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**NICHE-TECH GROUP LIMITED**

**駿碼科技集團有限公司**

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

**(Stock Code: 8490)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR,  
COMPOSITION OF BOARD COMMITTEES,  
COMPANY SECRETARY, AUTHORISED REPRESENTATIVE  
AND CHIEF FINANCIAL OFFICER**

The Board wishes to announce that, with effect from 28 June 2019,

- (i) Dr. Cheng Faat Ting Gary has resigned as an independent non-executive Director, the chairman of the Audit Committee, and a member of the Remuneration Committee and Nomination Committee;
- (ii) Mr. Poon Lai Yin Michael has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee;
- (iii) Mr. Koo Wing Yip has resigned as the Company Secretary, an Authorised Representative and the chief financial officer of the Company; and
- (iv) Mr. Tsoi Kin Lung has been appointed as the Company Secretary, an Authorised Representative and the financial controller of the Company.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Niche-Tech Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that with effect from 28 June 2019, Dr. Cheng Faat Ting Gary (“**Dr. Cheng**”) has resigned as an independent non-executive Director, the chairman of audit committee of the Company (the “**Audit Committee**”), and a member of remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”) in order to pursue other personal and business commitments.

Dr. Cheng has confirmed to the Board that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Dr. Cheng for his valuable contributions to the Company during his tenure of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Poon Lai Yin Michael (“**Mr. Poon**”) has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee with effect from 28 June 2019. The biographical details of Mr. Poon are as follows:

Mr. Poon, aged 47, has over 20 years of experience in financial reporting, business advisory, auditing, taxation, accounting and merger and acquisition. Mr. Poon has been a Licensed Representative for Type 6 (advising on corporate finance) regulated activity of Canfield Corporate Finance Company Limited, a licensed corporation registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), since 26 April 2019. From March 1995 to February 1997, he worked in Chan Chak Chung & Co. and his last position was audit senior. From March 1997 to June 1999, he worked in Ho & Au Yeung and his last position was audit semi-senior. From November 2000 to March 2002 he served as senior accountant in Arthur Andersen & Co., which merged into PricewaterhouseCoopers in 2002. Mr. Poon obtained a bachelor’s degree in administrative studies from York University, Canada in June 1995 and a master’s degree in practising accounting from Monash University, Australia in July 1998. Mr. Poon has been a fellow member of Hong Kong Institute of Certified Public Accountant (“**HKICPA**”) since July 2009, and a member with CPA Australia since March 2000. Mr. Poon passed the qualification examination of Asset Management Association of China (中國證券投資基金業協會從業資格考試) in 2016.

Mr. Poon is/was holding the following positions in the following companies, the shares of which are listed on the Stock Exchange.

<b>Name of company</b>	<b>Period of service</b>	<b>Position and major responsibilities</b>
KOALA Financial Group Limited (formerly known as Sunrise (China) Technology Group Limited and Sonavox International Holdings Limited), the shares of which are listed on the GEM (the “ <b>GEM</b> ”) of the Stock Exchange (stock code: 8226)	March 2002 to June 2008	Chief financial officer, company secretary and authorised representative
Enviro Energy International Holdings Limited (formerly known as Sys Solutions Holdings Limited), the shares of which are listed on the main board of the Stock Exchange (stock code: 1102.HK) (formerly listed on the GEM (stock code: 8182))	December 2006 to July 2008	Independent non-executive director
	July 2008 to November 2009	Chief financial officer, company secretary and authorised representative

<b>Name of company</b>	<b>Period of service</b>	<b>Position and major responsibilities</b>
Sun International Group Limited (formerly known as Sun International Resources Limited, Galileo Holdings Limited, Galileo Capital Group Limited and L. P. Lammas International Limited), the shares of which are listed on the GEM (stock code: 8029)	September 2008 to September 2011	Independent non-executive director
Celebrate International Holdings Limited (formerly known as Hong Kong Life Group Holdings Limited and Aptus Holdings Limited), the shares of which are listed on the GEM (stock code: 8212)	June 2010 to April 2011	Chief financial officer and company secretary
	October 2010 to July 2011	Executive director
	July 2011 to December 2011	Non-executive director
China Uptown Group Company Limited (formerly known as The Quaypoint Corporation Limited), the shares of which are listed on the main board of the Stock Exchange (stock code: 2330)	November 2006 to present	Independent non-executive director
Smartac Group China Holdings Limited (formerly known as Sino Dragon New Energy Holdings Limited, China Zirconium Limited and Asia Zirconium Limited), the shares of which are listed on the main board of the Stock Exchange (stock code: 0395)	January 2010 to present	Independent non-executive director
Vincent Medical Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 1612)	February 2016 to July 2017	Alternate director to a non-executive director
Huakang Biomedical Holdings Company Limited, the shares of which are listed on the GEM (stock code: 8622)	August 2017 to present	Executive director and chief financial officer
Teamway International Group Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 1239)	19 March 2019 to present	Independent non-executive director

