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Skymission Group Holdings Limited

天任集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1429)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) CHANGE OF CHAIRMAN AND CHIEF EXECUTIVE OFFICER;
AND
(4) CHANGE OF AUTHORISED REPRESENTATIVES OF THE COMPANY
UNDER THE LISTING RULES AND UNDER THE COMPANIES
ORDINANCE**

Reference is made to the composite document dated 13 February 2026 (the “**Composite Document**”) jointly issued by Skymission Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and Dacheng International Holdings Limited (the “**Offeror**”) in relation to, among other things, the mandatory unconditional cash offer by Solarstone Capital Limited for and on behalf of the Offeror to acquire all the issued shares of the Company, other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

CHANGE OF DIRECTORS

Resignation of Directors

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, with effect from 20 March 2026:

1. Mr. Leung Yam Cheung (“**Mr. Leung YC**”) has resigned as an executive Director, the chairman of the Board and the chief executive officer (the “**Chief Executive Officer**”);
2. Mr. Leung Chau Ming (“**Mr. Leung CM**”) has resigned as an executive Director;
3. Mr. Yau Sheung Hang (“**Mr. Yau**”) has resigned as a non-executive Director;

4. Mr. Tang Tsz Tsun (“**Mr. Tang**”) has resigned as an independent non-executive Director; and
5. Mr. Lei Nelson (“**Mr. Lei**”) has resigned as an independent non-executive Director.

The resignations of the aforesaid Directors (collectively, the “**Outgoing Directors**”) were due to the change in control of the Company after completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement and the wishes of the Outgoing Directors to devote more time to their other commitments. Each of the Outgoing Directors has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities. 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 20 March 2026:

- (i) Mr. Zou Feng has been appointed as an executive Director, the chairman of the Board and the Chief Executive Officer;
- (ii) Mr. Guo Jiequn has been appointed as an executive Director;
- (iii) Mr. Yuan Bingbo has been appointed as a non-executive Director; and
- (iv) each of Mr. Chan Ngai Fan and Mr. Dai Chenglong has been appointed as an independent non-executive Director.

The biographical details of the abovementioned new Directors (collectively, the “**New Directors**”) are set out below:

Executive Director

Mr. Zou Feng (“**Mr. Zou**”), aged 36, is the sole beneficial owner and sole director of the Offeror. Mr. Zou graduated from The Open University of China (國家公開大學) with a bachelor’s degree in law. Mr. Zou has for over 10 years been responsible for overseeing the overall operations and business development of various enterprises in Mainland China that are engaged in the area of technology, insurance and digital mobile products, through which he has accumulated extensive experience in management and investment.

From December 2012 to May 2016, he worked at Shenzhen Pulai Bao Communication Technology Co., Ltd.* (深圳市普賚寶通信科技有限公司), focusing on the sales and after sales maintenance of digital products and building solid experience in managing terminal service networks. Since June 2016, Mr. Zou has joined Tengsheng Insurance Agency Co., Ltd.* (騰晟保險代理有限公司), where he has led the integration of digital products with insurance services, driven innovation in service scenarios and cross industry collaboration, and successfully achieved deep integration between digital protection and insurance products, thereby enhancing overall service value and customer experience.

As at the date of this announcement, the Offeror was interested in 1,200,804,000 Shares, representing approximately 75.05% of the total issued share capital of the Company. Mr. Zou is the sole shareholder and sole director of the Offeror, and is the substantial shareholder of the Company.

Mr. Guo Jiequn (“**Mr. Guo**”), aged 37, has 13 years of extensive industry experience in the 3C digital services sector. From December 2013 to May 2023, he worked at Shenzhen Maisibeige Technology Co., Ltd.* (深圳市麥斯貝格科技有限公司), where his last position was a director responsible mainly for managing insurance related service operations and quality, and for coordinating cooperation projects with major insurance companies. From June 2023 to January 2026, he worked at Dacheng Yunfu Information Technology (Shenzhen) Co., Limited.* (大成雲服信息科技(深圳)有限公司), where his last position was a general manager responsible mainly for overall team management, business development and implementation of service standards. Mr. Guo is currently attending Peking University (北京大學)’s “Advanced Executive Class in Business Administration in the AI Era” to further strengthen his capabilities in corporate strategic management, digital operations and innovation driven development.

