

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Khoon Group Limited

坤集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 924)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH THE LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Khoon Group Limited (the “**Company**”) hereby announces that Ms. Fang Lihua Ruby (“**Ms. Fang**”) has tendered her resignation as an independent non-executive Director, a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 5 January 2026 due to her decision to devote more time to her personal and other business commitments. Ms. Fang has confirmed that she has no disagreement with the Board, and there is no other matter in relation to her resignation which needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Ms. Fang, the Board comprises two independent non-executive Directors. As a result of the foregoing, the Company is unable to meet the requirements under (i) Rules 3.10(1) of the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”) that the Board must include at least three independent non-executive directors; (ii) Rule 3.21 of the Listing Rules that the audit committee of the Company must comprise a minimum of three members; and (iii) code provision B.3.5 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules that the Company should appoint at least one director of a different gender to the nomination committee.

The Board will make its best endeavours to identify suitable candidate to fill the vacancy as soon as practicable and in any event within three months from the date of resignation of Ms. Fang to meet the above requirements.

The Company will make further announcement(s) as and when appropriate. The Company would like to express its sincere gratitude to Ms. Fang for her valuable contribution to the Company during her tenure.

By order of the Board of
Khoon Group Limited
Tseung Choi Wing Queenie
Executive Director

Hong Kong, 5 January 2026

As at the date of this announcement, the Board comprises one executive director, namely Ms. Tseung Choi Wing Queenie; and two independent non-executive directors, namely Mr. Fok Wai Hung and Mr. So Chi Kai.