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HYCOMM WIRELESS LIMITED

華脈無線通信有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00499)

**CHANGE OF DIRECTORS, COMPOSITION OF BOARD COMMITTEES,
COMPANY SECRETARY, AUTHORIZED REPRESENTATIVES AND
AGENT FOR SERVICE OF PROCESS
AND
SERVICE AGREEMENTS AND REMUNERATION OF EXECUTIVE DIRECTORS**

The Board announces that with effect from 27 September 2014:

- (1) Mr. Liu Shun Chuen has resigned as an executive director, the chairman of the Nomination Committee, an Authorized Representative and an Agent for Service of Process of the Company;
- (2) Mr. Kong Lingbiao has resigned as the non-executive director of the Company;
- (3) Mr. Wu Wang Li has ceased to act as a member of the Remuneration Committee and the Nomination Committee of the Company but remains as an independent non-executive director and the chairman of the Audit Committee of the Company;
- (4) Mr. Ng Wai Hung has resigned as an independent non-executive director, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company;
- (5) Mr. Jacobsen William Keith has resigned as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (6) Mr. Jiang Yi has been appointed as the non-executive director of the Company;
- (7) Mr. Yin Tek Shing, Paul has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (8) Mr. Wong Tin Kit has been appointed as an independent non-executive director, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company;

* for identification purpose only

- (9) Mr. Li Xue has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (10) Ms. Zhao Meiran has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (11) Mr. Zhang Zhenan, the chairman of the Company, has been appointed as the chairman of the Nomination Committee of the Company;
- (12) Mr. Yeung Sau Chung has ceased to act as an Authorized Representative and an Agent for Service of Process of the Company;
- (13) Mr. Zhang Lianqing, an executive director and the chief executive officer of the Company, has been appointed as an Authorized Representative and the Agent for Service of Process of the Company;
- (14) Ms. Liu Yee Nee has resigned as the company secretary of the Company; and
- (15) Mr. Chan Kwong Leung, Eric has been appointed as the company secretary and an Authorized Representative of the Company.

The Board also announces that on 27 September 2014, the Company entered into a service agreement with each of Mr. Zhang Zhenan, Mr. Xing Luzheng and Mr. Zhang Lianqing, all being executive directors of the Company.

RESIGNATION OF DIRECTORS AND MEMBERS OF BOARD COMMITTEES

The board of directors (the “**Board**”) of HyComm Wireless Limited (the “**Company**”) announces that with effect from 27 September 2014:

- (1) Mr. Liu Shun Chuen has resigned as an executive director and the chairman of the Nomination Committee of the Company;
- (2) Mr. Kong Lingbiao has resigned as the non-executive director of the Company;
- (3) Mr. Wu Wang Li has ceased to act as a member of the Remuneration Committee and the Nomination Committee of the Company but remains as an independent non-executive director and the chairman of the Audit Committee of the Company;
- (4) Mr. Ng Wai Hung has resigned as an independent non-executive director, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company; and
- (5) Mr. Jacobsen William Keith has resigned as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company.

The resignations of directors are due to the needs of the resigning directors to devote more time to their respective personal commitments. Each of the resigning directors has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”).

The Board would like to express its gratitude to the resigning directors for their contributions to the Company during their tenure of services.

APPOINTMENT OF DIRECTORS AND MEMBERS OF BOARD COMMITTEES

The Board is pleased to announce that with effect from 27 September 2014:

- (1) Mr. Jiang Yi has been appointed as the non-executive director of the Company;
- (2) Mr. Yin Tek Shing, Paul has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (3) Mr. Wong Tin Kit has been appointed as an independent non-executive director, the chairman of the Remuneration Committee, and a member of the Audit Committee and the Nomination Committee of the Company;
- (4) Mr. Li Xue has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company;
- (5) Ms. Zhao Meiran has been appointed as an independent non-executive director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company; and
- (6) Mr. Zhang Zhenan, the chairman of the Company, has been appointed as the chairman of the Nomination Committee of the Company.