Each of Mr. Zou and Mr. Guo has entered into an engagement letter with the Company for an initial term of 2 years, commencing on 20 March 2026. Each of Mr. Zou and Mr. Guo shall hold office until the first general meeting of the Company after their appointment and shall be subject to retirement and re-election at such meeting in accordance with the articles of association (the “**Articles**”) of the Company. The Board and the remuneration committee of the Board (the “**Remuneration Committee**”) have determined an annual emolument of HK\$120,000 for each of Mr. Zou and Mr. Guo, with reference to their contribution, experience, duties and responsibilities, the Company’s remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. The remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to their responsibility and performance.

Non-executive Director

Mr. Yuan Bingbo (“**Mr. Yuan**”), aged 38, holds a Master of Business Administration degree in Finance (Executive MBA) awarded under a joint programme of The Chinese University of Hong Kong, Shenzhen and The Chinese University of Hong Kong, and is currently pursuing a Doctor of Business Administration degree at Singapore Management University. Mr. Yuan has over ten years of experience in financial insurance, investment and financing. Since July 2011, he has worked at Ping An Insurance (Group) Company of China, Ltd.* (中國平安財產保險股份有限公司深圳分公司), where he has focused on investment and financing, corporate mergers and acquisitions and property insurance, and has gained practical experience in risk management and corporate governance. In addition, Mr. Yuan has cross border experience in industrial park planning and operation and industrial project investment, and is proficient in promoting the coordinated development of financial capital and the real economy.

Mr. Yuan has entered into a letter of appointment with the Company for an initial term of 2 years, commencing on 20 March 2026. Mr. Yuan shall hold office until the first general meeting of the Company after his appointment and shall be subject to retirement and re-election at such meeting in accordance with the Articles of the Company. The Board and the Remuneration Committee have determined an annual emolument of HK\$120,000 for Mr. Yuan, with reference to his contribution, experience, duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. The remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

Independent non-executive Directors

Mr. Chan Ngai Fan (“**Mr. Chan**”), aged 46, has extensive experience in the corporate sector, particularly in financial and executive roles. Mr. Chan acted as the financial controller of KPa-BM Holdings Limited(應力控股有限公司)(stock code: 2663) from May 2015 to April 2018. He acted as an independent non-executive director of Sino Vision Worldwide Holdings Limited(新維國際控股有限公司)(stock code: 8086, delisted in July 2023) (“**Sino Vision**”) from August 2017 to September 2018. In addition, he acted as a non-executive director of Shenzhen Mingwah Aohan High Technology Corporation Limited (深圳市明華澳漢科技股份有限公司)(stock code: 8301, delisted in December 2021) (“**Shenzhen Mingwah Aohan**”) from September 2016 to April 2018 and from January 2019 to March 2019. He also acted as an executive director and the chief financial officer of Shenzhen Mingwah Aohan from April 2018 to January 2019. Afterwards, he acted as the company secretary of Sino Vision from January 2019 to May 2019. In addition, he acted as an independent non-executive director of Sanxun Holdings Group Limited(三巽控股集團有限公司)(stock code: 6611) since September 2019 to September 2023 and an independent non-executive director of Contel Technology Company Limited (康特隆科技有限公司)(stock code: 1912) since March 2022 to June 2023. He also acted as an independent non-executive director of Capital Finance Holdings Limited (首都金融控股有限公司) (stock code: 8239) from January 2022 to September 2025.

