

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8645)

**(1) CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD;
(2) CHANGES IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) CHANGES OF COMPLIANCE OFFICER AND
AUTHORISED REPRESENTATIVE**

CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD

The Board hereby announces that with effect from 20 May 2022;

- (i) Dato' Tan has resigned as an Executive Director, the Chairman and the Chief Executive Officer;
- (ii) Mr. Lim has resigned as an Independent Non-executive Director;
- (iii) Mr. Phua has resigned as an Independent Non-executive Director;
- (iv) Mr. Yu, an Executive Director, has been appointed as the Chairman and the Chief Executive Officer;
- (v) Mr. Hu, has been appointed as an Executive Director;
- (vi) Mr. Ng, has been appointed as an Independent Non-executive Director; and
- (vii) Ms. Zheng, has been appointed as an Independent Non-executive Director.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 20 May 2022;

- (i) Dato' Tan has resigned as a member of the Nomination Committee and the Remuneration Committee;

- (ii) Mr. Lim has resigned as the chairman of the Audit Committee, the member of the Nomination Committee and the Remuneration Committee;
- (iii) Mr. Phua has resigned as the chairman of the Nomination Committee and the member of the Audit Committee;
- (iv) Mr. Yu, an Executive Director, has been appointed as the member of Nomination Committee and the Remuneration Committee;
- (v) Mr. Ng, has been appointed as the chairman of the Audit Committee, the member of the Nomination Committee and the Remuneration Committee; and
- (vi) Ms. Zheng, has been appointed as the chairman of the Nomination Committee and the member of the Audit Committee.

CHANGES OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board further announces that Dato' Tan has ceased to act as the Compliance Officer and the Authorised Representative, and Mr. Yu, an Executive Director, has been appointed as the Compliance Officer and the Authorised Representative with effect from 20 May 2022.

CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD

The board (the “**Board**”) of directors (the “**Director(s)**”) of Nomad Technologies Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 20 May 2022:

- (i) Dato' Eric Tan Chwee Kuang (“**Dato' Tan**”) has resigned as an Executive Director, the chairman of the Board (the “**Chairman**”) and the chief executive officer of the Company (the “**Chief Executive Officer**”) due to his other businesses and personal commitments;
- (ii) Mr. Lim Peng Chuan Terence (“**Mr. Lim**”) has resigned as an Independent Non-executive Director due to his other businesses and personal commitments;
- (iii) Mr. Phua Cheng Sye Charles (“**Mr. Phua**”) has resigned as an Independent Non-executive Director due to his other businesses and personal commitments;
- (iv) Mr. Yu Decai (“**Mr. Yu**”), an Executive Director, has been appointed as the Chairman and the Chief Executive Officer;
- (v) Mr. Hu Mingdai (“**Mr. Hu**”), has been appointed as an Executive Director;

- (vi) Mr. Ng Der Sian (“**Mr. Ng**”), has been appointed as an Independent Non-executive Director; and
- (vii) Ms. Zheng Li Ping (“**Ms. Zheng**”), has been appointed as an Independent Non-executive Director.

Each of Dato’ Tan, Mr. Lim and Mr. Phua has confirmed to the Board that he has no disagreement with the Board and there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Biographical details of Mr. Yu, Mr. Hu, Mr. Ng and Ms. Zheng are as follows:

Mr. Yu Decai

Mr. Yu, aged 48, has been appointed as an Executive Director on 21 July 2021, and has been subsequently appointed as (i) the Chairman, (ii) the Chief Executive Officer, (iii) the member of nomination committee of the Company (the “**Nomination Committee**”); and (iv) the member of the remuneration committee of the Company (the “**Remuneration Committee**”) on 20 May 2022 (“**Mr. Yu’s subsequent appointments**”). Mr. Yu graduated from the Shanghai Institute of International Economic and Technical Education with a Bachelor’s Degree in Management. He holds the qualification as a qualified funds practitioner which was granted by the Asset Management Association of China. Mr. Yu has extensive experience in technologies, media and telecommunications sector investment, corporate strategic management, project management, investment business and funds management.

