

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**SKYWORTH DIGITAL HOLDINGS LIMITED**

**(創維數碼控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00751)**

**RE-DESIGNATION OF DIRECTOR,  
RESIGNATION OF  
EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER,  
CHANGE OF COMPANY SECRETARY  
AND FAILURE TO MEET THE MINIMUM NUMBER OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board wishes to announce that

1. Mr. Leung resigned as executive director, company secretary and chief financial officer effective from 1 December 2013;
2. Ms. Chan is re-designated as executive director effective from 9 September 2013;
3. Mr. Lam is appointed as financial controller of the Group effective from 9 September 2013 and as company secretary effective from 1 December 2013;
4. the Company now has two independent non-executive directors and fails to meet the minimum number of independent non-executive directors as required.

**Resignation of Executive Director**

The board of directors (the “Board”) of Skyworth Digital Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) hereby announces that Mr. Leung Chi Ching, Frederick (“Mr. Leung”) tendered to the Board on 31 August 2013 and the Board accepted on 7 September 2013, his resignation as executive director and company secretary of the Company, and chief financial officer of the Group, effective from 1 December 2013 for the reason that he needs more time to pursue his personal interests.

Mr. Leung has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to his resignation.

The Board would like to take this opportunity to express its gratitude to Mr. Leung for his valuable contributions to the Company during his tenure of service since December 2004.

### **Re-designation of Director**

The Board also announces that Ms. Chan Wai Kay, Katherine (“Ms. Chan”), has been re-designated from independent non-executive director to executive director of the Company effective from 9 September 2013. She is mainly responsible for investor relation and corporate finance of the Group.

Ms. Chan Wai Kay Katherine, aged 54, was appointed as an independent non-executive director of the Company in July 2010 and was a member of audit committee, the chairperson of nomination committee and is a member of remuneration committee of the Company. Ms. Chan holds a Bachelor degree of Business Administration from the University of Southern California, USA. Ms. Chan has around 20 years of experience in financial services industry and has extensive experience in supervising initial public offerings and other fund raising exercises conducted by companies in Asia. With various key positions previously held in listed companies, Ms. Chan has profound practicing knowledge in company’s strategic planning and corporate management of listed companies. From September 2007 to January 2010, she was the chairperson and an executive director of Natural Dairy (NZ) Holdings Limited (formerly known as China Jin Hui Mining Corporation Limited). Prior to November 2007, she was the deputy managing director of a securities company in Hong Kong.

Ms. Chan will enter into a service contract with the Company, which provides a service period of three years. She will be subject to retirement and re-election at the forthcoming annual general meeting and thereafter subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws of the Company. Her annual salary is HK\$2 million with a guaranteed bonus of HK\$2 million per year and a one-off grant of 10,000,000 share options of the Company exercisable in four years. She is also entitled to receive bonus which is dependent on the share price of the Company.

Ms. Chan’s re-designation has been reviewed and approved by the Nomination Committee of the Company and her remuneration package has been reviewed and approved by the Remuneration Committee of the Company taking into consideration of her duties and responsibilities within the Group, the composition of the Board, the Group’s performance and profitability and the market benchmark.

As at the date of this announcement, Ms. Chan has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save and except for the relationship with the Company, Ms. Chan does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as described below, there is no enterprise, company or unincorporated enterprise that has been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it during the time when Ms. Chan was a director or within 12 months after her ceasing to be a director.

The following two companies incorporated in Hong Kong (each an indirectly wholly owned subsidiary of the abovementioned Natural Dairy (NZ) Holdings Limited), in which Ms. Chan was a director, have been put into creditors' voluntary winding up:

1. Linfair Engineering (H.K.) Co. Ltd. (commencement of creditors' voluntary winding up on 15 September 2009); and
2. Linfair Capital Limited (commencement of creditors' voluntary winding up on 15 September 2009).

As at the date of this announcement, Ms. Chan is also the deputy chairman and an executive director of China Ground Source Energy Industry Group Limited (formerly known as China Ground Source Energy Limited) (Stock code: 8128) which is listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong. Apart from these, Ms. Chan has not held any directorships in any other listed companies for the last three years. There are no matters required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of her re-designation as a Director.

The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited requires every board of directors of a listed issuer to include at least three independent non-executive directors or independent non-executive directors representing at least one-third of the number of members on the board. With the re-designation of Ms. Chan, the Company now has two independent non-executive directors and the number of independent non-executive directors falls below one-third of the number of members on the Board. The Company is identifying a

right candidate to fill the vacancy of independent non-executive director resulting from the re-designation of Ms. Chan as soon as practicable. Further announcement will be made as and when appropriate.

### **Change of Company Secretary**

The Board also announces that Lam Shing Choi, Eric (“Mr. Lam”) is appointed as financial controller of the Company responsible for the finance and accounting function of the Group effective from 9 September 2013 and as company secretary of the Company replacing Mr. Leung from 1 December 2013.

Mr. Lam, aged 42 and served as the financial controller of Skyworth TV Holdings Limited, a wholly owned subsidiary of the Company, from 2007 to 2011 and was responsible for banking facility arrangement and financial reporting of the Company. Mr. Lam was the financial controller of the TV business unit of the Group in December 2011 and has been the LCD business unit of the Group since December 2012. Mr. Lam has more than 15 years of experience in corporate finance, banking and accounting. Mr. Lam joined the Group in 1998 as finance manager who was responsible for setting up computerized accounting system of the sales head office in Dongguan, coordinating with the auditors and the preparation of monthly financial statements. In 2001, Mr. Lam was transferred to Skyworth Multimedia International Ltd. (a wholly-owned subsidiary of the Company) as its financial controller who was in charge of the finance department. From 2006 to 2007, Mr. Lam worked as the financial controller of Skyworth Overseas Development Limited (a wholly-owned subsidiary of the Company) who oversaw the finance department, internal control, financial statements and banking facilities. Mr. Lam obtained a Bachelor’s Degree of Business in Accounting and Bachelor’s Degree of Computing in Information Systems from Monash University in Australia in 1996. Mr. Lam is a Certified Practising Accountant in Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

For and on behalf of the Board  
**Skyworth Digital Holdings Limited**  
**Leung Chi Ching, Frederick**  
*Executive Director, Chief Financial Officer  
& Company Secretary*

Hong Kong, 9 September 2013

*As at the date of this announcement, the Board comprises Ms. Lin Wei Ping as executive chairman of the Board, Mr. Yang Dongwen as executive director and the chief executive officer, Mr. Lu Rongchang, Mr. Leung Chi Ching, Frederick, Mr. Shi Chi and Ms. Chan Wai Kay, Katherine as executive directors, and Mr. So Hon Cheung, Stephen and Mr. Li Weibin as independent non-executive directors.*

*\* For identification purpose only*