Currently, he has been acting an independent non-executive director of Leader Education Limited (立德教育有限公司) (stock code: 1449) since July 2020, an independent non-executive director of Persistence Resources Group Ltd (集海黃金集團有限公司) (stock code: 2489) since November 2023, an independent non-executive director of Smart fish Wealthlink Holdings Limited (formerly known as Central Wealth Group Holdings Limited) (小魚盈通控股有限公司)(stock code: 139) since July 2024 and an independent non-executive director of Anhui Jinyan New Materials Co., Ltd (安徽金岩高嶺土新材料股份有限公司) (stock code: 2693) since October 2024. He also has been acting as the joint company secretary of Centenary United Holdings Limited (世紀聯合控股有限公司) (stock code 1959) since January 2019, the company secretary of China Health Technology Group Holding Company Limited (中國健康科技集團控股有限公司) (stock code: 1069) since May 2022, the company secretary of BlockFin Holdings Limited (formally known as Bison Finance Group Limited) (鏈信控股有限公司) (stock code: 888) since August 2022 and the company secretary of Zhengwei Group Holdings Company Limited (正味集團控股有限公司) (stock code: 2147) since June 2022 for handling compliance related matters.

Mr. Chan obtained a bachelor's degree in arts (Honours) in accountancy from the Hong Kong Polytechnic University in December 2007, and a master's degree in corporate governance from the same university in October 2013. Mr. Chan is a Certified Public Accountant (Practising) in Hong Kong authorized by Accounting and Financial Reporting Council in January 2024. He was admitted to graduateship of The Institute of Chartered Secretaries & Administrators in December 2016 and was admitted as an associate of The Hong Kong Institute of Chartered Secretaries (currently known as The Hong Kong Chartered Governance Institute). He is also a Chartered Secretary and a Chartered Governance Professional of The Hong Kong Chartered Governance Institute.

Mr. Dai Chenglong (“**Mr. Dai**”), aged 33, obtained a bachelor's degree in Finance from Nanjing Normal University (南京師範大學).

From 2014 to 2016, Mr. Dai served as product manager at Shenzhen Xingruiqi Optoelectronics* (深圳星睿奇光電), responsible mainly for product planning, market research, supply chain coordination and full life cycle product management, and assisted in product line optimisation and market expansion. From 2016 to 2024, he served as project director at China Sci-Tech Industrial Investment Group Limited, a company listed on the Stock Exchange (stock code: 00339), mainly responsible for formulating and implementing secondary market trading strategies covering, among others, the Hong Kong stock market, and for overseeing portfolio management, risk control and post investment operation of projects to achieve stable asset performance. From 2024 to 2026, he served as blockchain project operation manager at Sheen Tai Holdings Group Company Limited (順泰控股集團有限公司), a company listed on the Stock Exchange (stock code: 01335), responsible mainly for the overall operation of the FILCION mining business in Hong Kong, including miner management, computing power operation and maintenance, cost control, business compliance and market cooperation, to ensure stable and efficient project operation. He is currently a director of Baoheng Group* (寶恒集團) and Asia Trading Company* (亞洲貿易公司).

Each of Mr. Chan and Mr. Dai has entered into a letter of appointment with the Company for an initial term of 2 years, commencing on 20 March 2026. Each of Mr. Chan and Mr. Dai shall hold office until the first general meeting of the Company after their appointment and shall be subject to retirement and re-election at such meeting in accordance with the Articles. The Board and the Remuneration Committee have determined an annual emolument of HK\$120,000 for each of Mr. Chan and Mr. Dai, with reference to their contribution, experience, duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. The remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to their responsibility and performance.

Save as disclosed in this announcement, as at the date of this announcement, each of Mr. Zou, Mr. Guo, Mr. Yuan, Mr. Chan and Mr. Dai has confirmed that he (i) does not hold any position in the Company or other members of the Group; (ii) does 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) is not interested in and 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) is not connected and had no relationship with any Directors, senior management, substantial shareholders of the Company (as defined in the Listing Rules) or controlling shareholders of the Company (as defined in the Listing Rules).

Each of Mr. Chan and Mr. Dai has confirmed that (i) they have satisfied all the criteria for independence set out in Rule 3.13(8)(a) to (c) of the Listing Rules; (ii) they had 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 their independence at the time of their appointment.

As at the date of this announcement, save as disclosed above, each of Mr. Zou, Mr. Guo, Mr. Yuan, Mr. Chan and Mr. Dai has confirmed that (i) there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (ii) there is no other matter that needs to be brought to the attention of Shareholders of the Company in relation to their appointments.

