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## **SH GROUP (HOLDINGS) LIMITED**

**順興集團（控股）有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1637)**

### **PASS AWAY OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of SH Group (Holdings) Limited (the “**Company**”) regrets to announce that the Company was informed by the family of Mr. To Yan Ming Edmond (“**Mr. To**”), an independent non-executive Director, the chairman of the audit committee (the “**Audit Committee**”) of the Company and a member of each of the nomination committee and the remuneration committee of the Company, that Mr. To passed away on 28 August 2019.

The Board would like to express its deepest sorrow for the departure of Mr. To and convey its condolences to his family. The Board would also like to express its sincere appreciation to Mr. To for his valuable contribution to the Company during his tenure.

Following the pass away of Mr. To, the Company is not in compliance with (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), which stipulates that the Board shall comprise at least three independent non-executive directors; (ii) Rule 3.10(2), which stipulates that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; and (iii) Rule 3.21, which stipulates that the Audit Committee shall comprise at least three members, that 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) and that the Audit Committee must be chaired by an independent non-executive director.

The Company is endeavouring to identify suitable candidate to fill the vacancy as soon as practicable, with the relevant appointment(s) to be made within three months from the date of pass away of Mr. To as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

By order of the Board  
**SH Group (Holdings) Limited**  
**Yu Cheung Choy**  
*Chairman*

Hong Kong, 4 September 2019

*As at the date of this announcement, Mr. Yu Cheung Choy and Mr. Lau Man Ching are the executive Directors; Mr. Yu Ho Chi is the non-executive Director; and Mr. Lam Yim Nam and Mr. Lee Wing Kee are the independent non-executive Directors.*