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**天譽置業(控股)有限公司**  
**SKYFAME REALTY (HOLDINGS) LIMITED**

*(Provisional Liquidators Appointed)*

*(For Restructuring Purposes)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,  
5367, 5379, 5567, 5602, 5626 and 5855)**

**(1) RESIGNATION OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS  
AND  
(2) NON-COMPLIANCE WITH LISTING RULES**

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS  
OF THE COMPANY**

The board of directors (the “**Board**”) of Skyfame Realty (Holdings) Limited (the “**Company**”) announces that:–

- (i) Mr. Fong Wai Ho (“**Mr. Fong**”) has resigned as independent non-executive director of the Board. Mr. Fong also ceased to be the chairman of the Audit Committee and the member of each of the Remuneration Committee, Nomination Committee and Risk Management Committee due to his desire to devote more time to his other personal commitments;
- (ii) Ms. Cheung Wing Ka (“**Ms. Cheung**”) has resigned as independent non-executive director of the Board. Ms. Cheung also ceased to be the chairlady of the Remuneration Committee and the member of each of the Audit Committee, Nomination Committee and Risk Management Committee due to her desire to devote more time to her other personal commitments; and

- (iii) Mr. Huang Ping (“**Mr. Huang**”) has resigned as independent non-executive director of the Board. Mr. Huang also ceased to be the member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee due to his desire to devote more time to his other personal commitments.

All the above resignations are effective from 26 August 2025.

Mr. Fong and Ms. Cheung have confirmed that except for the outstanding director’s fee as specified in the director’s appointment letter, they have no disagreement with the Board and there is no outstanding matter in respect of their resignations that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

Mr. Huang has confirmed that he has no disagreement with the Board and there is no outstanding matter in respect of their resignations that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Fong, Ms. Cheung and Mr. Huang for their valuable contribution to the Company during the tenure of their office.

## **(2) NON-COMPLIANCE WITH THE LISTING RULES**

Following the resignations of Mr. Fong, Ms. Cheung and Mr. Huang as Independent Non-executive Directors of the Company, there is no Independent Non- executive Director in the Board, Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee. As a result, the Company fails to meet:

- (i) the requirement under Rule 3.10(1) of the Listing Rules, which stipulates that every board of directors of a listed issuer must include at least three independent non-executive directors;
- (ii) the requirement under Rule 3.10(2) of the Listing Rules, which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise;

- (iii) the requirement under Rule 3.10A of the Listing Rules, which stipulates that an issuer must appoint independent non-executive directors representing at least one-third of the board.
- (iv) the requirement under Rule 3.21 of the Listing Rules, which stipulates that the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (v) the requirement under Rule 3.25 of the Listing Rules, which stipulates that the remuneration committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors; and
- (vi) the requirement under Rule 3.27A of the Listing Rules, which stipulates that an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

The Company is in the process of identifying potential candidates to fill the vacancy of the Independent Non-executive Director as soon as possible within three months from the effective date of resignations of Mr. Fong, Ms. Cheung and Mr. Huang pursuant to Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company upon such appointment.

By order of the Board  
**Skyfame Realty (Holdings) Limited**  
(Provisional Liquidators Appointed)  
(For Restructuring Purposes)  
**LIANG Zhenjie**  
*Chairman*

Hong Kong, 26 August 2025

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. LIANG Zhenjie (Chairman), Mr. SIT Hon Wing and Mr. CHOW Wah Hung.*