Mr. Yu is a director of Hong Kong Worldtone Riches Fund Management Limited and has been appointed as the chairman of board of supervisors of Shenzhen Sunrise New Energy Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002256).

Mr. Yu indirectly holds 416,364,000 shares of the Company (“**Shares**”) or approximately 69.39% of the issued share capital of the Company through Thrive Harvest Limited (“**Thrive Harvest**”) and Worldtone Riches Investment Limited (“**Worldtone Riches**”). Mr. Yu beneficially owns the entire issued shares of Thrive Harvest and Worldtone Riches. Thrive Harvest is a company incorporated in the British Virgin Islands (the “**BVI**”), which in turn holds 303,864,000 Shares or approximately 50.64% of the issued share capital of the Company; and Worldtone Riches is a company incorporated in the BVI, which in turn holds 112,500,000 Shares or approximately 18.75% of the issued share capital of the Company.

The Board considered and accepted the recommendation from the Nomination Committee regarding Mr. Yu’s subsequent appointments, after reviewing his academic qualification, working experience and contributions to the Board during his tenure as an Executive Director.

Save as disclosed above, Mr. Yu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position with the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Yu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Yu does not have any relationship with any Director, senior management or substantial shareholder (as defined under the Rules Governing the listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”)) or controlling shareholder (as defined under the GEM Listing Rules) of the Company.

Mr. Yu has entered into a new letter of appointment with the Company as an Executive Director, the Chairman and the Chief Executive Officer for an initial term commencing from 20 May 2022 and shall hold office until the 2022 annual general meeting of the Company (the “**2022 AGM**”), and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the articles of association of the Company and the GEM Listing Rules. Pursuant to the new letter of appointment, the annual remuneration of Mr. Yu as an Executive Director, the Chairman and the Chief Executive Officer is HK\$720,000. Such remuneration is determined with reference to the duties and responsibilities of Mr. Yu, the Company’s performance and profitability, the prevailing market conditions and the remuneration policy of the Company. Save for the said salary, Mr. Yu will not be entitled to any other emolument for holding his office as an Executive Director, the Chairman and the Chief Executive Officer. The amount of Mr. Yu’s remuneration has been approved by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, the Company considers that in relation to the appointment of Mr. Yu as an Executive Director, the Chairman and the Chief Executive Officer, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Hu Mingdai

Mr. Hu, aged 41, has been appointed as an Executive Director on 20 May 2022. Mr. Hu graduated from Private Hualian College in Guangzhou, the People’s Republic of China (the “**PRC**”) with major in Business English in June 2002. He obtained a securities practice qualification certificate from the Securities Association of China in April 2016 and the qualification as a qualified funds practitioner which was granted by the Asset Management Association of China in December 2016. Mr. Hu has extensive experience in fund investment and capital operation business in the PRC.

From October 2011, Mr. Hu has been appointed as a director of Shenzhen Worldtone Riches Fund Management Limited (“**Shenzhen Worldtone**”). From June 2021, Mr. Hu has been further appointed general manager of Shenzhen Worldtone. From July 2021, Mr. Hu has been appointed as an authorised representative of Shenzhen Huitong Yingfu No. 1 Equity Investment Fund Partnership (Limited Partnership)* (“**Shenzhen Huitong**”). Shenzhen Huitong indirectly holds 33,750,000 Shares or approximately 5.638% of the issued share capital of the Company through Garden Wealth Limited (“**Garden Wealth**”). 100% equity interest of Garden Wealth is owned by Shenzhen Huitong.

Save as disclosed above, Mr. Hu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position with the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Hu does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Hu does not have any relationship with any Director, senior management or substantial shareholder (as defined under the GEM Listing Rules) or controlling shareholder (as defined under the GEM Listing Rules) of the Company.

