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Easy Smart Group Holdings Limited

怡俊集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2442)

- (1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES;**
- (2) CHANGE OF COMPANY SECRETARY AND
FINANCIAL CONTROLLER;**
- (3) CHANGE OF AUTHORISED REPRESENTATIVES AND
PROCESS AGENT;**
- (4) GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE
MINIMUM PUBLIC FLOAT REQUIREMENT;
AND**
- (5) RESTORATION OF PUBLIC FLOAT**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Easy Smart Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Ms. Cheng Shing Yan (“**Ms. Cheng**”) and Prof. Pong Kam Keung (“**Prof. Pong**”) have tendered their resignations as independent non-executive Directors of the Company with effect from 21 January 2026.

Ms. Cheng and Prof. Pong have resigned due to other personal commitments. Ms. Cheng has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”). Prof. Pong has ceased to be the chairperson of the remuneration committee of the Company (the “**Remuneration Committee**”) and a member of each of the Audit Committee and Nomination Committee.

Each of Ms. Cheng and Prof. Pong has confirmed to the Company that he/she has no disagreement with the Board and there is no matter regarding his/her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that with effect from 21 January 2026, Dr. Gong Zhaolong (龔兆龍) (“**Dr. Gong**”) and Ms. To Sau Man (杜秀雯) (“**Ms. To**”) have been appointed as independent non-executive Directors. Their biographical details are as follows:

Dr. Gong

Dr. Gong Zhaolong (龔兆龍), aged 61, is a key founder of 3D Medicines Inc. and has approximately 30 years of experience in the pharmaceutical industry and regulatory agencies. He has been the chairman of the board of 3D Medicines Inc. since 11 October 2019, an executive director of 3D Medicines Inc. since 9 October 2019 (re-designated on 25 June 2021), and the chief executive officer of 3D Medicines Inc. since 30 January 2018. His primary responsibilities include overseeing the overall strategic planning, business direction, and operational management of 3D Medicines Inc..

From October 1998 to March 2008, Dr. Gong worked as a new drug reviewer of the Center for Drug Evaluation and Research in the United States FDA. Dr. Gong then served as a General Manager of Beijing Labsolutions Pharmaceutical Technology Co., Ltd. (北京萊博賽路森藥物科技有限公司) from March 2012 to April 2013. From May 2013 to July 2014, he served as Vice President for New Drug Development and Regulatory Affairs (新藥開發和藥政事務副總裁) of BeiGene (Beijing) Biotechnology Co., Ltd. (百濟神州 (北京) 生物科技有限公司), an indirectly wholly owned subsidiary of BeiGene, Ltd. (“**BeiGene**”), which was subsequently listed on NASDAQ (stock code: BGNE) and the Stock Exchange (stock code: 6160).

From September 2015 to August 2021, Dr. Gong served as an Independent Director of Staidson (Beijing) Biopharmaceutical Co., Ltd. (舒泰神 (北京) 生物製藥股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300204). From July 2017 to December 2023, he has also served as an Independent Director of Shandong Jincheng Pharmaceutical Group Co., Ltd. (山東金城醫藥集團股份有限公司), a company also listed on the Shenzhen Stock Exchange (stock code: 300233).

Dr. Gong obtained his bachelor’s degree in medicine from Peking Medical College (北京醫科大學) (currently known as Peking University Health Science Center (北京大學醫學部)) in the PRC in July 1984. He then proceeded to obtain his PhD in toxicology from New York University in the United States in September 1996. Dr. Gong is a member of various industry associations, including the China Advisory Committee of the Drug Information Association, the Translational Medical Expert Committee (轉化醫學專家委員會) of the Chinese Society of Clinical Oncology, the International Innovative Drug Supervision Professional Committee of the China Pharmaceutical Innovation and Research Development Association (中國醫藥創新促進會國際創新藥物監管專業委員會), an editorial board member of the Chinese Journal of New Drugs (中國新藥雜誌) and of Progress in Pharmaceutical Sciences (藥學進展).

