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天譽置業(控股)有限公司
SKYFAME REALTY (HOLDINGS) LIMITED

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00059 and Bonds Stock Code: 5310, 5311,
5367, 5379, 5567, 5602, 5626 and 5855)

**(1) RESIGNATION OF EXECUTIVE DIRECTORS,
CHAIRMAN AND AUTHORISED REPRESENTATIVE;
(2) APPOINTMENT OF
AUTHORISED REPRESENTATIVE OF THE COMPANY;
(3) CHANGE IN COMPOSITION OF
THE BOARD COMMITTEES; AND
(4) CONTINUED NON-COMPLIANCE WITH LISTING RULES**

(1) Resignation of Executive Directors, Chairman and Authorised Representative of the Company

The board of directors (the “**Board**”) of Skyfame Realty (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that:–

- (i) Mr. LIANG Zhenjie (“**Mr. Liang**”) resigned as an executive director of the Board and the chairman of the Company. Mr. Liang also ceased to be the chairman of Nomination Committee and the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) due to his desire to devote more time to his other personal commitments;

- (ii) Mr. SIT Hon Wing (“**Mr. Sit**”) resigned as an executive director of the Board. Mr. Sit also ceased to be the chairman of the risk management committee and a member of the remuneration committee of the Company due to his desire to devote more time to his other personal commitments. Mr. Sit will continue to be the company secretary, the authorized representative and director of certain subsidiaries of the Company; and
- (iii) Mr. CHOW Wah Hung (“**Mr. Chow**”) resigned as Executive Director of the Board due to his desire to devote more time to his other personal commitments.

All the above resignations are effective from 1 September 2025.

Mr. Liang, Mr. Sit and Mr. Chow all have confirmed that except for the outstanding director’s fee, they have no disagreement with the Board and there is no outstanding matter in respect of their resignations that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liang, Mr. Sit and Mr. Chow for their valuable contribution to the Company during the tenure of their office.

(2) Appointment of Authorised Representative of the Company

The Board further announces that Mr. LI Jianwen (“**Mr. Li**”), currently the non-executive Director of the Company, has been appointed as one of the authorised representative of the Company under Rule 3.05 of the Listing Rules, the chairman of the risk management committee and a member of the remuneration committee of the Company with effect from 1 September 2025.

(3) Changes to the Composition of the Board Committees

The Board announces that, following the resignations of Mr. Liang and Mr. Sit, the composition of the board committees of the Company has been changed as follows with effect from 1 September 2025:–

- (i) Mr. Liang ceased to be the chairman of nomination committee of the Company;
- (ii) Mr. Sit ceased to be the chairman of risk management committee and the member of the Remuneration Committee of the Company;
- (iii) Mr. Li has been appointed as chairman of the nomination committee of the Company; and
- (iv) Mr. ZHANG Guocheng, currently the executive director of the Company, has been appointed as chairman of the risk management committee and a member of the remuneration committee of the Company.

(4) Continued non-compliance with the Listing Rules

Reference is made to the announcement of the Company dated 26 August 2025 (the “**Announcement**”) in relation to the non-compliance with Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules. As at the date of this announcement and following the resignations of Mr. Liang as chairman of nomination committee of the Company and Mr. Sit as member of the remuneration committee of the Company with effect from 1 September 2025, the Board only comprises one executive Director and one non-executive Director. As such, Rules 3.10(1), 3.10(2), 3.10A, 3.21, 3.25 and 3.27A of the Listing Rules as set out in the Announcement remains non-compliant.

The Company is in the process of identifying suitable candidates to fill the vacancies and will continue to use its best endeavours to ensure that suitable candidates are appointed as soon as practicable and in any event within three months after failing to meet the requirements as required under Rule 3.11 of the Listing Rules. Further announcement(s) will be made by the Company upon such appointment.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2025, pending the publication of the 2024 Annual Results.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Skyfame Realty (Holdings) Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
ZHANG Guocheng
Director

Hong Kong, 1 September 2025

As at the date of this announcement, the Board comprises one executive Director, namely ZHANG Guocheng, and one non-executive Director, namely Mr. LI Jianwen.