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海天地悅旅集團有限公司  
S.A.I. LEISURE GROUP COMPANY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1832)**

## **PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of S.A.I. Leisure Group Company Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) has sadly been informed that Professor Chan Pak Woon David (“**Professor Chan**”), an independent non-executive Director, the chairman of the nomination committee and member of the audit committee and the remuneration committee of the Company, passed away on November 9, 2022.

The late Professor Chan had served as an independent non-executive Director of the Company since April 2019. The Board would like to express its deepest sorrow for Professor Chan’s unexpected passing, and also its heartfelt gratitude to Professor Chan for his invaluable contributions to the Group during his tenure. On behalf of the Group, the Board offers its sincere condolences to Professor Chan’s family.

Following the passing away of Professor Chan, the Board comprises eight Directors, including four executive Directors, two non-executive Directors and two independent non-executive Directors. As such, the Company currently does not meet (i) the minimum number of independent non-executive directors required under Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) the requirement under Rule 3.10A of the Listing Rules which stipulates that independent non-executive directors must represent at least one-third of the Board; (iii) the minimum number of members and non-executive directors in the audit committee required under Rule 3.21 of the Listing Rules; (iv) the requirement under Rule 3.25 of the Listing Rules which stipulates that the remuneration committee must comprise a majority of independent non-executive directors; and (v) the requirement under Rule 3.27A of the Listing Rules which stipulates that the nomination committee must be chaired by the chairman of the board or an independent non-executive director and must comprise a majority of independent non-executive directors.

The Company will identify a suitable candidate to fill the vacancy of independent non-executive Director in order to fulfil the requirements of the Listing Rules as soon as practicable and in any event within three months from November 9, 2022 pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules.

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

On behalf of the Board  
**S.A.I. Leisure Group Company Limited**  
**Henry Tan**  
*Vice Chairman, Executive Director  
and Chief Executive Officer*

Hong Kong, November 11, 2022

*As at the date of this announcement, the Board comprises: (1) Dr. TAN Henry, Mr. CHIU George, Mrs. SU TAN Jennifer Sze Tink and Mr. SCHWEIZER Jeffrey William as the Executive Directors; (2) Dr. TAN Siu Lin (Chairman) and Mr. TAN Willie as the Non-Executive Directors; and (3) Mr. CHAN Leung Choi Albert and Mr. MA Andrew Chiu Cheung as the Independent Non-Executive Directors.*