Set out below are the details of the newly-appointed directors:

Mr. Jiang Yi

Mr. Jiang Yi, aged 42, is the non-executive director of the Company. Mr. Jiang graduated from the Management College of Ocean University of China majoring in accountancy and holds a doctorate degree in management. He is currently the chief accountant of Qingdao City Construction Investment (Group) Limited.

Mr. Jiang has entered into an appointment letter with the Company for a term of three years commencing from 27 September 2014, subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. Mr. Jiang will not receive director’s fee from the Company.

Mr. Yin Tek Shing, Paul

Mr. Yin Tek Shing, Paul, aged 72, is an independent non-executive director of the Company. Mr. Yin is a Hong Kong entrepreneur engaged in the manufacturing of precision metal parts, import and export trading, real estate, securities and investment, with subsidiaries and offices established in different provinces and cities in Mainland China.

Mr. Yin served as President of Hong Kong Junior Chamber (now known as Junior Chamber International Hong Kong) in 1976 and was appointed as Eastern District Council Member from 1981 to 1988. He acted as President of Rotary Club of Hong Kong North from 1984 to 1985 and President of The Chinese Manufacturer's Association of Hong Kong from 2008 to 2009. He is currently Permanent Honorary President of The Chinese Manufacturer's Association of Hong Kong, Founding Chairman of Hong Kong Brand Development Council, a member of the People's Political Consultative Standing Committee of Qingdao City, Founding President of Hong Kong Qingdao Association Limited, Economic Advisor of Weihai City, Advisor for the Shandong Branch of China Council for the Promotion of International Trade, Permanent Honorary President of Hong Kong Chamber of Commerce in China (Guangdong), Riverside Development Consultant of Jiujiang City in Jiangxi Province, Honorary President of Jilin Province Changchun City Association of Overseas Liaison (吉林省長春市海外聯誼會), Honorary President of Changchun Overseas Exchange Association (長春市海外交流協會), Honorary President of the Fourth Committee of Yunnan Overseas Exchange Association (雲南省海外交流協會第四屆理事會) and Overseas Investment Advisor of Yantai City.

Mr. Yin actively participates in serving the community and his services include acting as a member of Trade Advisory Board (now known as Trade and Industry Advisory Board), a council member of Hong Kong Productivity Council, a member of Hong Kong Labour Advisory Board, a member of the Central Policy Unit of the Government of the Hong Kong Special Administrative Region (the "**HKSAR Government**"), a member of the Greater Pearl River Delta Business Council of the HKSAR Government, a council member of Hong Kong Trade Development Council, and a committee member of Innovation and Technology Commission. He was awarded the Bronze Bauhinia Star by the HKSAR Government in 2003. He was appointed as Justice of the Peace in 2007 and was awarded the Silver Bauhinia Star by the HKSAR Government in 2009.

Mr. Yin has entered into an appointment letter with the Company for a term of three years commencing from 27 September 2014, subject to retirement by rotation and re-election in accordance with the Company's bye-laws. He is entitled to a director's fee of HK\$120,000 per year (or pro-rata if less than a whole year), which is determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the remuneration benchmark of the industry.

Mr. Wong Tin Kit

Mr. Wong Tin Kit, aged 58, is an independent non-executive director of the Company. Mr. Wong served in Qingdao Ocean Shipping Company (青島遠洋運輸公司) directly under the Ministry of Transport and is currently President of Xiang Long (Group) International Limited, a Hong Kong company engaged in the production and operation of fashion footwear. He is also the Chairman of Hong Kong Shandong Business Association, Vice President of Shandong Overseas Chinese Chamber of Commerce (山東省僑商協會), Vice President of Shandong Province Association of Overseas Liaison (山東省海外聯誼會), Committee Advisor of Overseas Chinese in Hong Kong, Macau and Taiwan and Foreign Affairs Committee of the People's Political Consultative Conference of Binzhou City (濱州市政協台港澳僑外事委員會), Committee Advisor of Overseas Chinese in Hong Kong, Macau and Taiwan and Foreign Affairs Committee of the People's Political Consultative Conference of Zibo City (濰博市政協台港澳僑外事委員會), Economic Advisor of Binzhou Municipal People's Government, Consultant of the People's Government of Baicheng City in Jilin Province, and Head of Hong Kong Office under Binzhou Municipal Government (濱州市政府駐港人才站).