Dr. Gong has entered into a letter of appointment with the Company for an initial term of two years commencing on 21 January 2026, which shall automatically renew for successive periods of one year each thereafter unless terminated earlier in accordance with its terms. The appointment may be terminated by either party giving not less than one month's prior written notice or by payment of one month's director's fee in lieu of notice. Dr. Gong is subject to retirement by rotation and re-election at the first annual general meeting of the Company following his appointment and, thereafter, shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Company's articles of association and the requirements of the Listing Rules. He is entitled to an annual director's fee of HKD180,000, payable monthly in arrears, which is determined by the Board with reference to the recommendations of the Remuneration Committee, based on his qualifications, experience and prevailing market conditions, and is subject to periodic review by the Remuneration Committee.

Ms. To

Ms. To Sau Man (杜秀雯), aged 47, holds a Bachelor of Arts degree in Accountancy from The Hong Kong Polytechnic University and a Master of Science degree in Information Technology Management from The Chinese University of Hong Kong.

Ms. To is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. She possesses over 20 years of extensive experience in finance, accounting, auditing, financial reporting, risk management and internal controls.

She is currently the group assistant accounting manager of AP Capital Limited, a licensed corporation under the Securities and Futures Commission of Hong Kong engaging in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities. Prior to that, from 2004 to July 2020, Ms. To held the position of group accounting general manager of Pacific Basin Shipping Limited, a company listed on the Stock Exchange (Stock Code: 2343). From 2000 to 2004, Ms. To worked as a senior auditor at an international audit firm.

Ms. To has entered into a letter of appointment with the Company for an initial term of two years commencing on 21 January 2026, which shall automatically renew for successive periods of one year each thereafter unless terminated earlier in accordance with its terms. The appointment may be terminated by either party giving not less than one month's prior written notice or by payment of one month's director's fee in lieu of notice. Ms. To is subject to retirement by rotation and re-election at the first annual general meeting of the Company following her appointment and, thereafter, shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Company's articles of association and the requirements of the Listing Rules. She is entitled to an annual director's fee of HKD180,000, payable monthly in arrears, which is determined by the Board with reference to the recommendations of the Remuneration Committee, based on her qualifications, experience and prevailing market conditions, and is subject to periodic review by the Remuneration Committee.

Each of Dr. Gong and Ms. To has confirmed (i) his/her independence with regard to the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”); (ii) that he/she had no past or present 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 his/her independence at the time of appointment.

Save as disclosed above, as at the date of this announcement, each of Dr. Gong and Ms. To has confirmed that he/she (i) does not have, and is not deemed to have, any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (as described in the Listing Rules) of the Company; (iii) has not held any position with the Company or any members of the Group; (iv) does not have any other major appointments or professional qualifications; and (v) has not held any other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Upon the resignations of Ms. Cheng and Prof. Pong and the appointments of Dr. Gong and Ms. To, the Board announces that, with effect from 21 January 2026:

1. Ms. Cheng has ceased to be a member of each of the Audit Committee and the Nomination Committee;
2. Dr. Gong has been appointed as a member of each of the Remuneration Committee, the Audit Committee and Nomination Committee;
3. Prof. Pong has ceased to be the chairperson of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;
4. Ms. To has been appointed as the chairperson of each of the Remuneration Committee, the Audit Committee and Nomination Committee;
5. Mr. Lo Chi Wang has been redesignated as a member of the Audit Committee; and
6. Mr. Ng Wing Woon Dave has ceased to be a member of the Remuneration Committee and has been redesignated as a member of the Nomination Committee.

The Board would like to take this opportunity to express its warm welcome to Dr. Gong and Ms. To for joining the Board as well as its gratitude to Ms. Cheng and Prof. Pong for their valuable contributions to the Company during their tenures of service.