Mr. Hu has entered into a letter of appointment with the Company as an Executive Director for an initial term commencing from 20 May 2022 and shall hold office until the 2022 AGM, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the articles of association of the Company and the GEM Listing Rules. Pursuant to the letter of appointment, the annual remuneration of Mr. Hu as an Executive Director of the Company is HK\$240,000. Such remuneration is determined with reference to the duties and responsibilities of Mr. Hu, the Company’s performance and profitability, the prevailing market conditions and the remuneration policy of the Company. Save for the said salary, Mr. Hu will not be entitled to any other emolument for holding his office as an Executive Director. The amount of Mr. Hu’s remuneration has been approved by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, the Company considers that in relation to the appointment of Mr. Hu as an Executive Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Ng Der Sian

Mr. Ng, aged 50, has been appointed as (i) an Independent Non-executive Director; (ii) the chairman of the audit committee of the Company (the “**Audit Committee**”); (iii) the member of the Nomination Committee; and (iv) the member of the Remuneration Committee on 20 May 2022. Mr. Ng graduated from Nanyang Technological University in 1996 with a Bachelor’s Degree in Accountancy.

Mr. Ng has involved in the finance and capital market industry for more than 25 years, having started his career at Arthur Andersen with his last position as audit assistant manager in November 2000. From October 1997 to March 1999, Mr. Ng was appointed as credit analyst & marketing senior officer in OCBC Bank Singapore. From November 2000 to June 2003 and from July 2003 to November 2004, he served as a project controller & risk manager in Cap Gemini Ernst & Young and financial planning & analysis manager in GE Consumer Finance, a unit of General Electric Company. Mr. Ng is one of the founding partners of EV Capital Limited, a capital market consultancy company which incorporated in BVI, and worked as the director from December 2004 to December 2016. Mr. Ng is also the founder of One Investments & Consultancy Limited, a capital market consultancy company which incorporated in BVI, and has served as director since March 2011.

Mr. Ng has also been appointed as a director in AMD Holding Pte Ltd, a private company in Singapore since 2012; a director in One Group Consultancy Pte Ltd, a private company in Singapore since 2016; and One Group Capital Limited, a private company in BVI since 2017.

Save as disclosed above, Mr. Ng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position with the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Ng does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Ng does not have any relationship with any Director, senior management or substantial shareholder (as defined under GEM Listing Rules) or controlling shareholder (as defined under the GEM Listing Rules) of the Company.

Mr. Ng has entered into a letter of appointment with the Company as an Independent Non-executive Director for an initial term commencing from 20 May 2022 and shall hold office until the 2022 AGM, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the articles of association of the Company and the GEM Listing Rules. Pursuant to the letter of appointment, the annual remuneration of Mr. Ng as an Independent Non-executive Director of the Company is HK\$180,000. Such remuneration is determined with reference to the duties and responsibilities of Mr. Ng, the Company's performance and profitability, the prevailing market conditions and the remuneration policy of the Company. Save for the said salary, Mr. Ng will not be entitled to any other emolument for holding his office as an Independent Non-executive Director. The amount of Mr. Ng's remuneration has been approved by the Board and the Remuneration Committee on an annual basis.

Mr. Ng has confirmed that he met the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, the Company considers that in relation to the appointment of Mr. Ng as an Independent Non-executive Director, there is no information which is discloseable nor is/was he

involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Zheng Li Ping

Ms. Zheng, aged 46, has been appointed as (i) an Independent Non-executive Director; (ii) the chairman of the Nomination Committee; and (iii) the member of the Audit Committee on 20 May 2022. Ms. Zheng graduated from Heriot-Watt University, Edinburgh, United Kingdom with a Bachelor's Degree in Estate Management in 2002. She also obtained a Master's Degree in Accounting from St. John's University, New York in 2006.

