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PERFECT GROUP

保發集團

PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED

保發集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3326)

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

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Perfect Group International Holdings Limited (the “**Company**”, together with its subsidiaries the “**Group**”) announces that Mr. Lee Ka Wing (“**Mr. Lee**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”), and a member of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the risk management committee (the “**Risk Management Committee**”) of the Board, all with effect from 30 September 2024, due to his decision to devote more time to his other business commitments. Mr. Lee has confirmed that, in respect of his resignation, (a) he has no claims against the Company; (b) he has no disagreement with the Board; and (c) there is no matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Lee for his valuable contributions to the Group during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Ng Sin Kiu (“**Ms. Ng**”) has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee, all with effect from 30 September 2024.

Set out below is the biography of Ms. Ng:

Ms. Ng, aged 51, has over 20 years of experience in legal practise and, in particular, substantial experience in corporate finance matters. Ms. Ng has been a partner of Watson Farley & Williams LLP since December 2015. Ms. Ng was a partner at Squire Patton Boggs from April 2012 to December 2015, and an assistant solicitor at Paul Hastings from January 2008 to October 2008 and at Gallant (formerly known as Gallant Y.T. Ho & Co) from February 2000 to April 2001. Ms. Ng was an assistant solicitor at Sidley Austin from May 2001 to December 2007 and from October 2008 to December 2009, and a consultant at the same firm from January 2010 to March 2012.

Ms. Ng has been an independent non-executive director of Palasino Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 2536) and principally engaged in gaming and leisure business, since March 2024. Ms. Ng has been an independent non-executive director of Zhongmiao Holdings (Qingdao) Co., Ltd., a company listed on the Stock Exchange (stock code: 1471) and principally engaged in the provision of insurance agency services, since August 2024.

Ms. Ng was a director of the following company prior to its dissolution:

Name of the company	Place of incorporation	Date of dissolution	Means of dissolution	Reasons of dissolution
Gain Pacific Investment Limited	Hong Kong	8 May 2020	Strike-off	Cessation of business

Ms. Ng obtained her bachelor’s degree, postgraduate certificate and master’s degree in laws from The University of Hong Kong in November 1995, June 1996 and December 1999, respectively. Ms. Ng has been a solicitor of the High Court of Hong Kong and of the Greater Bay Area since August 1998 and May 2023, respectively.

Ms. Ng will execute an appointment letter with the Company for a term of three years. Ms. Ng will hold office until conclusion of the coming general meeting of the Company at which she will be eligible for re-election. Thereafter, Ms. Ng will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), and is entitled to receive a director’s fee of HK\$216,000 per annum. Ms. Ng’s remuneration was determined by the Board after considering the recommendation of the Remuneration Committee, which was made after taking into account of the salaries paid by comparable companies, time commitment, her duties and responsibilities at the Company, the Company’s remuneration policy and the average remuneration of all other independent non-executive Directors.

Save as disclosed above, as at the date of this announcement, Ms. Ng does not hold any directorship in any listed public company in Hong Kong and other places in the last three years and does not have any relationship with any other directors, the senior management or the substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Ms. Ng also does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no other information relating to Ms. Ng which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters relating to the appointment of Ms. Ng that needs to be brought to the attention of the shareholders of the Company.

Ms. Ng has confirmed her independence as regards the factors in Rule 3.13 of the Listing Rules and that there are no other factors that may affect her independence at the time of her appointment.

The Board would like to take this opportunity to express its warmest welcome to Ms. Ng.

By order of the Board
Perfect Group International Holdings Limited
Kan Kin Kwong
Chairman

Hong Kong, 30 September 2024

As at the date of this announcement, the executive Directors are Mr. Kan Kin Kwong, Ms. Shek Mei Chun and Mr. Chung Chi Keung; and the independent non-executive Directors are Dr. Ng Wang Pun Dennis, Ms. Ng Sin Kiu, and Mr. Wong Wai Keung Frederick.