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宏华集团
HONGHUA GROUP

Honghua Group Limited
宏華集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 0196)

**WAIVER FROM STRICT COMPLIANCE WITH
RULE 3.28 OF THE LISTING RULES**

Reference are made to the announcement published on 7 July 2015 regarding the change of the joint company secretary of Honghua Group Limited (the “**Company**”) and the waiver (the “**Waiver**”) granted to the Company by the Stock Exchange on 10 December 2013 from strict compliance with Rule 3.28 of the Listing Rules for a period of 3 years from the date of appointment of Mr. He Bin (“**Mr. He**”) as a joint company secretary of the Company, i.e. 27 December 2013 (the “**Waiver Period**”) on the condition that the Company would continue to engage Ms. Corinna Leung (former joint company secretary) (“**Ms. Leung**”) to assist Mr. He during the Waiver Period so as to enable him to acquire “relevant experience” required under Note 2 to Rule 3.28 of the Listing Rules and to discharge the functions as the joint company secretary. The Waiver will be revoked immediately if Ms. Leung ceases to act as the joint company secretary.

The Board is pleased to announce that the Stock Exchange has granted a waiver to the Company from strict compliance with the requirements under Rule 3.28 of the Listing Rules for a period from the date of appointment of Ms. Lee Mei Yi (“**Ms. Lee**”) as a joint company secretary of the Company (i.e. 7 July 2015) to 27 December 2016 (i.e. the remaining period of three years for the Waiver) on the condition that Mr. He would be assisted by Ms. Lee during the remaining Waiver Period to acquire the “relevant experience” within the meaning of Note 2 to Rule 3.28 of the Listing Rules and to discharge his duties as the joint company secretary; and at the end of the Waiver Period, the Company should notify the Stock Exchange and demonstrate to its satisfaction that Mr. He, having had the benefit of Ms. Leung’s and Ms. Lee’s assistance during the Waiver Period, has acquired the relevant experience under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

By Order of the Board
Zhang Mi
Chairman

Hong Kong, 10 July 2015

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Zhang Mi

Ren Jie

Liu Zhi

Non-executive Director:

Siegfried Meissner (Popin Su as his alternate)

Independent Non-executive Directors:

Liu Xiaofeng

Qi Daqing

Chen Guoming

Shi Xingquan

Guo Yanjun