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MEIKE INTERNATIONAL HOLDINGS LIMITED
美克國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 00953)

(1) CHANGE OF DIRECTORS;
(2) REDESIGNATION OF CHAIRMAN OF THE BOARD;
(3) CHANGE OF BOARD COMMITTEE MEMBERS;
(4) CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVES

The Board announces the following changes to the Board with effect from 29 January 2016:

- (1) the resignation of Mr. Li Dongxing and Mr. Lau Yu Hang as executive Directors;
- (2) the resignation of Ms. Qiu Qiuxing as an independent non-executive Director;
- (3) the appointment of Ms. Virginia Lok Yee-ling as an executive Director;
- (4) the appointment of Mr. Gu Jiong as a non-executive Director;
- (5) the appointment of Ms. Szeto Wai Ling Virginia as an independent non-executive Director;
- (6) the redesignation of Mr. Ding Siqiang from the Chairman, President and executive Director to executive Director;

- (7) the redesignation of Dr. Allan Yap from executive Director to Chairman and executive Director;
- (8) Mr. Ding Siqiang has resigned as the chairman of Remuneration Committee and a member of Nomination Committee;
- (9) Mr. Qiu Qiuxing has resigned as the chairman of Audit Committee and a member of Nomination Committee;
- (10) Ms. Szeto Wai Ling Virginia has been appointed as the chairman of Remuneration Committee and as a member of each of the Nomination Committee and Audit Committee;
- (11) Mr. Poon Kwok Hing, Albert has redesignated from the member of the Audit Committee to the chairman of Audit Committee and has been appointed as a member of Nomination Committee;
- (12) the resignation of Mr. Li Dongxing as an Authorised Representative;
- (13) the appointment of Mr. Gu Jiong as an Authorised Representative;
- (14) the resignation of Mr. Li Yik Sang as an Authorised Representative and Company Secretary; and
- (15) the appointment of Ms. Chan Yin Yi Annie as an Authorised Representative and Company Secretary.

RESIGNATION OF DIRECTORS

The Board (the “**Board**”) of directors (the “**Directors**”) of Meike International Holdings Limited (the “**Company**”) announces that each of Mr. Li Dongxing (“**Mr. Li**”) and Mr. Lau Yu Hang (“**Mr. Lau**”) has tendered his resignation as an executive Director and Ms. Qiu Qiuxing (“**Ms. Qiu**”) has tendered her resignation as an independent non-executive Director with effect from 29 January 2016 as they would like to concentrate on their own profession and career.

Mr. Li, Mr. Lau and Ms. Qiu have confirmed that they have no disagreement with the Board and the Board is not aware of any matters relating to the resignation of Mr. Li, Mr. Lau and Ms. Qiu that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF DIRECTORS

The Board is also pleased to announce that Ms. Virginia Lok Yee-ling (“**Ms. Lok**”) has been appointed as an executive Director, Mr. Gu Jiong (“**Mr. Gu**”) has been appointed as a non-executive Director and Ms. Szeto Wai Ling Virginia (“**Ms. Szeto**”) has been appointed as an independent non-executive Director with effect from 29 January 2016. The biographies of Ms. Lok, Mr. Gu and Ms. Szeto are as follows:

Appointment of Ms. Virginia Lok Yee-ling as an executive Director

Ms. Virginia Lok Yee-ling (“**Ms. Lok**”), aged 59, has been appointed as an executive Director of the Company with effect from 29 January 2016.

Ms. Lok is currently Controller (Production Resources) of Television Broadcasts Limited (“**TVB**”) (SEHK: 0511). She first joined TVB in November 2003 as Assistant Controller (Talent), and was promoted to Deputy Controller (Production Resources) in May 2004, and to her current position in January 2008. Ms. Lok has had over 35 years of experience in production and distribution of motion pictures and the media industry in Hong Kong.

From 1978 to 1982, Ms. Lok started to work as Assistant Director (Drama Production) in Commercial Television and Rediffusion (Hong Kong) Limited (“**RTV**”) and was promoted to Director (Drama Production) in RTV. During this period, she also worked as Line Producer and Production Manager for a number of movies. From 1983 to 1993, Ms. Lok took up the positions of Line Producer and Executive Producer in a few sizable movie production companies, including Shaw Brothers (Hong Kong) Limited. From 2009 to 2015, while serving as an executive of TVB, she also worked as Executive Producer and Producer on a number of major movie productions. With over 20 years of experience in motion pictures, Ms. Lok has produced more than 40 titles, including a number of major box office hits, such as Let’s Make Laugh (表錯七日情), Love in a Fallen City (傾城之戀), To Be Number One (跛豪), Prince Charming (青蛙王子) and 72 Tenants of Prosperity (72家租客).