Mr. Wong has entered into an appointment letter with the Company for a term of three years commencing from 27 September 2014, subject to retirement by rotation and re-election in accordance with the Company's bye-laws. He is entitled to a director's fee of HK\$120,000 per year (or pro-rata if less than a whole year), which is determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the remuneration benchmark of the industry.

Mr. Li Xue

Mr. Li Xue, aged 49, is an independent non-executive director of the Company. Mr. Li holds a Master Degree in Economics. He has long been engaged in the fields of auditing theory and practical research and obtained ample research findings in basic audit theory and environmental auditing theory. He is currently a professor and a tutor for master candidates at the Accounting Department of the Management College of Ocean University of China, the Director of Audit and Management Consulting Institute (審計與管理諮詢研究所) of the Management College of Ocean University of China, and the Head of the Accounting Department of Qindao College of Qingdao Technological University. Mr. Li is also a council member of Accounting Society of China, a member of China Audit Society, a member of the Chinese Institute of Certified Public Accountants, a member of The China Certified Tax Agents Association, a high school curriculum evaluation expert in Shandong Province, a performance evaluation expert of Finance Bureau of Qingdao and an asset valuation expert of Qingdao State-Owned Assets Supervision and Administration Commission.

Mr. Li has entered into an appointment letter with the Company for a term of three years commencing from 27 September 2014, subject to retirement by rotation and re-election in accordance with the Company's bye-laws. He is entitled to a director's fee of HK\$120,000 per year (or pro-rata if less than a whole year), which is determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the remuneration benchmark of the industry.

Ms. Zhao Meiran

Ms. Zhao Meiran, aged 38, is an independent non-executive director of the Company. Ms. Zhao is a Qingdao entrepreneur engaged in industries including trading and logistics and has extensive experience in corporate management. She also actively participates in community welfare activities and plays an influential role in Qingdao welfare segment. Ms. Zhao graduated from Shanghai University and served as Sales Director for the Shandong Area of Shanghai Aton Electric Co., Ltd. (上海埃通電器股份有限公司) and Special Assistant to Chairman of JC Investment Company under American Charities Foundation (美國慈善關愛基金會美國JC投資公司). She is currently Chairman of Qingdao Jinnuo Auction House (青島金諾拍賣行), Chairman of Qingdao Cheng Kun Trading Company Limited (青島誠琨商貿有限公司) and General Manager of America Los Angeles Travel Holiday Company Limited (美國洛杉磯旅遊假期有限公司). Ms. Zhao served as Vice President of Long Beach Qingdao Sister Cities Program (美國長灘青島姐妹友好城市) from 2008 to 2013 and has been an executive member of Qingdao Red Cross Dust Fund (青島市紅十字會微塵基金) since 2010.

Ms. Zhao has entered into an appointment letter with the Company for a term of three years commencing from 27 September 2014, subject to retirement by rotation and re-election in accordance with the Company's bye-laws. She is entitled to a director's fee of HK\$120,000 per year (or pro-rata if less than a whole year), which is determined by the Board with reference to her duties and responsibilities with the Company, the prevailing market conditions and the remuneration benchmark of the industry.