Mr. Poon was a director of the following companies which were incorporated in Hong Kong prior to their respective dissolution:

<b>Name of the relevant company</b>	<b>Principal business activity prior to cessation of business</b>	<b>Date of dissolution</b>	<b>Means of dissolution</b>	<b>Reason for dissolution</b>
Biosphere Company Limited	Investment holding	5 August 2016	Deregistration	Cessation of business
Hong Kong Wan Zhong Travel Company Limited	Travel service	2 December 2016	Deregistration	Cessation of business
Wan Zhong Travel Group Holdings Limited	Travel service	3 June 2016	Deregistration	Cessation of business

Mr. Poon confirmed that (i) each of the dissolved companies above was solvent immediately prior to its dissolution and had no outstanding claim or liabilities; (ii) there is no wrongful act on his part leading to the above dissolutions; and (iii) he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions.

As at the date of this announcement, Mr. Poon has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director. The letter of appointment is determinable by either party serving on the other not less than one month's written notice. He is subject to retirement at the next following annual general meeting of the Company, at which he will be eligible for re-election, and thereafter subject to retirement by rotation at least once every three years in accordance with the memorandum and articles of association of the Company. Pursuant to the terms of the letter of appointment entered into between the Company and Mr. Poon, he will be entitled to an annual remuneration of HK\$120,000 which has been determined by the Board by reference to his experience, duties and responsibilities with the Company, the Company's remuneration policy as well as prevailing market rates and will be subject to review by the Remuneration Committee from time to time.

Save as disclosed above, as at the date of this announcement, Mr. Poon has confirmed that he (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO).

Save as disclosed in this announcement, there is no other information relating to Mr. Poon that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the Rules (the "GEM Listing Rules") Governing the Listing of Securities on the GEM and there are no other matters in relation to the appointment of Mr. Poon that need to be brought to the attention of the Shareholders.

The Board takes this opportunity to warmly welcome Mr. Poon joining the Board.

## **CHANGE OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND CHIEF FINANCIAL OFFICER**

The Board hereby announces that Mr. Koo Wing Yip (“**Mr. Koo**”) has resigned as the company secretary (“**Company Secretary**”), an authorised representative (“**Authorised Representative**”) under Rule 5.24 of the GEM Listing Rules and the chief financial officer of the Company with effect from 28 June 2019 to pursue his personal career development.

Mr. Koo has confirmed that (a) he has no disagreement with the Board; and (b) there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board is pleased to announce that Mr. Tsoi Kin Lung (“**Mr. Tsoi**”) has been appointed as the Company Secretary, an Authorised Representative and the financial controller of the Company with effect from 28 June 2019.

Mr. Tsoi, aged 44, obtained a bachelor degree of Business Administration from the Chinese University of Hong Kong in 1998. Mr. Tsoi is a member of HKICPA. Mr. Tsoi has over 20 years of experience in financial management, corporate finance and auditing. Mr. Tsoi was a financial controller and company secretary of a company listed on the main board of the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Koo for his valuable contribution to the Group during his tenure of office and extend a warm welcome to Mr. Tsoi to join the Group.

By Order of the Board  
**Niche-Tech Group Limited**  
**Chow Bok Hin Felix**  
*Executive Chairman and Executive Director*

Hong Kong, 28 June 2019

*As at the date of this announcement, the executive Directors are Mr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu, non-executive Director is Mr. Ma Yung King Leo, and the independent non-executive Directors are Professor Ng Wang Wai Charles, Mr. Tai Chun Kit and Mr. Poon Lai Yin Michael.*

*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 GEM website at <http://www.hkgem.com> on the “Latest Listed Company Information” page for a minimum period of seven days from the date of its publication. This announcement will also be published on the Company’s website at <http://www.nichetech.com.hk>.*