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Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

**(1) CHANGE OF THE BOARD;
(2) CHANGE OF CHAIRMAN OF THE BOARD;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(4) CHANGE IN AUTHORISED REPRESENTATIVE**

The Board announces that with effect from 30 September 2025:

1. Mr. Wong Arnold Chi Chiu resigned as an executive Director and the Chairman of the Board (the “**Chairman**”);
2. Mr. Pong Kin Yee resigned as an executive Director;
3. Mr. Li Kai Leung resigned as an executive Director;
4. Mr. Chan Kin Keung Eugene resigned as an independent non-executive Director, a member of the audit committee of the Board (the “**Audit Committee**”), a member of the nomination committee of the Board (the “**Nomination Committee**”) and the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”);
5. Mr. Ng Chun Fai Frank resigned as an independent non-executive Director, a member of the Audit Committee, a member of the Remuneration Committee and the chairman of the Nomination Committee;
6. Mr. Yue Man Yiu Matthew resigned as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee;
7. Ms. Wong Tsui Yue Lucy resigned as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee;
8. Mr. Kwok Chun Kwan (“**Mr. Kwok**”) has been appointed as the Chairman, an executive Director, a member of the Nomination Committee and a member of the Remuneration Committee;
9. Mr. Chan Benson (“**Mr. Chan**”) has been appointed as an executive Director;
10. Ms. Ho Helen Kayee (“**Ms. Ho**”) has been appointed as an executive Director;

11. Mr. Wong Ho Shing Samson (“**Mr. Wong**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration Committee;
12. Ms. Chan Sheung Yu Iris (“**Ms. Chan**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, a chairman of the Nomination Committee and a member of the Remuneration Committee;
13. Mr. Lau Kelly (“**Mr. Lau**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee; and
14. Mr. Wong Arnold Chi Chiu has also resigned as an authorised representative of the Company with effect from 30 September 2025. Mr. Kwok has been appointed as an authorised representative of the Company with effect from 30 September 2025.

References are made to (i) the composite document jointly issued by the Offeror and the Company dated 8 September 2025 (the “**Composite Document**”); and (ii) the announcement jointly published by the Company and the Offeror dated 29 September 2025 in relation, among others, the close of Offer (the “**Close of Offer Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document and the Close of Offer Announcement.

CHANGE OF THE BOARD; CHANGE OF CHAIRMAN OF THE BOARD; CHANGES IN COMPOSITION OF BOARD COMMITTEES; AND CHANGE IN AUTHORISED REPRESENTATIVE

Resignation of Directors

The Board announces that with effect from 30 September 2025:

1. Mr. Wong Arnold Chi Chiu resigned as an executive Director and the Chairman;
2. Mr. Pong Kin Yee resigned as an executive Director;
3. Mr. Li Kai Leung resigned as an executive Director;
4. Mr. Chan Kin Keung Eugene resigned as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration Committee;
5. Mr. Ng Chun Fai Frank resigned as an independent non-executive Director, a member of the Audit Committee, a member of Remuneration Committee and the chairman of the Nomination Committee;

6. Mr. Yue Man Yiu Matthew resigned as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee; and
7. Ms. Wong Tsui Yue Lucy resigned as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee.

The resignation of the aforesaid Directors (collectively, the “**Outgoing Directors**”) was due to change in control of the Company after Completion and the close of the Offer. Each of the Outgoing Directors has confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its appreciation to the Outgoing Directors for their invaluable contribution to the Group during their tenure of office.