CHANGE OF COMPANY SECRETARY AND FINANCIAL CONTROLLER

The Board further announces that Mr. Leung Hoi Ki has resigned from his position as the company secretary of the Company with effect from 21 January 2026. Mr. Leung Hoi Ki has confirmed that he has no disagreement with the Board and there is no other matter in connection with his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

Following the resignation of Mr. Leung Hoi Ki as a company secretary, the Board has appointed Mr. Lam Tak Ming (“**Mr. Lam**”) as the financial controller and company secretary of the Company with effect from 21 January 2026. His biographical details are as follows:

Mr. Lam holds a Bachelor of Arts Degree in Accountancy and a Master Degree in Corporate Governance from The Hong Kong Polytechnic University. Prior to joining the Company, Mr. Lam worked in several listed companies in Hong Kong as financial controller and/or company secretary and had over 8 years of accounting and auditing experience at international accounting firms. He is currently a practising member of the Hong Kong Institute of Certified Public Accountants and an associate member of The Hong Kong Chartered Governance Institute.

The Company considers that Mr. Lam possesses the relevant experience and meets the qualification requirements for company secretary under Rule 3.28 of the Listing Rules. The Board would like to take this opportunity to express its sincere gratitude to Mr. Leung Hoi Ki for his valuable contributions to the Company during his tenure of service and to welcome Mr. Lam to his new appointment.

CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board announces that with effect from 21 January 2026:

1. Mr. Leung Hoi Ki ceased to be the authorised representative of the Company under Rule 3.05 of the Listing Rules;
2. Loong & Yeung ceased to be the authorised representative of the Company for the acceptance of service of process and notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
3. Mr. Lam has been appointed as an authorised representative of the Company pursuant to Rule 3.05 of the Listing Rules; and
4. Mr. Lam has been appointed as the authorised representative of the Company for the acceptance of service of process and notice in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Further announcement(s) will be made by the Company as and when appropriate.

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH THE MINIMUM PUBLIC FLOAT REQUIREMENT

As disclosed in the announcement (the “**Announcement**”) jointly published by the Company and Ever Genius International Group Limited (“**Ever Genius**” or “**Offeror**”) on 13 January 2026 in relation to the close of the mandatory unconditional cash offer (the “**Offer**”) made by Kingston Securities Limited, on behalf of the Offeror, to acquire all the issued shares (the “**Share(s)**”) of the Company not already owned or agreed to be acquired by the Offeror and any parties acting in concert with it. Immediately after the close of the Offer, an aggregate of 101,999,999 Shares, representing approximately 24.999999755% of the total issued share capital of the Company as at the date of the Announcement, were held by the public (as defined under the Listing Rules). In view of the above, and considering that the market value of the Company was below HK\$1,000,000,000, the minimum public float requirement of 25% as set out in Rule 13.32B(1) of the Listing Rules or the alternative threshold as set out in Rule 13.32B(2) of the Listing Rules was not satisfied. However, there was no significant public float shortfall as defined in Rule 13.32F of the Listing Rules.

The Company applied to the Stock Exchange for a temporary waiver from strict compliance with Rule 13.32B of the Listing Rules on 13 January 2026. On 21 January 2026, the Stock Exchange granted the waiver for the period from 13 January 2026 to 21 January 2026 (both days inclusive), subject to disclosure of the waiver (including details and reasons) by way of this announcement.

RESTORATION OF PUBLIC FLOAT

The Company was informed by its controlling shareholder, Ever Genius that, on 21 January 2026, Ever Genius sold an aggregate of one board lot of 2,000 Shares on the market, representing approximately 0.00049% of the total number of Shares in issue as at the date of this announcement. Immediately following the disposal, the total number of Shares held by the public is 102,001,999, representing 25.00% of the total number of Shares in issue and Ever Genius is interested in 305,998,001 Shares, representing approximately 75.00% of the total member of Shares in issue. Accordingly, the minimum public float requirement of 25% of the total number of Shares in issue under Rule 13.32B of the Listing Rules has been restored.

By order of the Board of
Easy Smart Group Holdings Limited
Ng Wing Woon Dave
Chairman and Executive Director

Hong Kong, 21 January 2026

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Ng Wing Woon Dave and Mr. Qu Rong; and three independent non-executive Directors, namely Mr. Lo Chi Wang, Dr. Gong Zhaolong and Ms. To Sau Man.