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KOS International Holdings Limited

高奧士國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8042)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND CHANGE OF THE BOARD COMMITTEES CHAIRMEN

The Board hereby announces that, with effect from 1 February 2021:

- (1) Mr. Wang Ho Pang resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of Audit Committee and Remuneration Committee;
- (2) Dr. Lau Kin Shing Charles was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of Audit Committee and Nomination Committee; and
- (3) Mr. Tong Kam Piu, an existing independent non-executive Director, was appointed as the chairman of the Nomination Committee, and ceased to be the chairman of the Remuneration Committee but shall continue to serve as a member of the Remuneration Committee.

The board (the “**Board**”) of directors (the “**Directors**”) of KOS International Holdings Limited (the “**Company**”) is pleased to announce the following changes of independent non-executive Directors and composition of board committees with effect from 1 February 2021:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

Mr. Wang Ho Pang (“**Mr. Wang**”) resigned as an independent non-executive Director, the chairman of the nomination committee of the Company (the “**Nomination Committee**”) as well as a member of the audit committee (the “**Audit Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company in order to devote more time on his other work commitments, with effect from 1 February 2021. Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which need to be brought to the attention of the

shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang for his valuable contribution during his tenure of services.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

Dr. Lau Kin Shing Charles (“**Dr. Charles Lau**”) was appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of the Audit Committee and Nomination Committee with effect from 1 February 2021.

The biographical details of Dr. Charles Lau are set out below:

Dr. Charles Lau, aged 65, possesses about 35-year executive experiences in corporate control, financial management, risk management and internal control gained from international listed companies. Dr. Charles Lau has been appointed as an executive director of Sitoy Group Holdings Limited (Stock Code: 1023) (“**Sitoy**”) from 1 June 2017, and he is responsible for the development of the retail business. He was also the chief financial officer of Sitoy and its subsidiaries between August 2015 and September 2020, and was the company secretary and authorised representative of Sitoy between November 2016 and September 2020, and was responsible for the overall financial management and reporting, internal control, risk management, day-to-day financial administration, and for supporting the development of retail business and corporate governance. Before joining Sitoy in 2015, he held key corporate executive positions in various conglomerates, including: vice president of China Resources Beer (Holdings) Company Limited (Stock Code: 291, formerly known as China Resources Enterprise, Limited), deputy head of internal audit for Hutchison Whampoa Limited, executive director and chief investment officer of China Public Procurement Limited (Stock Code: 1094), and chief financial officer and company secretary of Miramar Hotel and Investment Company, Limited (Stock Code: 71).

Dr. Charles Lau holds a Doctorate degree in Business Administration from the Newcastle University of Australia, Master degree in Information System Management from the National University of Ireland, and a Bachelor degree in Accounting from the Curtin University of Technology, Australia. He is a Chartered Accountant (New Zealand & Australia), Certified Internal Auditor (US), and also a fellow member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia.

The Company has entered into a letter of appointment with Dr. Charles Lau for a term of three years commencing from 1 February 2021, which may be terminated by either party of giving not less than three months’ prior notice in writing and is subject to termination provisions therein. Dr. Charles Lau is also subject to retirement and re-election in accordance with the articles of association of the Company (the “**Articles**”), the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) and any applicable laws from time to time, and he shall hold office until the first general meeting of the Company after his appointment and be eligible for re-election at the meeting in accordance with the Articles. Pursuant to the letter of appointment, Dr. Charles Lau is entitled to a fee of HK\$120,000 per annum, which was determined by the Board with reference to recommendation of the Remuneration Committee based on the prevailing market conditions, his qualifications and experience together with his duties and responsibilities in the Company.

Save as disclosed above, Dr. Charles Lau has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company. As at the date of this announcement, Dr. Charles Lau does not have any interest in the shares of 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, there is no information relating to Dr. Charles Lau that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters in relation to the appointment of Dr. Charles Lau as a Director that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Dr. Charles Lau to join the Board.

CHANGE OF THE BOARD COMMITTEES CHAIRMEN

Following the above changes, with effect from 1 February 2021, Mr. Tong Kam Piu, an existing independent non-executive Director and the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee, was appointed as the chairman of the Nomination Committee, and ceased to be the chairman of the Remuneration Committee but shall continue to serve as a member of the Remuneration Committee.

With effect from 1 February 2021, the composition of the board committees shall be as follows:

- (1) the Audit Committee comprises three independent non-executive Directors, namely Mr. Tong Kam Piu, Mr. Poon Kai Kin (as chairman) and Dr. Lau Kin Shing Charles;
- (2) the Remuneration Committee comprises three independent non-executive Directors, namely Mr. Tong Kam Piu, Mr. Poon Kai Kin and Dr. Lau Kin Shing Charles (as chairman); and
- (3) the Nomination Committee comprises three independent non-executive Directors, namely Mr. Tong Kam Piu (as chairman), Mr. Poon Kai Kin and Dr. Lau Kin Shing Charles.

Please refer to the Company's 2019 annual report and the Company's prospectus dated 28 September 2018 for the biography of Mr. Tong Kam Piu.

By Order of the Board
KOS International Holdings Limited
Chan Ka Kin Kevin
Chairman

Hong Kong, 1 February 2021

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chan Ka Kin Kevin (Chairman), Mr. Chan Ka On Eddie and Mr. Chan Ka Shing Jackson; and three independent non-executive Directors, namely, Mr. Tong Kam Piu, Mr. Poon Kai Kin and Dr. Lau Kin Shing Charles.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, 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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its publication and on the Company’s website at www.kos-intl.com.