

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



天禧海嘉控股集團有限公司

SKY CHINA FORTUNE HOLDINGS GROUP LIMITED

LISTED ON THE STOCK EXCHANGE OF HONG KONG (STOCK CODE: 141)

(Incorporated in Hong Kong with limited liability)

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

The board (“**Board**”) of directors (“**Directors**”, and each a “**Director**”) of Sky Chinafortune Holdings Group Limited (“**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 31 March 2022, Mr. HU Jianxing (“**Mr. HU**”) has resigned as an independent non-executive Director due to his other business commitments. Following the resignation of Mr. HU, he ceased to be the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company and a member of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company.

Mr. HU has confirmed that he has no disagreement with the Board and he is not aware of any matters that need to be brought to the attention of the shareholders of the Company or to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to express its sincere gratitude to Mr. HU for his invaluable contribution to the Group during his tenure of service.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Mr. HU, the Company fails to meet the requirement of (i) Rule 3.10(1) of the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”) that the Board must include at least three independent non-executive directors; (ii) Rule 3.10A of the Listing Rules which requires the number of independent non-executive directors representing at least one-third of the Board and (iii) Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee.

The Company is in the process of identifying suitable candidate(s) to fill the vacancy of the independent non-executive Director and the membership of the Audit Committee. The Company will use its best endeavours to ensure that a suitable candidate is appointed as soon as practicable in order to ensure compliance with the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the above resignation, the compositions of the Audit Committee, the Remuneration Committee and the Nomination Committee will be changed as follows:

Audit Committee	Mr. TSEUNG Yuk Hei Kenneth (<i>Chairman</i>) Mr. JI Qing
Remuneration Committee	Mr. JI Qing (<i>Chairman</i>) Mr. TSEUNG Yuk Hei Kenneth Mr. GONG Biao
Nomination Committee	Mr. JIANG Tian (<i>Chairman</i>) Mr. TSEUNG Yuk Hei Kenneth Mr. JI Qing

On behalf of the Board
Sky Chinafortune Holdings Group Limited
JIANG Tian
Chairman of the Board

Hong Kong, 31 March 2022

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. JIANG Tian, Ms. HOU Yingxuan, Mr. GONG Biao and Ms. JIANG Jiabao; one non-executive Director, namely, Mr. CHAI Yuet; and two independent non-executive Directors, namely, Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing.