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HM International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8416)

RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board hereby announces that, with effect from 31 December 2024:

- (1) Mr. Wan Chi Wai Anthony will resign as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee, and the chairman of the Nomination Committee; and
- (2) Ms. Chow Yuen Kwan will be appointed as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee, and the chairlady of the Nomination Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of HM International Holdings Limited (the “**Company**”) hereby announces that, Mr. Wan Chi Wai Anthony (“**Mr. Wan**”) will resign from the positions of an independent non-executive Director, a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company, and the chairman of the nomination committee (the “**Nomination Committee**”) of the Company with effect from 31 December 2024 due to his personal endeavors.

Mr. Wan has confirmed that he has no disagreement with the Board, and there is no other matter in relation to his resignation which needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During his tenure, Mr. Wan was diligent and dedicated to his duties, and made valuable contributions to the development and governance of the Company. The Company would like to express its sincere gratitude to Mr. Wan.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that further to the resolution of the Board, it was resolved that Ms. Chow Yuen Kwan (“**Ms. Chow**”) be appointed as an independent non-executive Director, a member of each of the Audit Committee and the Remuneration Committee, and the chairlady of the Nomination Committee with effect from 31 December 2024.

BIOGRAPHICAL DETAILS OF MS. CHOW

Ms. Chow, aged 46, has been a partner of Howse Williams since 2021, specialising in initial public offerings, mergers and acquisitions, corporate restructurings and general corporate and commercial matters. From 2004 to 2021, Ms. Chow served as solicitor and held various positions in a number of sizable and international law firms. Ms. Chow obtained a bachelor’s degree in laws and a master’s degree in commercial and international law from The University of Sheffield, and a postgraduate certificate in laws from The University of Hong Kong. Ms. Chow has been admitted as a solicitor by the High Court of Hong Kong since 2004.

Ms. Chow will hold office until the first general meeting of the Company after her appointment and be subject to re-election at such meeting; and thereafter will be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the articles of association of the Company. Ms. Chow has entered into a letter of appointment with the Company for a term of three years, which may be terminated by either party by giving not less than three months’ written notice. Pursuant to her letter of appointment, Ms. Chow is entitled to receive an annual remuneration of HK\$120,000, which is determined after considering a range of factors, including remuneration paid by comparable companies, time commitment, duties and responsibilities of Ms. Chow, the Company’s performance and profitability, and prevailing market benchmark. Her future remuneration will be subject to review by the Remuneration Committee from time to time pursuant to the power conferred to it by the Board.

As at the date of this announcement, save as disclosed above, Ms. Chow (i) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company; (iii) does not hold any position in the Company and other companies within the Group; and (iv) 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).

Ms. Chow has confirmed that (i) she has satisfied all the criteria for independence set out in Rule 5.09 (1) to (8) of the GEM Listing Rules; (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 persons (as defined in the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

As at the date of this announcement, save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company in relation to the appointment of Ms. Chow.

The Company would like to welcome Ms. Chow to join the Board.

By order of the Board
HM International Holdings Limited
Yu Chi Ming
Chairman and Executive Director

Hong Kong, 27 December 2024

As at the date of this announcement, the executive directors of the Company are Mr. Yu Chi Ming, Mr. Chan Wai Lin and Ms. Chan Wai Chung Caroline; and the independent non-executive directors of the Company are Mr. Choi Hon Ting Derek, Mr. Ng Jack Ho Wan and Mr. Wan Chi Wai Anthony.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, 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 is published on the GEM website at “www.hkgem.com” and will remain on its “Latest Listed Company Information” page for at least seven days from the date of publication. This announcement will also be published on the Company’s website at “www.hetermedia.com”.