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## **ODELLA LEATHER HOLDINGS LIMITED**

### **愛特麗皮革控股有限公司**

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

**(Stock Code: 8093)**

- (1) RESIGNATION OF DIRECTORS, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER;**
- (2) APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER OF THE COMPANY;**
- (3) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE CORPORATE GOVERNANCE COMMITTEE;**
- (4) CHANGE OF COMPANY SECRETARY;**
- (5) CHANGE OF AUTHORISED REPRESENTATIVES; AND**
- (6) CHANGE OF COMPLIANCE OFFICER**

#### **(1) RESIGNATION OF DIRECTORS, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

The board (the “**Board**”) of directors (individually the “**Director**”, collectively, the “**Directors**”) of Odella Leather Holdings Limited (the “**Company**”) announces that with effect from 10:00 p.m. 17 March 2017:

- (1) Ms. Cheung Woon Yiu (“**Ms. Cheung**”) has resigned as executive Director and chairman of the Board due to other business commitments;
- (2) Ms. Lam Wai Si Grace (“**Ms. Lam**”) has resigned as executive Director and chief executive officer of the Board due to other business commitments;
- (3) Mr. Ching Wai Man (“**Mr. Ching**”) has resigned as executive Director of the Board due to other business commitments;
- (4) Ms. Ng Lai Hung (“**Ms. Ng**”) has resigned as non-executive Director of the Board due to other business commitments;
- (5) Dr. Wong Wai Kong (“**Dr. Wong**”) has resigned as independent non-executive Director of the Board due to other business commitments;
- (6) Mr. How Sze Ming (“**Mr. How**”) has resigned as independent non-executive Director of the Board due to other business commitments; and

(7) Mr. Philip David Thacker (“**Mr. Thacker**”) has resigned as independent non-executive Director of the Board due to other business commitments.

Following the above changes, the Board comprises (i) two executive Directors, namely Mr. Zhu Yongjun (“**Mr. Zhu**”) and Mr. Tang Yau Sing (“**Mr. Tang**”); (ii) one non-executive Director, namely Mr. Shao Zuosheng; and (iii) three independent non-executive Directors, namely Mr. Chui Man Lung Everett (“**Mr. Chui**”), Mr. Cheung Kam Tong Antonio (“**Mr. Cheung**”) and Mr. Han Chu (“**Mr. Han**”), the biographical details of each of whom are set out in the announcements made by the Company dated 24 February 2017 and 1 March 2017.

Each of Ms. Cheung, Ms. Lam, Mr. Ching, Ms. Ng, Dr. Wong, Mr. How and Mr. Thacker has confirmed that he or she has no disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of his or her resignation in respect of each of the positions set out above. The Board would like to take this opportunity to express its appreciation for their valuable contribution to the Company during their tenure.

## **(2) APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER OF THE COMPANY**

The Board announces that with effect from 10:00 p.m. on 17 March 2017, Mr. Zhu Yongjun, an executive Director of the Company, has been appointed as the chairman of the Board and the chief executive officer of the Company.

## **(3) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE, THE NOMINATION COMMITTEE AND THE CORPORATE GOVERNANCE COMMITTEE**

The Board announces that with effect from 10:00 p.m. on 17 March 2017:

- (1) Ms. Cheung has resigned as a chairman of the nomination committee of the Company (the “**Nomination Committee**”) due to other business commitments;
- (2) Ms. Lam has resigned as a member of the remuneration committee of the Company (the “**Remuneration Committee**”) due to other business commitments;
- (3) Ms. Ng has resigned as a chairman of the corporate governance committee of the Company (the “**Corporate Governance Committee**”) due to other business commitments;
- (4) Dr. Wong has resigned as a chairman of the audit committee of the Company (the “**Audit Committee**”), member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee due to other business commitments;

- (5) Mr. How has resigned as a chairman of the Remuneration Committee and a member of the Audit Committee, Nomination Committee and Corporate Governance Committee due to other business commitments;
- (6) Mr. Thacker has resigned as a member of the Audit Committee and the Corporate Governance Committee due to other business commitments;
- (7) Mr. Chui, an independent non-executive Director, has been appointed as the chairman of the Audit Committee;
- (8) Mr. Cheung, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee;
- (9) Mr. Han, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee; and
- (10) Mr. Chui, an independent non-executive Director, has been appointed as the chairman and Mr. Tang, an executive Director, has been appointed as the member of the Corporate Governance Committee.

Following the above changes:

- (1) the Audit Committee comprises Mr. Cheung, Mr. Chui and Mr. Han, of whom Mr. Chui is the chairman;
- (2) the Remuneration Committee comprises Mr. Cheung, Mr. Chui and Mr. Han, of whom Mr. Cheung is the chairman;
- (3) the Nomination Committee comprises Mr. Han, Mr. Chui and Mr. Cheung, of whom Mr. Han is the chairman; and
- (4) the Corporate Governance Committee comprises Mr. Tang, Mr. Cheung, Mr. Chui, Mr. Han, of whom Mr. Chui is the chairman.

#### **(4) CHANGE OF COMPANY SECRETARY**

The Board announces that Mr. Leung, Vincent Gar-Gene (“**Mr. Leung**”) has been appointed as the company secretary of the Company to replace the current company secretary Mr. Chan Hing Yik (“**Mr. Chan**”) with effect from 10:00p.m. on 17 March 2017. Mr. Leung obtained his Bachelor of Commerce degree from the University of New South Wales in December 2005. He is a Hong Kong Committee Member of Chartered Accountants Australia & New Zealand. He has been the Vice- President of Gemcoast Financial Consulting, Hong Kong since 2015 and was previously the Group Finance Manager of an ASX listed dairy company in 2012. In addition, he previously worked at PricewaterhouseCooper in the financial assurance field for more than seven years across Hong Kong and Australia.

The Board takes this opportunity to thank Mr. Chan for his valuable contribution during his tenure as company secretary of the Company and extend a warm welcome to Mr. Leung.

## **(5) CHANGE OF AUTHORISED REPRESENTATIVES**

The Board announces that with effect from 10:00 p.m. on 17 March 2017:

- (1) Ms. Cheung has resigned as an authorised representative of the Company for the purpose of Rule 5.24 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and for accepting service of process and notice on behalf of the Company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) due to other business commitments;
- (2) Mr. Chan has resigned as an authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules;
- (3) Mr. Tang, an executive Director, has been appointed as an authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules; and
- (4) Mr. Leung, the company secretary of the Company, has been appointed as an authorised representative of the Company for the purpose of Rule 5.24 of the GEM Listing Rules and for accepting service of process and notice on behalf of the Company under Part 16 of the Companies Ordinance.

## **(6) CHANGE OF COMPLIANCE OFFICER**

Ms. Cheung has resigned and Mr. Tang, an executive Director, has been appointed as the compliance officer of the Company with effect from 17 March 2017.

By Order of the Board  
**Odella Leather Holdings Limited**  
**Zhu Yongjun**  
*Chairman*

Hong Kong, 17 March 2017

*As at the date of this announcement, the Board comprises: Mr. Zhu Yongjun and Mr. Tang Yau Sing as executive Directors, Mr. Shao Zuosheng as non-executive Director; and Mr. Cheung Kam Tong Antonio, Mr. Chui Man Lung Everett and Mr. Han Chu as independent non-executive Directors.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of its posting and on the Company’s website at [www.odella.com](http://www.odella.com).*