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## **SFUND INTERNATIONAL HOLDINGS LIMITED**

### **廣州基金國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1367)**

## **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES;**

**AND**

## **(2) NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE MAIN BOARD LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of SFund International Holdings Limited (the “**Company**”) announces that Mr. Fok Ho Yin, Thomas (“**Mr. Fok**”) has tendered his resignation as an independent non-executive Director of the Company with effect from 20 June 2022 due to his intention to focus on other business engagements (the “**Resignation**”). Following the Resignation, Mr. Fok has ceased to be the chairman of each of the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) and a member of the corporate governance committee of the Company (the “**Corporate Governance Committee**”).

Mr. Fok has confirmed to the Board that he does not have any disagreement with the Board and there is no other matter relating to the Resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to thank Mr. Fok for his valuable contribution towards the Company during his tenure of office.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the Resignation:

- (i) Mr. Chan Wai Cheung, Admiral, an existing independent non-executive Director, has been appointed as the chairman of the Nomination Committee with effect from 20 June 2022 to fill the vacancy left by Mr. Fok;
- (ii) Mr. Lam Ho Pong, an existing independent non-executive Director, has been appointed as the chairman of the Remuneration Committee with effect from 20 June 2022 to fill the vacancy left by Mr. Fok; and
- (iii) Mr. Lin Qiansheng, an existing executive Director, has been appointed as a member of each of the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee with effect from 20 June 2022 to fill the vacancy left by Mr. Fok.

## **NON-COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE MAIN BOARD LISTING RULES AND TERMS OF REFERENCE OF COMMITTEES**

Following the Resignation:

- (a) the number of independent non-executive Directors fell below the minimum number required under Rules 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); and
- (b) no chairman and the number of members of the Audit Committee fell below the minimum number required under Rule 3.21 of the Listing Rules and the terms of reference of the Audit Committee.

The Company will endeavour to identify suitable candidate(s) to fill up the aforesaid vacancies as soon as practicable and, in any event, within three months from the effective date of the Resignation as required under Rules 3.11 and 3.23 of the Listing Rules. Further announcement will be made by the Company upon fulfillment of such requirements.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 8 February 2021, and will remain suspended until further notice.

**Shareholders and potential investors of the Company are reminded to exercise caution when dealing with the Shares.**

By order of the Board  
**SFund International Holdings Limited**  
**Cui Lei**  
*Chief Executive Officer*

Hong Kong, 24 June 2022

*As at the date of this announcement, the executive Directors are Mr. Lin Qiansheng, Mr. Cui Lei, Mr. Chen Zifeng, Ms. Wang Jing, Mr. Lam Kwan Sing and Mr. Hon Ming Sang and the independent non-executive Directors are Mr. Chan Wai Cheung, Admiral and Mr. Lam Ho Pong.*