Ms. Zheng has involved in the finance industry for more than approximate 15 years, having started her career at Deloitte & Touche LLP (New York) from September 2006 to August 2008 with her last position as senior auditor. From October 2008 to January 2010, Ms. Zheng was appointed as senior accountant in Medidata Solutions Inc, an American technology company. From March 2010 to March 2011, Ms. Zheng worked in Deloitte & Touche LLP (Singapore) with her last position as senior auditor. From April 2011 to May 2013 and from January 2014 to December 2015, she served as account manager in MOL Techno-Trade Asia Pte Ltd and finance manager in Abacus Capital (S) Pte Ltd. From June 2016 to November 2019, Ms. Zheng joined Chen Li Kindergarten in Singapore and worked as treasurer. Since December 2019, Ms. Zheng has been appointed as chief financial officer in Whampoa Group, a private company in Singapore.

Save as disclosed above, Ms. Zheng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or held any other position with the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Zheng does not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Ms. Zheng does not have any relationship with any Director, senior management or substantial shareholder (as defined under GEM Listing Rules) or controlling shareholder (as defined under the GEM Listing Rules) of the Company.

Ms. Zheng has entered into a letter of appointment with the Company as an Independent Non-executive Director for an initial term commencing from 20 May 2022 and shall hold office until the 2022 AGM, and thereafter shall be subject to retirement by rotation and re-election at the general meetings of the Company pursuant to the articles of association of the Company and the GEM Listing Rules. Pursuant to the letter of appointment, the annual remuneration of Ms. Zheng as an Independent Non-executive Director of the Company is HK\$180,000. Such remuneration is determined with reference to the duties and responsibilities of Ms. Zheng, the Company's performance and profitability, the prevailing market conditions and the remuneration policy of the Company. Save for

the said salary, Ms. Zheng will not be entitled to any other emolument for holding her office as an Independent Non-executive Director. The amount of Ms. Zheng's remuneration has been approved by the Board and the Remuneration Committee on an annual basis.

Ms. Zheng has confirmed that she met the independence criteria set out in Rule 5.09 of the GEM Listing Rules. Save as disclosed above, the Company considers that in relation to the appointment of Ms. Zheng as an Independent Non-executive Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 20 May 2022:

- (i) Dato' Tan has resigned as a member of the Nomination Committee and the Remuneration Committee;
- (ii) Mr. Lim has resigned as the chairman of the Audit Committee, the member of the Nomination Committee and the Remuneration Committee;
- (iii) Mr. Phua has resigned as the chairman of the Nomination Committee and the member of the Audit Committee;
- (iv) Mr. Yu, an Executive Director, has been appointed as the member of Nomination Committee and the Remuneration Committee;
- (v) Mr. Ng, has been appointed as the chairman of the Audit Committee, the member of the Nomination Committee and the Remuneration Committee; and
- (vi) Ms. Zheng, has been appointed as the chairman of the Nomination Committee and the member of the Audit Committee.

CHANGES OF COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board further announces that Dato' Tan has ceased to act as the compliance officer of the Company (the "**Compliance Officer**") and one of the authorised representatives (the "**Authorised Representative**"), and Mr. Yu, an Executive Director, has been appointed as the Compliance Officer under Rule 5.19 of the GEM Listing Rules and the Authorised Representative under 5.24 of the GEM Listing Rules with effect from 20 May 2022.

The Board would like to take this opportunity to express its sincere gratitude to Dato' Tan, Mr. Lim and Mr. Phua for their due diligent performance and contributions to the operation and development of the Company during their terms of office and to express its warmest welcome to Mr. Yu for his new roles with the Company and Mr. Hu, Mr. Ng and Ms. Zheng for their new appointments.

By Order of the Board
Nomad Technologies Holdings Limited
Mr. Yu Decai
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 20 May 2022

As at the date of this announcement, the Board comprises Mr. Hu Mingdai and Mr. Yu Decai as Executive Directors and Mr. Chen Youchun, Mr. Ng Der Sian and Ms. Zheng Li Ping as Independent Non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the date of its publication. This announcement will also be published on the Company’s website at www.nomad-holdings.com.