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Affluent Foundation Holdings Limited

俊裕地基集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1757)

(1) CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND (2) CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Affluent Foundation Holdings Limited (the “**Company**”) hereby announces that with effect from 15 January 2026:

1. Mr. Chan Siu Cheong (“**Mr. Chan**”) has tendered his resignation as an executive Director and chief executive officer of the Company in order to devote more time to his other business arrangements and engagements;
2. Mr. Sin Ka Pong (“**Mr. Sin**”) has tendered his resignation as an executive Director in order to devote more time to his other business arrangements and engagements;
3. Ms. Chan Mei Po (“**Ms. Chan**”) has tendered her resignation as an executive Director in order to devote more time to her other business arrangements and engagements;
4. Mr. Lau Leong Ho (“**Mr. Lau**”) has tendered his resignation as an independent non-executive Director (“**INED**”) in order to devote more time to his other business arrangements and engagements;
5. Mr. Ho Chi Wai (“**Mr. Ho**”) has tendered his resignation as an INED in order to devote more time to his other business arrangements and engagements;
6. Mr. Cheung Kwok Yan Wilfred (“**Mr. Cheung**”) has tendered his resignation as an INED in order to devote more time to his other business arrangements and engagements.

Each of Mr. Chan, Mr. Sin, Ms. Chan, Mr. Lau, Mr. Ho and Mr. Cheung have confirmed that he/she has no disagreement with the Board and there are no other matters relating to his/her resignations that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company (the “**Shareholders**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chan, Mr. Sin, Ms. Chan, Mr. Lau, Mr. Ho and Mr. Cheung for their valuable contributions to the Company during their tenure of offices.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 15 January 2026:

- (i) Ms. Zhang Zhang (“**Ms. Zhang**”) has been appointed as a non-executive Director (“**NED**”);
- (ii) Ms. Cheng Shing Yan (“**Ms. Cheng**”) has been appointed as an INED;
- (iii) Mr. Tsoi Chi Hei (“**Mr. Tsoi**”) has been appointed as an INED; and
- (iv) Ms. Zhou Wencan (“**Ms. Zhou**”) has been appointed as an INED.

The biographical details of Ms. Zhang, Ms. Cheng, Mr. Tsoi and Ms. Zhou are set out below.

Ms. Zhang Zhang (張章)

Ms. Zhang, aged 38, possesses extensive experience in the media and entertainment industry. From August 2024 to November 2025, Ms. Zhang served as a Business Development Manager at Grande Capital Limited, a licensed corporation permitted to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong) (the “**SFO**”). Ms. Zhang was Vice President of Starlight Culture Entertainment Group Limited (星光文化娛樂集團有限公司) (now known as Smart Digital Technology Group Limited (智數科技集團有限公司) (stock code: 1159), the shares of which are listed on the Main Board of the Stock Exchange. From November 2014 to December 2021, during which she was responsible for business development, financing, project risk management, and investor relations. Since December 2024, Ms. Zhang has been an independent non-executive Director of Kingland Group Holdings Limited (stock code: 1751), the shares of which are listed on the Main Board of the Stock Exchange. Ms. Zhang obtained a Bachelor’s degree in Finance from Beijing Technology and Business University in July 2009 and a Master of Business Administration from St. John’s University, New York in September 2012.

Ms. Zhang has entered into a service contract with the Company for an initial term of two (2) years commencing on 15 January 2026, which will be renewed and extended automatically by one (1) year upon the expiry of such initial term, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company and until terminated by either party giving at least one (1) month's prior written notice. Ms. Zhang will receive a director's fee of HK\$15,000 per month, which is determined with reference to her duties and responsibilities as a NED as well as the remuneration policy of the Company.

As at the date of this announcement, Ms. Zhang does not have any interests in the shares (the “**Shares**”), underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best knowledge of the Directors, as at the date of this announcement, Ms. Zhang confirmed that (i) she has not held any other directorship in other listed public companies in Hong Kong or overseas during the past three years preceding the date of this announcement; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); and (iv) there are no other matters in relation to the appointment of Ms. Zhang as a non-executive Director that need to be brought to the attention of the Shareholders and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Cheng Shing Yan (鄭承欣)

Ms. Cheng, aged 50, has over 21 years of experiences in accounting and finance. Ms. Cheng held different positions at Ernst & Young Business Services Ltd. from January 2004 to December 2008, where she last served as a manager of the assurance and advisory business services department. She then worked at Baker Tilly Hong Kong Business Services Limited as an audit manager from March 2009 to July 2010. She held different positions at SHINEWING (HK) CPA Limited from November 2010 to April 2016, where she last served as a senior audit manager. Ms. Cheng joined the group of Sanroc International Holdings Limited (now known as Seven Elements Investment Holdings Limited) (“**Sanroc**”), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1660), and served as the chief financial officer from April 2016 to April 2018. Since April 2018, she has been the chief financial officer of Sanroc International (Hong Kong) Limited and certain subsidiaries of Sanroc. Since December 2023, she has been the joint company secretary of China New Consumption Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8275).