The Board would like to extend its warmest welcome to the New Directors on the new appointments.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 20 March 2026, the composition of the committees of the Board has been changed as follows:

Audit Committee

Mr. Tang has resigned as the chairman of the audit committee of the Board (the “**Audit Committee**”). Mr. Lei and Ms. Wu Kin Yi (“**Ms. Wu**”) resigned as member of the Audit Committee.

Mr. Chan has been appointed as the chairman of the Audit Committee, Mr. Yuan and Mr. Dai have been appointed as members of the Audit Committee.

Remuneration Committee

Mr. Leung YC and Mr. Tang have resigned as members of the remuneration committee of the Board.

Ms. Wu will remain as the chairman of the Remuneration Committee, and Mr. Guo and Mr. Chan have been appointed as members of the Remuneration Committee.

Nomination Committee

Mr. Lei has resigned as the chairman of the nomination committee of the Board (the “**Nomination Committee**”). Mr. Leung YC has resigned as member of the Nomination Committee.

Mr. Zou has been appointed as the chairman of the Nomination Committee, and Ms. Wu remains as and Mr. Dai has been appointed as members of the Nomination Committee.

Compliance Committee

Mr. Leung YC has resigned as the chairman of the compliance committee of the Board (the “**Compliance Committee**”). Mr. Lei has resigned as member of the Compliance Committee.

Mr. Guo has been appointed as the chairman of the Compliance Committee, and Mr. Leung Wing Chun (“**Mr. Leung WC**”) remains as and Mr. Dai has been appointed as members of the Compliance Committee.

Environmental, Social and Governance Committee

Mr. Leung YC, Mr. Leung CM and Ms. Wu resigned as members of the environmental, social and governance committee of the Board (the “**Environmental, Social and Governance Committee**”).

Mr. Leung WC remains as the chairman of the Environmental, Social and Governance Committee, and Mr. Zou, Mr. Guo and Mr. Yuan have been appointed as members of the Environmental, Social and Governance Committee.

CHANGE OF AUTHORISED REPRESENTATIVES UNDER THE LISTING RULES AND THE COMPANIES ORDINANCE

The Board announces that, with effect from 20 March 2026, Mr. Leung YC has resigned as an authorised representative of the Company under the rules governing the Listing of Securities (the “**Listing Rules**”) of the Stock Exchange, and the authorised representative of the Company under Part 16 of the Companies Ordinance (the “**Authorised Representatives**”). Mr. Leung YC has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities.

The Board further announces that Mr. Zou has been appointed as the Authorised Representative with effect from 20 March 2026.

DEVIATION FROM THE CORPORATE GOVERNANCE CODE

Pursuant to code provision C.2.1 of the Corporate Governance Code as set forth in Appendix C1 to Listing Rules (the “**CG Code**”), the roles of chairman and chief executive should be separate and should not be performed by the same individual. As Mr. Zou will be appointed as both the chairman of the Board and the Chief Executive Officer, such practice deviates from code provision C.2.1 of the CG Code. The Board believes that vesting the roles of both the chairman of the Board and the Chief Executive Officer in the same person can facilitate the execution of the Group’s business strategies and boost the effectiveness of its operations. Therefore, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board, which comprised three executive Directors, one non-executive Director and three independent non-executive Directors, the Board is appropriately structured with a balance of power to provide sufficient checks to protect the interests of the Company and the shareholders of the Company.

By order of the Board
Skymission Group Holdings Limited
Mr. Zou Feng
Chairman and Chief Executive Officer

Hong Kong, 20 March 2026

As at the date of this announcement, the Board comprises Mr. Zou Feng (Chairman and Chief Executive Officer), Mr. Guo Jiequn and Mr. Leung Wing Chun as executive Directors; Mr. Yuan Bingbo as non-executive Director; and Mr. Chan Ngai Fan, Mr. Dai Chenglong and Ms. Wu Kin Yi as independent non-executive Directors.

* *For identification purposes only*