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MIRAMAR GROUP

MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED

美麗華酒店企業有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 71)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of Miramar Hotel and Investment Company, Limited (the “**Company**”) pursuant to rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Sin Nga Yan, Benedict (“**Mr. Sin**”) has been appointed as an Independent Non-Executive Director with effect from 26 June 2023.

Mr. Sin, aged 59, is a director and general manager of Myer Jewelry Manufacturer Limited. He is a fellow of CPA Australia, a solicitor of the Supreme Court of New South Wales, Australia, the Supreme Court of England and Wales and the High Court of Hong Kong. He is the Chairman of Trust Fund Committee of Customs and Excise Service Children’s Education Trust Fund of Hong Kong Customs and Excise Department. Mr. Sin is also a member of Committee of Overseers of Wu Yee Sun College of The Chinese University of Hong Kong, a member of The Council of The Hang Seng University of Hong Kong and a member of Hospital Authority, Hospital Governing Committee of Hong Kong Eye Hospital & Kowloon Hospital. Mr. Sin is an independent non-executive director of King Fook Holdings Limited, a listed company in Hong Kong.

Save as disclosed above, Mr. Sin has not held any other directorships in listed public companies in the last three years, and he is not connected with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Sin does not hold any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

A letter of appointment dated 26 June 2023 has been entered into between the Company and Mr. Sin with no specified length of service with the Company in respect of his position as an Independent Non-Executive Director but he is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company, in which it is stipulated that every director shall be subject to retirement by rotation at least once every three years at the annual general meeting. Other than that, Mr. Sin is not a party to any service contract with the Company.

Mr. Sin is entitled to a fixed annual remuneration of HK\$350,000 per annum for acting as an Independent Non-Executive Director, a member of the Audit Committee and a member of the Remuneration Committee of the Company, which is determined from time to time by the Board with reference to his duties and responsibilities.

Mr. Sin is the son of the late Dr. David Sin (“**Dr. David Sin**”), who was an Independent Non-Executive Director before he passed away on 17 April 2023 as disclosed in the announcement of the Company dated 27 April 2023. Accordingly, Mr. Sin is connected with a former Independent Non-Executive Director within two years immediately prior to the date of his appointment as an Independent Non-Executive Director under Rule 3.13(6) of the Listing Rules. However, the Board, through the assessment of the Nomination Committee, is of the view that the aforesaid connection should not automatically affect or impair Mr. Sin’s independence required for acting as an Independent Non-Executive Director. Having considered (i) the background, attributes and qualifications of Mr. Sin; (ii) the fact that Mr. Sin satisfies all the independence criteria set out in Rule 3.13 of the Listing Rules except that he is the son of a former Independent Non-Executive Director; (iii) Mr. Sin has appropriate experience to act as an Independent Non-Executive Director; and (iv) Mr. Sin has never taken part in the day-to-day management of the Company nor carried out any executive or management function in the Company or any of its subsidiaries, the Board believes that Mr. Sin’s connection with a former Independent Non-Executive Director (who has passed away) should not be perceived to have a negative impact on his independence and considered Mr. Sin to be a suitable candidate for being an Independent Non-Executive Director. Mr. Sin confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the date of this announcement, there is no other matters relating to Mr. Sin’s appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Sin in joining the Board.

CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from 26 June 2023, (i) Mr. Sin has also been appointed as a member of the Nomination Committee, the Audit Committee and the Remuneration Committee of the Company; and (ii) Dr. Lee Ka Shing (“**Dr. Lee**”) has also been appointed as the chairman of the Nomination Committee of the Company.

Following the appointments of Mr. Sin and Dr. Lee as mentioned above, the Company has complied with the requirements under Rules 3.21, 3.25 and 3.27A of the Listing Rules.

By Order of the Board
Chu Kwok Sun
Corporate Secretary

Hong Kong, 26 June 2023

As at the date of this announcement, (i) the executive Directors are Dr. Lee Ka Shing, Mr. Richard Tang Yat Sun, Dr. Colin Lam Ko Yin, Mr. Norman Ho Hau Chong and Mr. Eddie Lau Yum Chuen; (ii) the non-executive Directors are Dr. Patrick Fung Yuk Bun and Mr. Dominic Cheng Ka On; (iii) the independent non-executive Directors are Mr. Wu King Cheong, Dr. Timpson Chung Shui Ming, Mr. Howard Yeung Ping Leung, Mr. Thomas Liang Cheung Bui, Mr. Alexander Au Siu Kee and Mr. Sin Nga Yan, Benedict.