Appointment of Directors

The Board further announces that with effect from 30 September 2025:

1. Mr. Kwok has been appointed as the Chairman, an executive Director, a member of the Nomination Committee and a member of the Remuneration Committee;
2. Mr. Chan has been appointed as an executive Director;
3. Ms. Ho has been appointed as an executive Director;
4. Mr. Wong has been appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration Committee;
5. Ms. Chan has been appointed as an independent non-executive Director, a member of the Audit Committee, the chairman of the Nomination Committee and a member of the Remuneration Committee;
6. Mr. Lau has been appointed as an independent non-executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee; and
7. Mr. Wong Arnold Chi Chiu has also resigned as an authorised representative of the Company with effect from 30 September 2025. Mr. Kwok has been appointed as an authorised representative of the Company with effect from 30 September 2025.

The biographical details of the above mentioned newly appointed Directors (collectively, the “**New Directors**”) are set out below:

Executive Directors

Mr. Kwok Chun Kwan

Mr. Kwok Chun Kwan (郭鎮坤), aged 36, obtained a hospitality management diploma with Honors in American Hotel & Lodging Educational Institute in 2008. Mr. Kwok possesses strong strategic vision and extensive experience in business management, with over 15 years in Hong Kong’s food and beverage industry. He currently serves as the chairman and founder, and is also one of the directors, of THAC Group Holding Limited (“**THAC Group**”). Since 2025, Mr. Kwok has been serving as the vice chairperson of the board of directors of Yan Oi Tong. Mr. Kwok is currently the director of four wholly-owned subsidiaries of the Company, namely The Pawn Limited, Classified Group Management Limited, Small Medium Large Limited, and Classified Food Factory Limited.

THAC Group founded by Mr. Kwok in 2016, is a diversified catering group in Hong Kong. THAC Group is principally engaged in the operation of more than 30 restaurants across 11 distinctive restaurant brands, including Jasmine Cuisine (茶皇殿), Seasons Café (四季冰室), Pearl Castle (圓香), and T Goose Factory (一木燒鵝), offering a wide variety of innovative dining experiences in Hong Kong. Its customer base covers local families, students, working professionals, and international visitors seeking authentic Hong Kong flavours.

Mr. Kwok has entered into a letter of appointment with the Company for an initial term of three year, commencing from 30 September 2025. His appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Mr. Kwok will be entitled to a director’s fee of HK\$30,000 per month. Mr. Kwok’s remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Mr. Chan Benson

Mr. Chan Benson (陳焯熙), aged 36, obtained a bachelor’s degree from the University of California, Irvine in 2009. He has approximately 8 years of experience in the food and beverage industry in Hong Kong. He is one of the directors of THAC Group. Mr. Chan is currently the director of four wholly-owned subsidiaries of the Company, namely The Pawn Limited, Classified Group Management Limited, Small Medium Large Limited, and Classified Food Factory Limited.

Mr. Chan has entered into a letter of appointment with the Company for an initial term of three year, commencing from 30 September 2025. His appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Mr. Chan will be entitled to a director’s fee of HK\$30,000 per month. Mr. Chan’s remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Ms. Ho Helen Kayee

Ms. Ho Helen Kayee (何嘉怡), aged 35, obtained a hospitality management diploma with Honors in American Hotel & Lodging Educational Institute in 2012. She has approximately 8 years of experience in the food and beverage industry in Hong Kong. She is one of the directors of THAC Group. Ms. Ho is currently the director of four wholly-owned subsidiaries of the Company, namely The Pawn Limited, Classified Group Management Limited, Small Medium Large Limited, and Classified Food Factory Limited.

Ms. Ho has entered into a letter of appointment with the Company for an initial term of three year, commencing from 30 September 2025. Her appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Ms. Ho will be entitled to a director's fee of HK\$30,000 per month. Ms. Ho's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the date of this announcement, the interests of Mr. Kwok and Ms. Ho in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) are set out below:

Name of shareholder	Capacity	Shares (long position)	Shareholding percentage (%)
The Offeror ^(Note 1)	Beneficial owner	42,291,625	75.9
Mr. Kwok Chun Kwan ^(Note 1)	Interest of a controlled corporation	42,291,625	75.9
Ms. Ho Helen Kayee ^(Note 2)	Interest of spouse	42,291,625	75.9

