appointed by the Embassy of the Republic of the Uganda in Beijing as Honorary Trade, Tourism and Investment Consultant/Adviser on China (Hong Kong and Macau SAR). Since December 2019, Mr. Tsui has been appointed as a member of the Chinese People's Political Consultative Conference of Qinzhou City in Guangxi Province in China. In March 2020, Mr. Tsui was appointed by the Ministry of Foreign Affairs and Regional Integration of the Republic of Ghana as Honorary Consul of Ghana in Hong Kong. Since September 2023, Mr. Tsui has been appointed by Home Affairs Department of HKSAR as the team leader of the Eastern District Care Team (Braemar Hill). Since June 2024, Mr. Tsui has also been appointed by the Senior Police Call Honorary Presidents Council of Eastern District as Honorary President.

Mr. Tsui has entered into a letter of appointment with the Company, pursuant to which Mr. Tsui shall hold office as an independent non-executive Director for an initial term of three years (with effect from 25 November 2024), unless terminated by either party in accordance with the terms thereof. Mr. Tsui shall be eligible for re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Tsui is entitled to a directors' fee of HK\$600,000 per annum. The emoluments of Mr. Tsui are determined by the Board with the recommendation of the Remuneration Committee and after taking into account his duties and responsibilities as an independent non-executive Director and the prevailing market conditions.

Biographical Details of Mr. Hui

Mr. Hui, PDSM, aged 61, has been appointed as an independent non-executive Director with effect from 25 November 2024.

Mr. Hui graduated with a master's degree in general management from Macquarie University, Australia in 2005. He had also undertaken many leadership, command and management programmes at the Chinese Academy of Governance, Tsinghua University and the John F. Kennedy School of Government, Harvard University, the United States of America.

Mr. Hui started his police career as an inspector in 1986 and had worked in various key command, operational and management posts. As a superintendent, he was seconded to the office of the Chief Executive of Hong Kong (the “**Chief Executive**”) and served as the Aide-de-Camp to the Chief Executive from 2007 to 2010. He became a directorate officer in 2014 and worked in succession as chief superintendent, Police Public Relations Branch; District Commander, Sham Shui Po Police District; chairman, chief inspector to Superintendent Promotion Board; and finally, the assistant commissioner, Information Systems, in which capacity he retired and received the Police Distinguished Service Medal in 2018.

Mr. Hui is the administration director for Transport International Holdings Limited, a leading public transport operator in Hong Kong and Mainland China (“**TIH**”, stock code: 62). From 1 January 2019 to 19 June 2019, Mr. Hui was appointed executive director of Sun Bus Limited (“**SBL**”). SBL is a wholly-owned subsidiary of TIH. Between 20 May 2020 and 19 July 2024, Mr. Hui was an independent non-executive director, the chairman of the remuneration committee, and a member of the audit committee and the nomination committee of Centenary United Holdings Limited (stock code: 1959). Since December 2021, Mr. Hui has been an independent non-executive director, the chairman of the remuneration committee, and a member of the audit committee, nomination committee and corporate governance committee of MOS House Group Limited (stock code: 1653).

Mr. Hui has entered into a letter of appointment with the Company, pursuant to which Mr. Hui shall hold office as an independent non-executive Director for an initial term of three years (with effect from 25 November 2024), unless terminated by either party in accordance with the terms thereof. Mr. Hui shall be eligible for re-election in accordance with the articles of association of the Company. Pursuant to the letter of appointment, Mr. Hui is entitled to a directors' fee of HK\$600,000 per annum. The emoluments of Mr. Hui are determined by the Board with the recommendation of the remuneration committee of the Company and after taking into account his duties and responsibilities as an independent non-executive Director and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Mr. Tsui and Mr. Hui confirmed that they (i) do not hold any other position with the Company or its subsidiaries; (ii) did not hold any other directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) do not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined in the Listing Rules).

As at the date of this announcement, Mr. Tsui and Mr. Hui have no 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).

Mr. Tsui and Mr. Hui have confirmed that (i) they are independent having regard to each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) they have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect their independence at the time of their appointment.

Save as disclosed above and as at the date of this announcement, based on the best information and knowledge of the Board having made all reasonable enquiries, there is no other matter relating to (i) the re-designation of directorships of Mr. Han and Mr. Shan; and (ii) the appointment of Mr. Tsui and Mr. Hui that needs to be brought to the attention of the shareholders of the Company, nor is there any other information that should be disclosed pursuant to 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. Tsui and Mr. Hui for joining the Company.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the above changes to the Board, with effect from 25 November 2024:

- (i) Mr. Han ceased to be the chairman of the Remuneration Committee and a member of the audit committee of the Board (the “**Audit Committee**”) and the nomination committee of the Board (the “**Nomination Committee**”);
- (ii) Mr. Shan ceased to be a member of the Audit Committee, the Remuneration Committee and the Nomination Committee;
- (iii) Mr. Tsui has been appointed as the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee;

- (iv) Mr. Hui has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee; and
- (v) Mr. To Siu Lun (“**Mr. To**”) ceased to be the chairman of the Audit Committee but remains as a member and has been appointed as the chairman of the Remuneration Committee.

ESTABLISHMENT OF THE COMPLIANCE COMMITTEE

The Board is pleased to announce that it has resolved to establish a compliance committee (the “**Compliance Committee**”) with written terms of reference with effect from 25 November 2024. The Compliance Committee is mainly responsible for formulating and monitoring the Group’s policies and practices on compliance with legal and regulatory requirements and assisting the Board to review the overall corporate governance functions of the Group. The Compliance Committee shall be chaired by an independent non-executive Director; and its members shall comprise the remaining independent non-executive Directors.

The Board has appointed Mr. Hui as the chairman of the Compliance Committee, and Mr. Tsui and Mr. To as members of the Compliance Committee.

Please refer to the term of reference of the Compliance Committee, which has been published on both the websites of the Company and the Stock Exchange.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 31 March 2023 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
China Bright Culture Group
SU Lei
Chairman

Hong Kong, 25 November 2024

As at the date of this announcement, the executive Directors are Mr. SU Lei, Mr. MA Hongsen, Mr. HAN Hao and Mr. SHAN Yiqi, the non-executive Director is Ms. WU Yaping, and the independent non-executive Directors are Mr. TO Siu Lun, Mr. TSUI Wing Tak and Mr. HUI Chun Tak.

* *For identification purpose only*