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GRAND BRILLIANCE GROUP HOLDINGS LIMITED

君百延集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8372)

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES; AND (3) RE-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.28 and 5.34 OF THE GEM LISTING RULES

The board (the “**Board**”) of directors (the “**Directors**”) of Grand Brilliance Group Holdings Limited (the “**Company**”) hereby announces that Mr. Chiu Fan Wa (“**Mr. Chiu**”) has been appointed as an independent non-executive director of the Company (the “**INED**”) and chairman and member of the audit committee and member of remuneration committee of the Company with effect from 1 June 2025.

Mr. Chiu, aged 60, is a founder and the managing director of Chiu, Choy & Chung C.P.A. Limited, and a partner of F. S. Li & Co. Mr. Chiu graduated from City University of Hong Kong and obtained a Bachelor of Arts (Honours) degree with major in accountancy in 1992 and was awarded a Master of Professional Accounting from The Hong Kong Polytechnic University in 2002. He is a Certified Public Accountant (Practising) in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a fellow member of the Institute of the Chartered Accountants in England and Wales, a fellow member of The Society of Chinese Accountants & Auditors, a fellow member of The Taxation Institute of Hong Kong and a Chartered Tax Advisor.

Pursuant to the appointment letter, the appointment of Mr. Chiu is for a term of three years commencing from 1 June 2025 and can be terminated by either party by giving at least one month’s notice in writing. Mr. Chiu is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. Mr. Chiu’s remuneration is HK\$120,000 per annum, which is commensurate with his duties and responsibilities held and has been reviewed by the remuneration committee and approved by the Board.

Mr. Chiu was an independent non-executive director of Tianda Pharmaceuticals Limited (stock code: 455), a company listed on the Stock Exchange of Hong Kong Limited from 31 March 2009 to 1 July 2023. Save as disclosed above, Mr. Chiu has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling shareholder(s) of the Company for the purpose of the GEM Listing Rules and he has no interests in the shares or underlying shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Mr. Chiu has confirmed that (1) he has satisfied all the independence criteria as set out in Rules 5.09(1) to (8) of the GEM Listing Rules; (2) he has no past or present financial or other interest in the business of the Company or any of its subsidiaries, nor does he have any relationship with any core connected persons (as defined in the GEM Listing Rules) of the Company; and (3) there are no other factors which may affect his independence at the time of his appointment. Having considered all of the above, the Board considers Mr. Chiu to be independent.

Save as disclosed above, there is no other matters relating to his appointment that need to be brought to the attention of the Shareholders of the Company and there is no other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Chiu for joining the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that Mr. Chiu has been appointed as chairman of the audit committee and member of the remuneration committee of the Company following his appointment as independent non-executive director of the Company with effect from 1 June 2025.

RE-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 14 March 2025 concerning resignation of an independent non-executive director. Following the appointment of Mr. Chiu as independent non-executive Directors with effect from 1 June 2025, the Company will re-comply with the following requirements of the GEM Listing Rules that:

- (i) Rule 5.05(1) of the GEM Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors;
- (ii) Rule 5.05(2) of the GEM Listing Rules, which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise;
- (iii) Rule 5.28 of the GEM Listing Rules, which stipulates that every listed issuer must establish an audit committee comprising a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required in Rule 5.05(2) of the GEM Listing Rules, and be chaired by an independent non-executive director; and

- (iv) Rule 5.34 of the GEM Listing Rules, which stipulates that an issuer must establish a remuneration committee chaired by independent non-executive director and comprising a majority of independent non-executive directors.

By order of the Board

Grand Brilliance Group Holdings Limited

Wong Bik Kwan Bikie

Chairman and Chief Executive Officer

Hong Kong, 27 May 2025

As at the date of this announcement, the executive Director is Ms. Wong Bik Kwan Bikie; the non-executive Directors are Dr. Miu Yin Shun Andrew and Mr. Chiu Man Wai; and the independent non-executive Directors are Mr. Ng Leung Sing SBS and JP, Mr. Chow Ming Po Aaron.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 "Latest Listed Company Announcements" page of the website of Stock Exchange (www.hkexnews.hk) for at least seven days from the date of its publication and the website of the Company (www.grandbrilliancegroup.com).