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SAGE INTERNATIONAL GROUP LIMITED

仁智國際集團有限公司

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

APPOINTMENT OF AUDITORS

The Board has re-appointed PricewaterhouseCoopers as the auditors of the Company with effect from 2 July 2014 to fill the casual vacancy arising from its retirement with effect from the conclusion of the AGM, and to hold office until the conclusion of the next general meeting of the Company pursuant to section 89 of the Companies Act.

A circular containing, inter alia, details of the re-appointment of PricewaterhouseCoopers as auditors, and the re-appointment of Mr. Chui and Mr. Chan as Directors, together with the notice of the SGM will be despatched to the Shareholders as soon as practicable.

Reference is made to the poll results announcement (the “**Announcement**”) of Sage International Group Limited (the “**Company**”) dated 26 June 2014. Unless the context required otherwise, terms used herein shall have the same meanings as in the Announcement.

As disclosed in the Announcement, resolution no. 3 regarding the re-appointment of PricewaterhouseCoopers as auditors of the Company was not passed at the AGM since less than 50% of the votes were cast for such resolution. Accordingly, PricewaterhouseCoopers retired and ceased to act as the auditors of the Company with effect from the conclusion of the AGM.

In light of the causal vacancy arising from such retirement of PricewaterhouseCoopers, after careful consideration, the Board has resolved to re-appoint PricewaterhouseCoopers as the auditors of the Company with effect from 2 July 2014 to fill the casual vacancy arising from its own retirement and to hold office until the conclusion of the next general meeting of the Company pursuant to section 89 of the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”).

The Board considers that the re-appointment of PricewaterhouseCoopers is a necessary and commercially viable decision of the Company and is also the most practicable solution currently available to the Board as it could reduce professional expenses and to avoid unnecessary delay that would have been caused had the Company appoint a new auditor or financial advisers to perform the professional works in connection with the very substantial disposal of the Company, which is being carried out by PricewaterhouseCoopers in the capacity of auditors of the Company. For details of the very substantial disposal, please refer to the announcement of the Company dated 13 June 2014. As such, the Board is of the view that it would be in the best interest of the Company and its Shareholder as a whole and the Directors believe the re-appointment of PricewaterhouseCoopers would be acceptable by the Shareholders.

In addition, as mentioned in the Announcement, Mr. Chui Bing Sun (“**Mr. Chui**”) and Mr. Chan Wai Man (“**Mr. Chan**”) have been re-appointed as executive Director and independent non-executive Director respectively pursuant to the Board’s resolutions made on 26 June 2014 after considered reasons discussed by the Board, including maintenance of normal operation and ensuring compliance of the Company. The Board will put forward to seek for Shareholders’ approval in relation to, among other things, the re-appointment of PricewaterhouseCoopers as auditors, and the re-appointment of Mr. Chui and Mr. Chan as Directors, at a special general meeting (the “**SGM**”) to be convened and held as soon as practicable.

A circular containing, inter alia, details of the re-appointment of PricewaterhouseCoopers as auditors, and the re-appointment of Mr. Chui and Mr. Chan as Directors, together with the notice of the SGM will be despatched to the Shareholders as soon as practicable.

On behalf of the board of
Sage International Group Limited
Chui Bing Sun
Chairman and executive Director

Hong Kong, 2 July 2014

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chui Bing Sun (Chairman) and Mr. Kwok Kwan Hung, and three independent non-executive Directors, namely, Mr. Chan Wai Man, Mr. Law Yee Man, Thomas and Mr. Siu Hi Lam, Alick.

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 “Latest Company Announcement” page of the GEM Website for at least 7 days from the day of its publication and on the website of the Company at www.sig.hk.