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YING KEE TEA HOUSE GROUP LIMITED

英記茶莊集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8241)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND (3) COMPLIANCE WITH GEM LISTING RULES REQUIREMENTS

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND POSITIONS OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Director(s)**”) of Ying Kee Tea House Group Limited (the “**Company**”) is pleased to announce that Ms. Hon Yin Wah (“**Ms. Hon**”) has been appointed as an independent non-executive Director, the chairman of the audit Committee (the “**Audit Committee**”), and a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 1 December 2023.

The biographical details of Ms. Hon are set out below:

Ms. Hon, aged 52, graduated from the Hong Kong University of Science and Technology in 1994 with a bachelor’s degree in business administration majored in accounting. Ms. Hon is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Ms. Hon has over 20 years’ experience in accounting and financial management and corporate governance. Prior to joining the Company, Ms. Hon was an audit manager at PricewaterhouseCoopers and senior executives of companies listed on the Stock Exchange or the NASDAQ Stock Market. From July 2021 to August 2022, Ms. Hon was the chief financial officer and company secretary of Shirble Department Store Holdings (China) Limited, a company listed on the Main Board of Stock Exchange (stock code: 0312).

Ms. Hon has entered into a letter of appointment with the Company, for a term of one year commencing from 1 December 2023, renewable automatically for successive terms of one year each thereafter until terminated by not less than two month's written notice served by either party to the other party. Ms. Hon's appointment will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of the Stock Exchange. She shall hold office until the next following annual general meeting of the Company and shall be eligible for re-election at that meeting. Ms. Hon is entitled to receive a fixed annual director's fee of HK\$84,000, which is determined with reference to her qualifications, her duties and expected time commitment to the Company's affairs, the Company's remuneration policy as well as the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Ms. Hon does not (1) hold any other positions in the Company or any of its subsidiaries, (2) have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or other major appointments and professional qualifications, and (4) have, and is not deemed to have, any interests or short positions in any shares or underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information that need to be disclosed pursuant to any of the requirements as set out in Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor is there are any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Ms. Hon for her new appointment.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Immediately after Ms. Hon's appointment, the composition of the Board committees is as follows:

- (1) Audit Committee: Ms. Hon (Chairman), Mr. Lee Wai Ho and Mr. Wong Chee Chung
- (2) Remuneration Committee: Mr. Wong Chee Chung (Chairman), Mr. Lee Wai Ho, Ms. Hon, Mr. Chan Kwong Yuen and Mr. Chan Kun Yuen
- (3) Nomination Committee: Mr. Lee Wai Ho (Chairman), Mr. Wong Chee Chung, Ms. Hon, Mr. Chan Kwong Yuen and Mr. Chan Kun Yuen.

COMPLIANCE WITH GEM LISTING RULES REQUIREMENTS

Reference is made to the announcement of the Company dated 6 September 2023. Pursuant to Rule 5.05(1) of the GEM Listing Rules, the Board must include at least three independent non-executive directors. In addition, pursuant to Rule 5.28 of the GEM Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only and the audit committee must comprise a minimum of three members, at least one of whom shall be an independent non-executive director. The audit committee must also be chaired by an independent non-executive director. Furthermore, according to rules 5.34 and 5.36A of the GEM Listing Rules, every listed issuer must establish a remuneration committee and a nomination committee each comprised of a majority of independent non-executive directors.

Immediately following the appointment of Ms. Hon as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and Nomination Committee, the Board comprises three executive Directors and three independent non-executive Directors. As a result, the Company has complied with Rules 5.05(1), 5.28, 5.34 and 5.36A of the GEM Listing Rules.

By Order of the Board
Ying Kee Tea House Group Limited
Chan Kwong Yuen
Chairman

Hong Kong, 1 December 2023

As at the date of this announcement, the Board comprises Mr. Chan Kwong Yuen, Mr. Chan Kun Yuen and Mr. Chan Shu Yuen as executive Directors of the Company; Mr. Wong Chee Chung, Mr. Lee Wai Ho and Ms. Hon Yin Wah as independent non-executive Directors.

This announcement, for which the Directors of the Company 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 Stock Exchange website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.yingkeetea.com.