Notes:

- (1) The Offeror is an investment holding company incorporated in the British Virgin Islands, which is owned as to 53%, 27%, 10%, 7% and 3% by Mr. Kwok Chun Kwan, Mr. Chan Benson, Ms. Ho Helen Kayee, Mr. Wong Kin Man, and Ms. Kwok Li Fa Eva, respectively. Mr. Kwok Chun Kwan is deemed to be interested in all the Shares held by the Offeror by virtue of the SFO.
- (2) Ms. Ho Helen Kayee is the spouse of Mr. Kwok Chun Kwan and is deemed to be interested in all the Shares in which Mr. Kwok Chun Kwan is interested by virtue of the SFO.

Independent Non-executive Directors

Mr. Wong Ho Shing Samson

Mr. Wong, aged 40, has extensive experience in financial markets and business management. Mr. Wong obtained a Bachelor of Business (Management) from RMIT University, Melbourne in 2010, a Master of Public Administration from the University of Management and Technology, and a Doctor of Business Administration from Apollos University in 2020.

Mr. Wong was admitted as a Fellow of the Institute of Public Accountants on 2 September 2020 (with fellow advancement certified on 12 October 2020) and was awarded the Fellow Certified Management Accountant (FCMA) designation by The Institute of Certified Management Accountants in July 2020. He has also been admitted as an international affiliate of the Hong Kong Institute of Certified Public Accountants since March 2021.

Mr. Wong has served in management positions at various multinational and local enterprises, overseeing departments including human resources, administration, finance, legal, and operations. His industry experience spans finance, food and beverage, real estate development and property management, e-commerce and big data, as well as beauty and health medicine. In 2017, Mr. Wong was awarded an Honorary Fellowship by the Hong Kong Institution of Building and Services Engineers. Mr. Wong is also a certified expert in cross-border labor relations in the Guangdong–Hong Kong–Macao Greater Bay Area. In addition, Mr. Wong serves as a member of the Chongqing Municipal Committee of the Chinese People’s Political Consultative Conference and as a Hong Kong–Macao affairs adviser, the Chairman of the Greater Bay Area Human Resources and Management Association, and the Subcommittee Chairman of the Eastern District Fire Services Committee of the Government of the Hong Kong Special Administrative Region, contributing policy advice to the Mainland and HKSAR governments.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of one year, commencing from 30 September 2025. Their appointments are however subject to, amongst others, early termination at any time by either party giving not less than one month notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Mr. Wong will be entitled to a director’s fee of HK\$6,000 per month. Mr. Wong’s remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Mr. Wong has confirmed that (i) he has satisfied the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Ms. Chan Sheung Yu Iris

Ms. Chan, aged 38, obtained a Master's degree in Marketing Management from Aston University in the United Kingdom in 2010, and she was awarded a Bachelor's degree in Business Administration and Mathematics in 2008. In terms of professional qualifications, Ms. Chan has passed the Certified Anti-Money Laundering Specialist (CAMS) examination administered by the Association of Certified Anti-Money Laundering Specialists (ACAMS). She also holds the Certified ESG Analyst (CESGA) credential awarded by the CFA Institute and is a Certified ESG Planner (CEP®) recognized in Hong Kong.

Ms. Chan, has over 10 years of experience in auditing and financial fields. Ms. Chan Ms. Chan has been serving as an independent non-executive director of Prosperity Group International Limited (a company listed on the Stock Exchange with stock code: 1421) since December 2024, DreamEast Group Limited (a company listed on the Stock Exchange with stock code: 593) since January 2024 and GBA Group Limited (a company listed on the Stock Exchange with stock code: 261) since July 2023. And previously served as an Independent Non-Executive Director for WS-SK Target Group Limited (a company listed on the Stock Exchange with stock code: 8427). Ms. Chan is currently the Chief Financial Officer of Kindness and Welfare Chairty Limited since March 2023. Prior to her current role, Ms. Chan worked at Harvest Holdings Company from March 2017 to August 2019, where she held the position of Business Development Manager. She also worked at Nanyang Commercial Bank from July 2014 to March 2017, where she served as an internal auditor before leaving the company.

