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**(i) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(ii) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND (iii) CHANGES TO THE COMPOSITION OF BOARD COMMITTEES**

This announcement is made by Vongroup Limited (the “**Company**”) in accordance with Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Lam Lee G. (“**Dr Lam**”), an independent non-executive Director, chairman of the audit committee of the Company (the “**Audit Committee**”), chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) and member of the nomination committee of the Company (the “**Nomination Committee**”), has tendered his resignation from the Board with effect from 16 February 2024, due to his other business activities.

Dr Lam has confirmed that he has no disagreement with the Board and there is no 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.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Susie Au (“**Ms Au**”) has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 16 February 2024.

The biographical details of Ms Au are as follows:

Ms Au, aged 60, is a senior executive with a degree from the State University of New York. Bringing over 25 years of extensive experience in executive and operational management, she currently serves as a senior management executive, and director of Handmade Films Limited. Her expertise also encompasses evaluating media investments and businesses, devising media and business strategies, overseeing production and execution as well as creative direction. Ms. Au has worked in partnership with corporates and partners, both in Hong Kong and internationally, particularly in live and major events involving entertainment, music and the integration of related technologies.

Save as disclosed above, Ms Au has not held any other directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not hold any position in the Company or other members of the Company’s group.

Ms Au does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Ms Au does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Ms Au has entered into a letter of appointment with the Company for an initial term of one year commencing 16 February 2024 which shall continue thereafter, subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years pursuant to the articles of the Company (the “**Articles**”), unless and until terminated by either Ms Au or the Company by giving notice to the other party in writing. Ms Au shall hold office until the next following annual general meeting of the Company and be eligible for re-election in accordance with the Articles. According to the terms of appointment, Ms Au will receive an annual director’s fee of HK\$100,000. Her remuneration was determined by the Board with reference to her duties and responsibilities as well as her qualifications, experience and the prevailing market conditions, and is subject to review by both the Board and the Remuneration Committee from time to time.

Ms Au confirmed that she has met the independence criteria as set out in Rule 3.13 of the Listing Rules.

CHANGES TO THE COMPOSITION OF BOARD COMMITTEES

Following Dr Lam's resignation, with effect from 16 February 2024, the Board has appointed Fung Ka Keung David as chairman of each of the Audit Committee and the Remuneration Committee; and has appointed Daphne Bontein da Rosa Gohel as member of each of the Nomination Committee and the Remuneration Committee.

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any requirements set out in Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the above that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Dr Lam for his invaluable contributions to the Company during his tenure and to welcome Ms Au on joining the Board.

By Order of the Board
Vongroup Limited
Po In San
Company Secretary

Hong Kong, 16 February 2024

As at the date of this announcement, the Board comprises two executive Directors, namely Vong Tat Leong David and Xu Siping; and three independent non-executive Directors, namely Susie Au, Daphne Bontein da Rosa Gohel and Fung Ka Keung David.

* *For identification purpose only*