There is no service contract between Ms. Lok and the Company with respect to her appointment as an executive Director of the Company. Ms. Lok will not receive any remuneration from the Company for acting as an executive Director of the Company. Ms. Lok's appointment as an executive Director is subject to re-election at the first general meeting of the Company to be held in 2016 after her appointment and the rotation requirements as set out in the articles of association of the Company.

Save as disclosed above, Ms. Lok does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Lok does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

Appointment of Mr. Gu Jiong as a non-executive Director

Mr. Gu Jiong (“**Mr. Gu**”), aged 44, has been appointed as a non-executive Director of the Company with effect from 29 January 2016. Mr. Gu has been the chief financial officer of CMC Capital Partners, an investment fund specialized in media and entertainment investments in China and globally, from September 2013. CMC Capital Partners is an investment fund managed by Mr. Li Ruigang, who indirectly controls a substantial shareholder of the Company.

Prior to joining CMC Capital Partners, Mr. Gu served as the chief financial officer in BesTV New Media Co., Ltd. (SHSE: 600637), which principally engaged in the provision of technical services, content services and marketing services for television terminals, computer terminals and mobile terminals through media source platforms, from January 2010 to September 2013. He worked in UTStarcom Inc. (NASDAQ: UTSI), which is a global telecom infrastructure provider specializing in the provision of packet optical transport and broadband access products to network operators, from April 2004 to December 2009 and was the corporate controller when he left the company. He also worked in Ernst & Young Shanghai office from July 1995 to April 2004 and was a senior manager of the audit department when he left the firm. Mr. Gu is currently an independent non-executive director of Xinming China Holdings Limited (SEHK: 2699) and Chen Xing Development Holdings Limited (SEHK: 2286).

Mr. Gu has been a non-practicing member of the Chinese Institute of Certified Public Accountants since April 2004. Mr. Gu obtained a bachelor degree in finance management from Fudan University in the PRC in July 1995.

There is no service contract between Mr. Gu and the Company with respect to his appointment as a non-executive Director of the Company. Mr. Gu will not receive any remuneration from the Company for acting as a non-executive Director of the Company. Mr. Gu's appointment as a non-executive Director is subject to re-election at the first general meeting of the Company to be held in 2016 after his appointment and the rotation requirements as set out in the articles of association of the Company.

Save as disclosed above, Mr. Gu does not hold any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Gu does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange.

Appointment of Ms. Szeto Wai Ling Virginia as an independent non-executive Director

Ms. Szeto Wai Ling Virginia (“**Ms. Szeto**”), aged 53, is a practicing solicitor in Hong Kong and a solicitor of the Supreme Court of England and Wales. She is currently the sole practitioner of Szeto Virginia & Co, Solicitors. Ms. Szeto holds a Bachelor of Laws Degree from Oxford Brookes University and a Master of Science Degree in Criminal Justice Policy from The London School of Economics and Political Science.

She is currently an executive director of Sino Haijing Holdings Limited (SEHK: 1106) from 19 March 2015. She was a former independent non-executive director of SMI Culture Group Holdings Limited (Former Name: Qin Jia Yuan Media Services Company Limited) (SEHK: 2366) from 31 August 2012 to 27 August 2013. Ms. Szeto was also the Head of Legal Department of New World Development Company Limited (SEHK: 0017).

Ms. Szeto has entered into a director’s service contract with the Company as an independent non-executive Director for a term from 29 January 2016 until the annual general meeting of the Company to be held in 2016, which may be terminated by either the Company or Ms. Szeto by giving one month’s written notice or otherwise in accordance with the terms of the director’s service agreement. Ms. Szeto’s appointment as the independent non-executive Director is subject to re-election at the first general meeting of the Company after her appointment and the rotation requirements as set out in the articles of association of the Company. Under the service agreement to be entered into between the Company and Ms. Szeto, Ms. Szeto will be entitled to a director’s fee of HK\$120,000 per annum. The director’s fee was recommended by the remuneration committee of the Company and was determined by the Board with reference to the prevailing market conditions, the role of Ms. Szeto and her responsibilities.