Ms. Chan currently serves as an Audit Services Consultant for the Hong Kong Audit Management Institute. She has previously held positions as a member of the Lung Tong Area Committee under the Home Affairs Department of the HKSAR Government, and as a member of the Advisory Panel on Television and Radio Broadcasting for the Communications Authority (OFCA) of Hong Kong.

Ms. Chan has entered into a letter of appointment with the Company for an initial term of one year, commencing from 30 September 2025. Their appointments are however subject to, amongst others, early termination at any time by either party giving not less than one month notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Ms. Chan will be entitled to a director's fee of HK\$6,000 per month. Ms. Chan's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to her background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Ms. Chan has confirmed that (i) she has satisfied the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Mr. Lau Kelly

Mr. Lau, aged 46, has worked with the Hong Kong Police Force for twelve years between December 1998 and July 2010, receiving commendations from Secretary of Civil Service and Secretary of Home Affairs for highly rated performances during his tenure. Mr. Lau mainly worked at the Police Headquarters in Public Relations strategies and Criminal Investigations. Mr. Lau has been trained as a detective specializing in the fields of commercial crime and financial investigations.

Subsequently, Mr. Lau worked with Easy Finance Limited as principal consultant between May 2011 and October 2015, responsible for all regulatory and legal compliances. Mr. Lau was also a chief executive officer and executive director, compliance officer and authorized representative for HMVOD Limited, a company listed on the GEM of the Stock Exchange (stock code: 8103) between December 2015 and December 2020.

Mr. Lau is currently an independent non-executive director for Pinestone Capital Limited, a company listed on the Main Board of the Stock Exchange (stock code: 804) from September 2022. Mr. Lau is also an advisor to EYT3, a private company proactively in the field of cyber security detection and response, AML investigation and data-analytics from October 2022. Mr. Lau is also an advisor to the financial services team at Forvis Mazars in Hong Kong from June 2024. Forvis Mazars is a leading global professional services network across 100 countries providing an unmatched client experience, delivering audit & assurance, tax, advisory and consulting services across the globe. Mr. Lau also serves as the honorary president of the Hong Kong Police Force Junior Police Call (Eastern District), and also serves as a committee member of the Eastern District Road Safety Campaign Committee.

Mr. Lau has entered into a letter of appointment with the Company for an initial term of one year, commencing from 30 September 2025. Their appointments are however subject to, amongst others, early termination at any time by either party giving not less than one month notice in writing, and retirement by rotation and re-election in accordance with the articles of association of the Company and GEM Listing Rules. Under the letter of appointment, Mr. Lau will be entitled to a director's fee of HK\$6,000 per month. Mr. Lau's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Mr. Lau has confirmed that (i) he has satisfied the independence criteria as set out in Rule 5.09(1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the date of this announcement, each of the New Directors:

- (i) did not hold any position in the Company or other members of the Group;
- (ii) did not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement;
- (iii) did not have any interest in any Shares or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and
- (iv) was not connected and had no relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Further, save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to the appointment of the New Directors that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome the New Directors in joining the Company.

By order of the Board
Classified Group (Holdings) Limited
KWOK Chun Kwan
Chairman and Executive Director

Hong Kong, 30 September 2025

As at the date of this announcement, the executive directors of the Company are Mr. Kwok Chun Kwan, Mr. Chan Benson, Ms. Ho Helen Kayee, and the independent non-executive directors of the Company are Mr. Wong Ho Shing Samson, Ms. Chan Sheung Yu Iris and Mr. Lau Kelly.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.classifiedgroup.com.hk.

In the event of any inconsistency, the English text of this announcement shall prevail over the Chinese text.