From April 2016 to April 2018 and from April 2017 to April 2018, she was the company secretary and an executive director of Sanroc, respectively. From June 2017 to October 2019, she was an independent non-executive director of China Shenghai Food Holdings Company Limited (now known as Gaodi Holdings Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1676). From February 2021 to July 2024, she was an independent non-executive director of Kwong Luen Engineering Holdings Limited (now known as FEG Holdings Corporation Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1413). Since October 2017, she has been an independent non-executive director of Putian Communication Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1720). Since April 2023, she has been an independent non-executive director of Easy Smart Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2442).

Ms. Cheng obtained a degree of Master of Arts in International Accounting from the City University of Hong Kong in November 2003. She was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in July 2003, a fellow of The Association of Chartered Certified Accountants in December 2005, an associate of The Chartered Governance Institute in June 2017 and an associate of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) in June 2017.

Ms. Cheng entered into a service contract with the Company for an initial term of two (2) years from 15 January 2026, which will be renewed and extended automatically by one (1) year upon the expiry of such initial term, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, until terminated by either party giving at least one (1) month's prior written notice. Ms. Cheng will receive a Director's fee of HK\$8,000 per month, which is determined with reference to her duties and responsibilities as an INED as well as the remuneration policy of the Company.

As at the date of this announcement, Ms. Cheng does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best knowledge of the Directors, as at the date of this announcement, Ms. Cheng confirmed that (i) she has not held any other directorship in other listed public companies in Hong Kong or overseas during the past three years preceding the date of this announcement; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company; and (iv) there are no other matters in relation to the appointment of Ms. Cheng as an independent non-executive Director that need to be brought to the attention of the Shareholders and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Cheng has confirmed that: (i) she meets the independence criteria as set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of her appointment.

Mr. Tsoi Chi Hei (蔡志熙)

Mr. Tsoi, aged 38, has over 15 years of experiences in accounting and finance. Mr. Tsoi held different positions at Poon & Co. CPA from September 2010 to July 2012, where he last served as an audit semi-senior. He then worked at Shinewing (HK) CPA Limited from July 2012 to December 2014, where he last served as a senior accountant II. Mr. Tsoi joined KPMG in December 2014 and left as a manager in January 2017. He has been a financial controller and a company secretary at Noble Engineering Group Holdings Limited, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8445) since April 2017.

Mr. Tsoi was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in March 2014.

Mr. Tsoi entered into a service contract with the Company for an initial term of two (2) years from 15 January 2026, which will be renewed and extended automatically by one (1) year upon the expiry of such initial term, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, until terminated by either party giving at least one (1) month's prior written notice. Mr. Tsoi will receive a Director's fee of HK\$10,000 per month, which is determined with reference to his duties and responsibilities as an INED as well as the remuneration policy of the Company.

As at the date of this announcement, Mr. Tsoi does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this announcement, as at the date of this announcement, Mr. Tsoi confirmed that (i) he has not held any other directorship in other listed public companies in Hong Kong or overseas during the past three years preceding the date of this announcement; (ii) he does not hold any other positions with the Company or any of its subsidiaries; (iii) he does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company; and (iv) there are no other matters in relation to the appointment of Mr. Tsoi as an independent non-executive Director that need to be brought to the attention of the Shareholders and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Tsoi has confirmed that: (i) he meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Ms. Zhou Wencan (周文灿)

Ms. Zhou, aged 31, has over 9 years of experience in accounting and audit. Ms. Zhou is a Certified Public Accountant of the PRC. From July 2015 to May 2024, Ms. Zhou served as an audit manager at Asia Pacific (Group) Certified Public Accountants LLP, Shenzhen Branch. From June 2024 to September 2025, she served as a senior manager at Zanda (Shenzhen) Certified Public Accountants (Special General Partnership) (政旦志远(深圳)会计师事务所(特殊普通合伙)).