Ms. Szeto has confirmed that she meets the independence criteria pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. Szeto did not hold any directorship in any listed companies in the past three years preceding the date of this announcement, nor has she held any position with the Company and other members of the Group or possessed any other major professional qualifications.

As at the date of this announcement, she has no relationship with any directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Szeto that should be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its appreciation for the valuable contribution of Mr. Li, Mr. Lau and Ms. Qiu towards the Company during their tenure of service and its warmest welcome to Ms. Lok, Mr. Gu and Ms. Szeto for joining the Board.

REDESIGNATION OF CHAIRMAN OF THE BOARD

The Board announces with effect from 29 January 2016, Mr. Ding Siqiang (“**Mr. Ding**”) has redesignated from the chairman of the Board (the “**Chairman**”), president of the Company (the “**President**”) and executive Director to executive Director in order to pursue more of his business commitments in the PRC. Mr. Ding confirmed 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 or the Stock Exchange.

The Board further announces that Dr. Allan Yap (“**Dr. Yap**”) has redesignated from executive Director to the Chairman of the Board and executive Director.

The Company will use its best endeavours to find a suitable candidate to assume the duties of President of the Company as soon as possible.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

With effective from 29 January 2016:

Mr. Ding has resigned as the chairman of the remuneration committee (the “**Remuneration Committee**”) and as a member of the nomination committee (the “**Nomination Committee**”).

Ms. Qiu has resigned as the chairman of the audit committee (the “**Audit Committee**”) and as a member of the Nomination Committee.

Ms. Szeto has been appointed as the chairman of the Remuneration Committee and as a member of each of the Nomination Committee and Audit Committee.

Mr. Poon Kwok Hing, Albert (“**Mr. Poon**”) has been redesignated from the member of the Audit Committee to the chairman of the Audit Committee and has been appointed as a member of the Nomination Committee.

Following the above changes:

- (1) the Audit Committee comprises of three independent non-executive Directors namely Mr. Pang Hong (“**Mr. Pang**”), Mr. Poon and Ms. Szeto, of whom Mr. Poon is the chairman of the Audit Committee;
- (2) the Nomination Committee comprises of three independent non-executive Directors namely Mr. Pang, Mr. Poon and Ms. Szeto, of whom Mr. Pang is the chairman of the Nomination Committee; and
- (3) the Remuneration Committee comprises of three independent non-executive Directors namely Mr. Pang, Mr. Poon and Ms. Szeto, of whom Ms. Szeto is the chairman of the Remuneration Committee.

The Board would like to take this opportunity to express its appreciation for the valuable contribution and leadership of Mr. Ding towards the Company during his tenure of service as the Chairman, President, chairman of the Remuneration Committee and a member of the Nomination Committee.

CHANGE OF AUTHORISED REPRESENTATIVES AND COMPANY SECRETARY

The Board also announces that Mr. Li Dongxing and Mr. Li Yik Sang have resigned as authorised representatives (the “**Authorised Representatives**”) and Mr. Li Yik Sang has also resigned as the company secretary (the “**Company Secretary**”) of the Company under the Listing Rules with effect from 29 January 2016. Mr. Li Dongxing and Mr. Li Yik Sang have confirmed that they have no disagreement with the Board and there is no matter in relation to their resignation as authorised representatives that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board further announces that Mr. Gu, the non-executive Director and Ms. Chan Yin Yi Annie (“**Ms. Chan**”) have been appointed as the Authorised Representatives.

Ms. Chan has also been appointed as the Company Secretary with effect from 29 January 2016. Ms. Chan is an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.

The Board would like to thank Mr. Li Dongxing and Mr. Li Yik Sang for their valuable contribution to the Company during their tenure of service and to welcome the appointment of Ms. Chan.

By Order of the Board
Meike International Holdings Limited
Dr. Allan Yap
Chairman

Hong Kong, 29 January 2016

As at the date of this announcement, the Board comprises Dr. Allan Yap (Chairman), Mr. Ding Siqiang, Ms. Ding Xueleng, Ms. Virginia Lok Yee-ling as executive Directors of the Company; Mr. Wong Ka Ching and Mr. Gu Jiong as non-executive Directors and Mr. Pang Hong, Mr. Poon Kwok Hing, Albert and Ms. Szeto Wai Ling Virginia as independent non-executive Directors of the Company.