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南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of the directors (the “**Director(s)**”) of Nameson Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Kan Chung Nin, Tony (“**Mr. Kan**”) shall retire from office at the upcoming annual general meeting of the Company to be held on 29 September 2025 (the “**AGM**”) in accordance with the articles of association of the Company. Mr. Kan has informed the Board that he has decided not to offer himself for re-election at the AGM in order to devote more time on his other commitments. With effect from the conclusion of the AGM, Mr. Kan will retire as an independent non-executive Director, and cease to be the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Board.

Mr. Kan has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention to the Shareholders in connection with his retirement. The Board would like to express its sincere gratitude to Mr. Kan for his valuable contribution to the Company during his tenure of office.

In view of Mr. Kan’s pending retirement, the Board proposes to appoint Mr. Sun Po Yuen (孫寶源) (“**Mr. Sun**”) as an independent non-executive Director to fill the casual vacancy on the Board following the retirement of Mr. Kan with effect from the conclusion of the AGM, subject to the approval by the shareholders of the Company (the “**Shareholders**”). Following the approval of his appointment as an independent non-executive Director, Mr. Sun will also act as the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee.

The biographical details of Mr. Sun are as follows:

Mr. Sun, aged 64, is a Justice of the Peace of the Hong Kong Special Administrative Region. Mr. Sun graduated from the Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in 1984 with a Professional Diploma in Accountancy. He is currently a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Upon graduation, Mr. Sun joined PricewaterhouseCoopers and served as a partner at PricewaterhouseCoopers in Hong Kong from 1996 to 2021. During his tenure at PricewaterhouseCoopers, Mr. Sun held various leadership positions in different assurance business units, including institutional group for Hong Kong and Macau, entrepreneurial group for Hong Kong and southern China and capital markets services group for Hong Kong and mainland China. From 2017 to 2021, he concurrently served as Lead Director of both governance boards of PricewaterhouseCoopers China and PricewaterhouseCoopers Asia Pacific and was a member of the global board of PricewaterhouseCoopers. Mr. Sun retired in July 2021. In terms of public service, he has served as a director of the Hong Kong Science and Technology Parks Corporation, the Hong Kong Applied Science and Technology Research Institute Company Limited, and the Estate Agents Authority. Mr. Sun has served as a senior advisor to Chartwell Capital Ltd. since August 2021. In October 2022, he was appointed as a non-executive director of FWD Group Limited and re-designated as independent non-executive director since October 2023 until February 2025 when he retired from the directorship. He has served as an independent non-executive director of Bank of Shanghai (Hong Kong) Limited (a subsidiary of Bank of Shanghai Co., Ltd., a company listed on the Shanghai Stock Exchange under stock code 601229) since April 2023. He has also been appointed as an independent non-executive director of Jolimark Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) under stock code 2028) and Sinofert Holdings Limited (a company listed on the Stock Exchange under stock code 297) since 27 May 2024 and 7 June 2024 respectively.

Mr. Sun served as a member of the Listing Committee of the Stock Exchange from 2009 to 2014 and was appointed as a Justice of the Peace of the Hong Kong Special Administrative Region in 2012. He has been a governance committee member of the Hong Kong Polytechnic University Foundation since 2014. In 2013, he was awarded the Outstanding PolyU Alumni Award by the Hong Kong Polytechnic University, and in 2018, he was conferred a university fellowship by the Hong Kong Polytechnic University.

With nearly four decades of experience in accounting, Mr. Sun has extensive experience working in accounting firm and auditing services for multinational corporations. He is familiar with business logic and regulatory requirements for listed companies, and has a deep understanding of the Hong Kong capital market and the sustainable development of listed companies. Mr. Sun has also been engaged in charity and social service work for a long time, demonstrating good social influence.

Subject to the approval of the Shareholders, Mr. Sun will enter into a letter of appointment with the Company for a term of three years commencing from the date of the AGM and will be subject to retirement by rotation and re-election at least once every three years in accordance with the articles of association of the Company. Mr. Sun will be entitled to a director's fee of HK\$360,000 per annum under the letter of appointment, which was determined by the Board with reference to Mr. Sun's duties and level of responsibilities with the Group for the relevant position.

As at the date of this announcement, Mr. Sun does not have any interest in the shares or underlying shares in 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, during the three years immediately before his proposed appointment, Mr. Sun had not held any directorship in other listed public companies in Hong Kong or overseas or any other major appointments and professional qualifications. Mr. Sun is not related to any Directors, senior management or substantial or controlling shareholders of the Company and did not hold other positions with other members of the Group.

Mr. Sun has confirmed that (i) he has satisfied all the factors for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his proposed appointment.

Save as disclosed above, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Sun as an independent non-executive Director that needs to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

A circular containing, among other things, details of the proposed appointment of independent non-executive director, together with a notice of the AGM, will be dispatched to the Shareholders in due course.

By Order of the Board
Nameson Holdings Limited
Mr. Wong Wai Yue MH
Chairman

26 August 2025

As at the date of this announcement, the Board comprises Mr. Wong Wai Yue MH (Chairman), Mr. Man Yu Hin (Chief Executive Officer), Mr. Wong Ting Chun and Mr. Li Po Sing, as executive Directors of the Company; and Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Kan Chung Nin, Tony SBS, JP, Mr. Fan Chun Wah, Andrew JP and Mr. Ip Shu Kwan, Stephen GBS, JP as independent non-executive Directors of the Company.