FURTHER INFORMATION ON THE NEWLY-APPOINTED DIRECTORS

Save as disclosed above, as at the date of this announcement, each of the newly-appointed directors has confirmed that (i) he/she does not hold any other position with the Company or any of its subsidiaries; (ii) he/she does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company; (iii) he/she has not held any directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years; (iv) he/she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571); and (v) there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and there is no other matter in relation to his/her appointment that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome the newly-appointed directors to join the Company.

CHANGE OF COMPANY SECRETARY

The Board also announces that Ms. Liu Yee Nee has resigned as the company secretary of the Company with effect from 27 September 2014. Ms. Liu Yee Nee has confirmed that she has no disagreement with the Board and there is no other matter in relation to her resignation that needs to be brought to the attention of the Shareholders.

The Board further announces that Mr. Chan Kwong Leung, Eric has been appointed as the company secretary of the Company with effect from 27 September 2014. Mr. Chan Kwong Leung, Eric is an associate member of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.

The Board would like to express its gratitude to Ms. Liu Yee Nee for her contribution to the Company during her tenure of services and welcome Mr. Chan Kwong Leung, Eric for his new appointment.

CHANGE OF AUTHORIZED REPRESENTATIVES

The Board also announces that, with effect from 27 September 2014, Mr. Yeung Sau Chung and Mr. Liu Shun Chuen have ceased to act as the authorized representatives of the Company under Rule 3.05 of the Listing Rules (the “**Authorized Representative(s)**”). Mr. Zhang Lianqing, an executive director and the chief executive officer of the Company, and Mr. Chan Kwong Leung, Eric, the company secretary of the Company, have been appointed as the Authorized Representatives of the Company with effect from 27 September 2014.

CHANGE OF AGENT FOR SERVICE OF PROCESS

The Board also announces that, with effect from 27 September 2014, Mr. Yeung Sau Chung and Mr. Liu Shun Chuen have ceased to act as the authorized representatives to accept service of process and notices on the Company’s behalf in Hong Kong as required under Rule 19.05(2) of the Listing Rules and Part XVI of the Companies Ordinance (Chapter 622) (the “**Agent(s) for Service of Process**”). Mr. Zhang Lianqing, an executive director and the chief executive officer of the Company, has been appointed as the Agent for Service of Process of the Company with effect from 27 September 2014.

SERVICE AGREEMENTS AND REMUNERATION OF EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 10 September 2014.

The Board announces that on 27 September 2014, the Company entered into a service agreement with each of Mr. Zhang Zhenan, Mr. Xing Luzheng and Mr. Zhang Lianqing, all being executive directors of the Company.

According to the service agreement entered into between the Company and Mr. Zhang Zhenan, the tenure of Mr. Zhang Zhenan is for a term of three years commencing from 10 September 2014, subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. Mr. Zhang will not receive director’s remuneration from the Company.

According to the service agreement entered into between the Company and Mr. Xing Luzheng, the tenure of Mr. Xing Luzheng is for a term of three years commencing from 10 September 2014, subject to retirement by rotation and re-election in accordance with the Company’s bye-laws. Mr. Xing will not receive director’s remuneration from the Company.

According to the service agreement entered into between the Company and Mr. Zhang Lianqing, the tenure of Mr. Zhang Lianqing is for a term of three years commencing from 10 September 2014, subject to retirement by rotation and re-election in accordance with the Company's bye-laws. He is entitled to a director's remuneration of HK\$1,010,000 per year (or pro-rata if less than a whole year) and a discretionary bonus to be proposed by the Board. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the remuneration benchmark of the industry.

By order of the Board
HyComm Wireless Limited
Zhang Zhenan
Chairman

Hong Kong, 28 September 2014

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Zhenan, Mr. Xing Luzheng, Mr. Zhang Lianqing and Mr. Yeung Sau Chung; the non-executive director of the Company is Mr. Jiang Yi; and the independent non-executive directors of the Company are Mr. Wu Wang Li, Mr. Yin Tek Shing, Paul, Mr. Wong Tin Kit, Mr. Li Xue and Ms. Zhao Meiran.