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Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

APPOINTMENT OF DIRECTORS, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND OTHER IMPORTANT EXECUTIVE FUNCTIONS AND RESPONSIBILITIES OF MEMBERS OF THE BOARD

SUMMARY

The Board is pleased to announce that, following the conclusion of the AGM held on, and with effect from, 10 June 2022:

- (1) Mr Chan Kin Chung (陳建中) has been appointed as non-executive Director and the new Chairman of the Board;
- (2) Mr Chan William (陳沛衡) has been appointed as independent non-executive Director, who will also serve as a member of the audit committee, the chairman of the remuneration committee and a member of the nomination committee of the Board; and
- (3) Ms Ng Ting On Polly (伍庭安) has been appointed as the new Company Secretary to, and will act as the authorised representative of the Company as required under Rule 24.05(2) of the GEM Listing Rules and under Part 16 of the Companies Ordinance.

Reference is made to the announcement of Janco Holdings Limited (the “**Company**”) dated 10 June 2022 (the “**AGM Poll Results Announcement**”) in relation to, among others, the poll results of the annual general meeting of the Company held on 10 June 2022 (the “**AGM**”) and the retirement of the Retired Directors (referred to in the AGM Poll Results Announcement) with effect from the conclusion of the AGM.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company (together with its subsidiaries, the “**Group**”) is pleased to announce the appointment of new Directors and the changes of important executive functions and responsibilities of members of the Board following the conclusion of the AGM as stated below.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Following the conclusion of the AGM held on, and with effect from, 10 June 2022, Mr Chan Kin Chung (陳建中) (“**Mr Chan**”) has been appointed as non-executive Director and the new Chairman of the Board.

The biographical details and other information of Mr Chan are set out below:

Mr Chan, aged 37, holds a BBA (Bachelor of Business Administration) in Business Economics & Finance from City University of Hong Kong and a Master’s Degree in Corporate Finance from The Hong Kong Polytechnic University.

Mr Chan is the founder of Reitar LogTech Group, a Property + Logistics Technology (PLT) solution platform, matching Capital, Integrated Logistics Services and Commercial Users together under a modern supply chain ecosystem, and is currently the managing director of Reitar Logtech Group Limited. He is also the founder of Comboxx Group, a logistics technology company dedicated to developing the largest fully automated warehouse with the application of automation, AI and blockchain technology. He is also the founder and chief investment officer of Star Capital Group Limited, a private equity company, which focuses on the investments in real estate projects and technology ventures. Mr Chan has over 15 years of professional experience in corporate finance, asset management and real estate project investment.

Mr Chan has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for an initial term of one year commencing on 10 June 2022, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either the Company or Mr Chan by giving at least three months’ written notice before the expiry of the then existing term. Mr Chan is also subject to retirement by rotation and re-election in accordance with the provisions of the Company’s articles of association.

As a non-executive Director and the Chairman of the Board, Mr Chan is entitled to an annual remuneration of HK\$600,000. He is also entitled to be reimbursed for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board (upon recommendation of the remuneration committee) from time to time. Mr Chan’s remuneration package is determined by the Board according to the Group’s policy on Directors’ and senior management’s remuneration (having considered such factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions).

As at the date of this announcement and save as disclosed above, Mr Chan:

- (i) did not have any interest in any shares in the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “SFO”));
- (ii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and other members of the Group;
- (iv) did not hold any directorships in any listed public companies in the last three years; and
- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

Save for the information disclosed above, there is no other information relating to Mr Chan that is required to be disclosed pursuant to Rule 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.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following the conclusion of the AGM held on, and with effect from, 10 June 2022, Mr Chan William (陳沛衡) (“**Mr W Chan**”) has been appointed as independent non-executive Director, who will also serve as a member of the audit committee, the chairman of the remuneration committee and a member of the nomination committee of the Board.

The biographical details of Mr W Chan are set out below:

Mr Chan William (陳沛衡), aged 44, obtained a Bachelor Degree in Business Administration in Accounting from Lingnan University in November 2000. He has been an associate member of the Taxation Institute of Hong Kong since September 2010 and is a practising member of The Hong Kong Institute of Certified Public Accountants.

Mr W Chan has over 20 years of experience in auditing, accounting and taxation and is the founder of Wall CPA Limited in April 2016 and since then its managing director. Prior to founding Wall CPA Limited, Mr W Chan had worked in Crowe Horwath (HK) CPA Limited as a senior audit manager from February 2009 to April 2016 and in the assurance department of PricewaterhouseCoopers from December 2003 to February 2009, where he was responsible for various audit, merger and acquisition and initial public offering assignments for clients from various backgrounds, including some highly specialised industries such as telecommunication, banking, mining, petroleum, gaming, agriculture, education, etc. The experience Mr W Chan has gained throughout his career has developed his diverse, in-depth and up-to-date knowledge in the current business world and capital market.

Mr W Chan is currently an independent non-executive director and the chairman of the audit committee of JTF International Holdings Limited, a GEM-listed issuer (stock code: 8479).

Mr W Chan has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company for an initial term of one year commencing on 10 June 2022, renewable automatically for successive terms of one year upon expiry of the then current term of his appointment, unless terminated by either the Company or Mr W Chan by giving at least three months’ written notice before the expiry of the then existing term. Mr W Chan is also subject to retirement by rotation and re-election in accordance with the provisions of the Company’s articles of association.

As an independent non-executive Director, a member of the audit committee, the chairman of the remuneration committee and a member of the nomination committee of the Board, Mr W Chan is entitled to an annual remuneration of HK\$300,000. He is also entitled to be reimbursed for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance of his duties to the Company, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr W Chan’s remuneration package is determined by the Board according to the Group’s policy on the Directors’ and senior management’s remuneration (having considered such factors including his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions).

Mr W Chan has confirmed to the Company, and the Board has also considered, that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

As at the date of this announcement and save as disclosed above, Mr W Chan:

- (i) did not have any interest in any shares in the Company (within the meaning of Part XV of the SFO);
- (ii) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (iii) did not hold any other positions with the Company and other members of the Group;
- (iv) did not hold any directorships in any listed public companies in the last three years; and
- (v) had not been involved in any of the matters mentioned under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Save for the information disclosed above, there is no other information relating to Mr W Chan’s appointment that is required to be disclosed pursuant to Rule 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.

APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

With effect from 10 June 2022, Ms Ng Ting On Polly (伍庭安) (“**Ms Ng**”) has been appointed as the company secretary, an authorized representative of the Company as required under Rule 24.05(2) of the GEM Listed Rules and under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”).

Ms Ng holds a Bachelor Degree in Laws and a Master Degree in Laws from the University of Hong Kong. She is a practising solicitor in Hong Kong in the field of commercial and corporate finance.

NOTE OF WELCOME

The Board would like to express its warmest welcome to Mr Chan, Mr W Chan and Ms Ng in joining the Company.

By order of the Board
Janco Holdings Limited
Ng Chin Hung
Executive Director and Chief Executive Officer

Hong Kong, 10 June 2022

As at the date of this announcement, the executive Directors are Mr Ng Chin Hung (Chief Executive Officer) and Mr Cheng Tak Yuen; the non-executive Director is Mr Chan Kin Chung (Chairman) and the independent non-executive Directors are Mr Lee Kwong Chak, Bonnio, Mr Kwan Chi Hong and Mr Chan William.

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 herein or this announcement misleading.

This announcement will remain on the GEM's website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at www.jancofreight.com.