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國浩集團有限公司 Guoco Group Limited

(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF THE BOARD COMMITTEES

The Board announces that with effect from the conclusion of the annual general meeting of the Company held on 13 November 2024:

- (1) Mr. David Michael NORMAN has retired by rotation and stepped down from the Board, and ceased to be a member of each of the Board Audit and Risk Management Committee and the Board Nomination Committee of the Company.
- (2) Ms. Melissa WU Mao Chin has been appointed as an independent non-executive director of the Company, and a member of each of the Board Audit and Risk Management Committee and the Board Nomination Committee of the Company.

The board of directors (the “**Board**”) of Guoco Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces the following changes in directorship and composition of the board committees with effect from the conclusion of the annual general meeting of the Company held on 13 November 2024 (“**AGM**”):

Retirement of Independent Non-executive Director

Mr. David Michael NORMAN (“**Mr. Norman**”), an independent non-executive director (“**INED**”) of the Company, has retired by rotation at the conclusion of the AGM. Mr. Norman has served on the Board for over 11 years and decided not to seek for re-election at the AGM and stepped down from the Board.

Following his retirement, Mr. Norman ceased to be a member of each of the Board Audit and Risk Management Committee (the “**BARMC**”) and the Board Nomination Committee (the “**BNC**”) of the Company.

Mr. Norman confirmed that he has no disagreement with the Board and that there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Norman for his invaluable guidance and contributions to the Group during his tenure of office.

Appointment of INED and Member of both of BARMC and BNC

Ms. Melissa WU Mao Chin (“**Ms. Wu**”) has been appointed as an INED of the Company and a member of each of the BARMC and the BNC with effect from the conclusion of the AGM on 13 November 2024.

Ms. Wu, aged 57, is a Chartered Accountant and started her career with KPMG in the United Kingdom and subsequently transferred to KPMG in Hong Kong in 1993. She became a Partner in the audit practice and specialised in providing audit services to multinational and listed companies in Hong Kong and Mainland China, in particular those in the real estate, consumer and transportation sectors.

In addition to her role as an Audit Partner, she held a number of management positions during her career with KPMG including the Head of People, Head of Audit and Head of Consumer and Industrial Markets. She retired from KPMG in 2020.

Ms. Wu is currently an independent non-executive director of Link Asset Management Limited, the manager of Link Real Estate Investment Trust (listed on the Stock Exchange), and also the Chair of its Audit and Risk Management Committee and a member of its Nomination Committee. She is also an independent non-executive director of HSBC Qianhai Securities Limited.

Ms. Wu graduated from the University of Birmingham in the United Kingdom with a Bachelor of Commerce (Accounting) degree. She is a fellow of both The Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Saved as disclosed above, Ms. Wu had not held any directorship in any other Hong Kong and overseas public listed companies during the past three years prior to her appointment. As at the date of this announcement, she does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

There is no service contract between Ms. Wu and the Company. Ms. Wu's appointment as an INED is not for a specific term of service with the Company but she will be subject to retirement by rotation and re-election at the annual general meetings pursuant to the Bye-Laws and Corporate Governance Code of the Company. She will be entitled to a director's fee (currently HK\$340,000 per annum, with additional fees of HK\$140,000 per annum for acting as members of the BARMC and BNC) which is subject to Shareholders' approval at the annual general meetings of the Company. Such director's fee is at the same rate as that payable by the Company to the other INEDs, which was proposed by the Board with reference to the recommendation from the Board Remuneration Committee of the Company (the "**BRC**"), taking into accounts market benchmarks and the responsibility of the director, and will be subject to review by the BRC annually.

As at the date hereof, Ms. Wu does not have any interest or short position in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571).

Ms. Wu has confirmed that (i) she has met the independence criteria as set out in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no other matter relating to the appointment of Ms. Wu that needs to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Wu to the Board.

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 13 November 2024

As at the date of this announcement, the Board comprises Mr. KWEK Leng Hai as Executive Chairman; Mr. Christian K. NOTHHAFT as Executive Director & CEO; Mr. KWEK Leng San as Non-executive Director; Mr. Lester G. HUANG, SBS, JP, Mr. Paul J. BROUGH and Ms. Melissa WU Mao Chin as Independent Non-executive Directors.