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JOLIMARK HOLDINGS LIMITED

映美控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2028)

CHANGE OF DIRECTORS

The board of directors (the “**Board**”) of Jolimark Holdings Limited (the “**Company**”) announces the following changes to the Board.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the circular of the Company dated 29 April 2024 where it was disclosed that at the annual general meeting of the Company to be held on 27 May 2024 (the “**AGM**”), Dr. Zhong Xiaolin (“**Dr. Zhong**”), an independent non-executive director, will retire and will not seek re-election. As such, upon conclusion of the AGM, Dr. Zhong has retired as independent non-executive director of the Company and member of each of the audit committee, the remuneration committee and the nomination committee of the Board.

Dr. Zhong has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement as independent non-executive director that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Dr. Zhong for his past service to the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces the appointment of Mr. Sun Po Yuen (“**Mr. Sun**”), as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Board with effect from the conclusion of the AGM on 27 May 2024.

Mr. Sun, aged 63, had been an audit partner with PricewaterhouseCoopers (“PwC”) in Hong Kong for 25 years until July 2021. He held various leadership positions in different assurance business units, including the institutional group for Hong Kong and Macau, the entrepreneurial group for Hong Kong and Southern China and the capital markets services group for Hong Kong and Mainland China. He acted as Lead Director of both governance boards of PwC China and PwC Asia Pacific and was a member of the global board of PwC.

Mr. Sun was a member of the Listing Committee of the Stock Exchange of Hong Kong Limited from 2009 to 2014. He was a director of the Hong Kong Science and Technology Parks Corporation and chairman of its audit committee from 2012 to 2018, a director of the Hong Kong Applied Science and Technology Research Institute Company Limited and chairman of its audit committee from 2007 to 2012 and a director of the Estate Agents Authority and a member of its disciplinary committee and finance and strategic development committee respectively from 2006 to 2010. Mr. Sun previously served as Chairman in 2001/02 of the Association of Chartered Certified Accountants (ACCA), Hong Kong Branch. He was appointed by the Hong Kong SAR Government as a Justice of the Peace in 2012.

Mr. Sun was appointed as non-executive director of FWD Group Holdings Ltd. in October 2022, and was redesignated as independent non-executive director in October 2023. In April 2023, he was appointed an independent non-executive director of Bank of Shanghai (Hong Kong) Limited, which is a restricted licensed bank in Hong Kong and a wholly-owned subsidiary of Bank of Shanghai, whose A shares are listed on the Shanghai Stock Exchange. He serves as a Senior Advisor of Chartwell Capital Limited since August 2021. Mr. Sun is also a governing committee member of the Hong Kong Polytechnic University Foundation since 2014 and previously the vice-chairman of the Outstanding PolyU Alumni Association from 2020 to 2022. He was awarded the Outstanding PolyU Alumni Award in 2013 and was conferred a university fellowship by the Hong Kong Polytechnic University in 2018. Mr. Sun obtained Professional Diploma in Accountancy from Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in November 1984 and became a member of Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) since June 1988 and a fellow member of ACCA since May 1993.

The Company has entered into an appointment letter with Mr. Sun for a period of three years, and Mr. Sun is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Sun will receive an annual director’s emolument of HK\$240,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market rate. The appointment letter can be terminated by either party by giving the other three months’ notice in advance.

As at the date of this announcement, Mr. Sun is not interested in any shares or any other interest (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the securities of the Company. Save as disclosed, Mr. Sun has not been a director of any listed companies in Hong Kong or overseas in the past three years and he has no relationship with any directors, senior management or substantial shareholders of the Company.

Mr. Sun has confirmed (a) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange; (b) that he 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 persons (as such term is defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

Mr. Sun has not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to his appointment as independent non-executive director that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

By order of the Board
Jolimark Holdings Limited
Au Pak Yin
Chairman

Hong Kong, 27 May 2024

As at the date of this announcement, the executive directors of the Company are Mr. Au Pak Yin and Mr. Au Kwok Lun, the non-executive director of the Company is Mr. Ou Guo Liang; and the independent non-executive directors of the Company are Ms. Kan Lai Kuen, Alice, Mr. Sun Po Yuen and Mr. Yeung Kwok Keung.