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JLOGO HOLDINGS LIMITED

聚利寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8527)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”, and each of them a “**Director**”) of JLogo Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, with effect from 21 March 2024, Mr. CHAN Chun Kit (“**Mr. Chan**”) were appointed as an independent non-executive Director.

Mr. Chan has also been appointed as the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of the Board.

The biographical detail of Mr. Chan is as follows:

Mr. Chan Chun Kit, aged 41, is a certified public accountant with over 16 years’ experience in financial reporting, financial management, corporate governance and audit in several listed companies and professional firm. Currently, he is a corporate financial consultant for various Hong Kong Special Administrative Region, the People’s Republic of China and overseas listed and private companies.

In the past, he had held chief finance in-charge positions in two listed companies on the Mainboard of Singapore Stock Exchange (“**SGX-ST**”) for 9 years. Between 2011 to 2020, he has been the chief financial officer at Sino Grandness Food Industry Group Limited (2020), and Chief Financial Officer and company secretary at China Flexible Packaging Holdings Limited (between 2011 to 2018). Prior to these roles and positions, he had worked at an international audit firm, BDO Limited in Hong Kong from 2007 to 2011 as an auditor.

Mr. Chan had previously served as an independent non-executive director for various listed companies including (i) GS Holdings Limited (listed on SGX-ST; code: 43A.SI) from 2019 to 2022 (ii) Universe Printshop Holdings Limited (listed on the Hong Kong Stock Exchange Limited (“SEHK”); code: 8448.HK) from 2017 to 2022 (iii) Raffles Financial Group Limited (listed on the Canadian Securities Exchange; code: RICH.CNSX) from 2020 to 2021; and (iv) Shenzhen Mingwah Aohan High Technology Corporation Limited (previously listed on SEHK: code 8301.HK and delisted from 6 December 2021) from 2020 to 2021.

During the tenure of Mr. Chan as a director of GS Holdings Limited, such company and the board of directors thereof was held by the SGX-ST to have breached Catalist Rule 719(1), by failing to put in place adequate and effective systems of internal controls and risk management systems, and the SGX-ST therefore decided to issue a private warning to each of such company and the relevant board members respectively.

Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. He is also a Chartered Governance Professional and Chartered Company Secretary, as well as a member of The Hong Kong Chartered Governance Institute. He graduated from the Hong Kong Polytechnic University with a Master’s Degree in Corporate Governance and a Bachelor Degree in Accountancy.

Mr. Chan has entered into a letter of appointment dated 21 March 2024 with the Company for an initial term of 3 years commencing from 21 March 2024, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company, and is entitled to a remuneration of S\$40,000 per annum.

Save as disclosed above, to the best knowledge of the Directors, as at the date of this announcement, Mr. Chan does not:

- (a) hold any interests 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);
- (b) have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company;
- (c) hold any other positions with the Company or other members of the Group; and
- (d) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chan has confirmed that he met the independence criteria as set out in Rule 5.09 of the Rules Governing the Listing of Securities on GEM of the SEHK (the “**GEM Listing Rules**”). Save as disclosed above, there is no other information in relation to the appointment of Mr. Chan which is required to be disclosed nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 17.50(2) of the GEM Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the appointment of Mr. Chan, the Board further announces that Mr. John Chi Chung MAN, an independent non-executive Director, has been appointed as chairman of Remuneration Committee with effect from 21 March 2024.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the appointment of Mr. Chan, the Company meets the requirements that (i) at least one of the independent non-executive director who have appropriate qualifications or accounting or related finance management expertise on the Board under Rules 5.05(2); (ii) the independent non-executive directors representing at least one-third of the Board under Rules 5.05A; (iii) the audit committee comprise at least one of whom is independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise under Rule 5.28; and (iv) the remuneration committee and nomination committee must comprise a majority of independent non-executive director under Rules 5.34 and 5.36A of the GEM Listing Rules. As a result, the Company still fail to meet:

- (1) the requirement under Rule 5.05(1) of the GEM Listing Rules which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors; and
- (2) the requirement under Rule 5.28 of the GEM Listing Rules, which stipulates that the audit committee must comprise a minimum of three members.

The Board would like to take this opportunity to welcome Mr. Chan for joining the Board and will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and in any event within three months from the first day of non-compliance in order to ensure compliance by the Company with the requirements under the GEM Listing Rules. The Company will make further announcement as soon as practicable after the appointment of the new independent non-executive Director.

By order of the Board of
JLogo Holdings Limited
Ms. LOW Yeun Ching @Kelly Tan
Chairlady and Chief Executive Officer

Hong Kong, 21 March 2024

As at the date of this announcement, the executive Directors are Ms. LOW Yeun Ching @Kelly Tan, Mr. Sean LOW Yew Hong, Mr. CHIU Ka Wai and Mr. Wu Guangliang; and the independent non-executive Directors are Mr. John Chi Chung MAN and Mr. CHAN Chun Kit.

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 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 in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at www.jlogoholdings.com.