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HANS ENERGY COMPANY LIMITED

漢思能源有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00554)

**(I) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(II) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES;
AND
(III) COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF
THE LISTING RULES**

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Hans Energy Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Helen Zee (“**Ms. Zee**”) has been appointed as an independent non-executive director of the Company, and a member of each of the Audit Committee (the “**Audit Committee**”) and the Remuneration Committee (the “**Remuneration Committee**”) of the Board with effect from 31 October 2024.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The biographical details of Ms. Zee are set out below:

Ms. Zee, aged 57, has over 20 years of experience in the investment banking and corporate finance sector. She held various senior positions, including Deputy Chief Executive and Managing Director in Haitong International Capital Limited, from 2013 to 2019. Ms. Zee has vast experience in public services. She is currently a member of the Mandatory Provident Fund Schemes Advisory Committee and the University Grants Committee. She was formerly a member of the Investment Committee of the Hong Kong Deposit Protection Board from 2017 to 2018, and the chairperson from 2019 to 2023. Ms. Zee was also a former member of the Listing Committee of the Main Board and GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from 2013 to 2019 and a former panel member of the Securities and Futures Appeals Tribunal from 2015 to 2021.

Ms. Zee is currently an independent non-executive director of Henderson Sunlight Asset Management Limited (as the manager of Sunlight Real Estate Investment Trust (stock code: 435), a real estate investment trust listed on the Stock Exchange) and an independent non-executive director of China South City Holdings Limited (stock code: 1668). Ms. Zee holds a Bachelor of Science, Business Administration degree from the University of California, Berkeley and a Juris Doctor degree from The Chinese University of Hong Kong.

Ms. Zee has entered into a letter of appointment with the Company for a term of three years with effect from 31 October 2024, unless terminated by one month's written notice or in certain circumstances in accordance with the terms of the letter of appointment. Ms. Zee will hold office only until the first annual general meeting of the Company after her appointment and shall then be subject to re-election at such annual general meeting in accordance with the articles of association of the Company.

Pursuant to the letter of appointment, Ms. Zee will receive a director fee of HK\$180,000 per annum, which is determined with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Group's performance and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time.

Save as disclosed above, as at the date of this announcement, Ms. Zee (i) does not hold any position in the Company or other members of the Group; (ii) does not have any other major appointments or professional qualifications; (iii) does not, nor did she hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not have any relationship with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, Ms. Zee has no interest in and does not hold any shares or underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Zee has confirmed that (i) she is independent as regards to each of the criteria set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters concerning the appointment of Ms. Zee that needs to be brought to the attention of the shareholders of the Company.

Following the appointment of Ms. Zee taking effect, the Board has achieved gender diversity and thus fulfils the requirement under Rule 13.92 of the Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Ms. Zee.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that, with effect from 31 October 2024:

- (a) Ms. Zee has been appointed as a member of each of the Audit Committee and the Remuneration Committee; and
- (b) Mr. Li Wai Keung, an executive director of the Company, has been appointed as a member of the Remuneration Committee while remaining as a member of the Nomination Committee.

COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Following the appointment of Ms. Zee as an independent non-executive director of the Company and the change in composition of the board committees with effect from 31 October 2024:

- (a) the Board has nine directors, three of whom are independent non-executive directors of the Company. Accordingly, the Company is in compliance with the requirements of Rule 3.10(1) of the Listing Rules; and
- (b) the Audit Committee comprises three members, all of whom are independent non-executive directors of the Company. Accordingly, the Company is in compliance with the requirements of Rule 3.21 of the Listing Rules.

By order of the Board
Hans Energy Company Limited
漢思能源有限公司
Lam Lai Wan, Bondie
Company Secretary

Hong Kong, 31 October 2024

As at the date of this announcement, the Board comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung, two non-executive directors, namely Mr. Nicolas Charles Philippe de Mascarel de la Corbiere and Mr. James Anthony Williamson, and three independent non-executive directors, namely Mr. Chan Chun Wai, Tony, Mr. Chung Chak Man, William and Ms. Helen Zee.