Ms. Zhou has entered into a service contract with the Company for an initial term of two (2) years from 15 January 2026, which will be renewed and extended automatically by one (1) year upon the expiry of such initial term, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the articles of association of the Company, until terminated by either party giving at least one (1) month's prior written notice. Ms. Zhou will receive a Director's fee of HK\$8,000 per month, which is determined by the Board with reference to her duties and responsibilities as an INED as well as the remuneration policy of the Company.

As at the date of this announcement, Ms. Zhou does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this announcement, as at the date of this announcement, Ms. Zhou confirmed that (i) she has not held any other directorship in other listed public companies in Hong Kong or overseas during the past three years preceding the date of this announcement; (ii) she does not hold any other positions with the Company or any of its subsidiaries; (iii) she does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (each as defined under the Listing Rules) of the Company; and (iv) there are no other matters in relation to the appointment of Ms. Zhou as an independent non-executive Director that need to be brought to the attention of the Shareholders and the Stock Exchange, and there is no other information required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Zhou has confirmed that: (i) she meets the independence criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Upon the resignation of Mr. Chan, he ceased to be the chairman of the nomination committee. Upon the resignation of Mr. Sin, he ceased to be a member of the Remuneration Committee. Upon the resignation of Ms. Chan, she ceased to be a member of the Nomination Committee. Upon the resignation of Mr. Lau, he ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Upon the resignation of Mr. Ho, he ceased to be the chairman of the Audit Committee and a member of the Nomination Committee. Upon the resignation of Mr. Cheung, he ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee.

With effect from 15 January 2026, Mr. Zhou Zhenlin (周振林) (“**Mr. Zhou**”) has been appointed as the chairman of the Nomination Committee, Mr. Tsoi has been appointed as the chairman of the Audit Committee, and Ms. Zhou has been appointed as the chairwoman of the Remuneration Committee.

Upon the resignation of Mr. Chan, Mr. Sin, Ms. Chan, Mr. Lau, Mr. Ho and Mr. Cheung, and the appointment of Ms. Zhang, Ms. Cheng, Mr. Tsoi and Ms. Zhou, (i) the Audit Committee comprises two independent non-executive Directors as members, namely Ms. Cheng and Ms. Zhou; (ii) the Remuneration Committee comprises two independent non-executive Directors as members, namely Ms. Cheng and Mr. Tsoi; and (iii) the Nomination Committee comprises three independent non-executive Directors as members, namely Ms. Cheng, Mr. Tsoi and Ms. Zhou.

The Board would like to express its warm welcome to Ms. Zhang, Ms. Cheng, Mr. Tsoi and Ms. Zhou in joining the Board.

CHANGE OF COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The Board announces that Mr. Woo Yuen Ping (“**Mr. Woo**”) (胡遠平) has resigned as the company secretary of the Company (the “**Company Secretary**”) and an authorized representative of the Company (the “**Authorized Representative**”) under Rule 3.05 of the Listing Rules and Part 16 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), all with effect from 15 January 2026 in order to dedicate more time to his personal pursuits.

Mr. Woo has confirmed that he has no disagreement with the Board and that there are no matters in respect of his resignation which need to be brought to the attention of the Company’s shareholders and the Stock Exchange.

The Board further announces that, with effect from 15 January 2026, Mr. Tsui Chun Hung (崔隽雄) (“**Mr. Tsui**”) has been appointed as the Company Secretary and the Authorized Representative.

The biographical details of Mr. Tsui are as follows:

Mr. Tsui holds a Bachelor of Arts with First Class Honours in Accounting from Edinburgh Napier University. He is a certified public accountant and a fellow member of The Hong Kong Institute of Certified Public Accountants. Mr. Tsui has over 15 years of experience in auditing, accounting and financial management. Since January 2019, he has been a company secretary of China Wacan Group Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1920).

The Board also announces that Mr. Zhou, the chairman of the Board and an executive Director, has been appointed as an Authorized Representative with effect from 15 January 2026.

For the biographical details of Mr. Zhou, please refer to the announcement of the Company dated 7 January 2026.

The Board would like to express its appreciation to Mr. Woo for his contributions to the Company during his tenure and welcomed Mr. Tsui and Mr. Zhou to their appointments.

By order of the Board
Affluent Foundation Holdings Limited
Zhou Zhenlin
Chairman and Executive Director

Hong Kong, 15 January 2026

As at the date of this announcement, the Board comprises Mr. Zhou Zhenlin as executive Director, Ms. Zhang Zhang as non-executive Director, Ms. Cheng Shing Yan, Mr. Tsoi Chi Hei and Ms. Zhou Wencan as independent non-executive Directors.

* *For identification purpose only*