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Yuk Wing Group Holdings Limited

煜榮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1536)

**(I) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(II) CHANGE OF COMPOSITION OF BOARD COMMITTEES;
(III) CHANGE OF COMPANY SECRETARY;
AND
(IV) CHANGE OF AUTHORISED REPRESENTATIVES**

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Yuk Wing Group Holdings Limited (the “**Company**”), is pleased to announce that each of Mr. Liu Tin Lap, Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki has been appointed as an independent non-executive Director with effect from 20 April 2018. Set out below are the biographical details of each of the newly appointed Directors.

Independent non-executive Directors

Mr. Liu Tin Lap (“**Mr. Liu**”), aged 35, has over 9 years of experience in the fields of accounting and auditing of listed companies in Hong Kong. He obtained a bachelor’s degree of arts in accountancy from the Hong Kong Polytechnic University in 2006. Mr. Liu has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since July 2010. Mr. Liu is the chairman and executive director of Combest Holdings Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8190).

Mr. Lau Leong Yuen (“**Mr. Lau**”), aged 33, obtained a bachelor’s degree of engineering in electronic and communication from the City University of Hong Kong in 2008 and a master degree of science in E-Commerce from the Hong Kong Polytechnic University in 2011. Mr. Lau is currently a senior information technology analyst in a leading air cargo terminal operator in Hong Kong. Mr. Lau has over 9 years of experience in software engineering and information technology system development. Mr. Lau is also an independent non-executive director of China Environmental Energy Investment Limited, a company listed on the main board of the Stock Exchange (stock code: 986).

Ms. Lam Hoi Yu Nicki (“**Ms. Lam**”), aged 30, obtained a bachelor’s degree of science in Actuarial Science from London School of Economics and Political Science, University of London. Ms. Lam has experiences in business management, financial and corporate secretarial services. Ms. Lam was an executive director of Cornerstone Financial Holdings Limited (formerly known as Focus Media Network Limited) (stock code: 8112), a company listed on the GEM of the Stock Exchange, from 28 June 2016 to 12 January 2018.

Each of the new Directors will enter into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month notice in writing. Each of Mr. Liu, Mr. Lau and Ms. Lam will receive an annual director’s fee of HK\$120,000, which is determined by the remuneration committee of the Company (the “**Remuneration Committee**”) on the basis of their qualifications, experience, duties and responsibilities within the Company as well as the prevailing market conditions. The new Directors are subject to retirement by rotation and re-election in accordance with the memorandum and articles of association of the Company. They will hold office until the next general meeting of the Company at which they will be eligible for re-election in accordance with the memorandum and articles of association of the Company.

Save as disclosed above, as at the date of this announcement, each of the new Directors (i) does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (ii) does not hold any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of his/her appointment; (iii) does not hold any other positions in the Company or its subsidiaries; and (iv) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the appointment of the new Directors, there is no information which is 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 (the “**Listing Rules**”); and there is no other matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

With effect from 20 April 2018, Mr. Lewis Chan, Mr. Lam Chun Fung and Mr. Sung Lok Man Richard have resigned as independent non-executive Directors due to the change in control of the Company.

Each of the resigned Directors has confirmed that (i) he has no claim against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there are no other matters in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

The Company would like to take this opportunity to express its sincere gratitude to Mr. Lewis Chan, Mr. Lam Chun Fung and Mr. Sung Lok Man Richard for their contributions to the Company during the tenure of office and welcome the new Directors for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the change of the Directors, with effect from 20 April 2018, the respective composition of the board committees is as follows:

- (1) Mr. Sung Lok Man Richard resigned as the chairman of the audit and compliance committee of the Company (the “**Audit Committee**”). Mr. Lam Chun Fung and Mr. Lewis Chan resigned as the members of the Audit Committee. Mr. Liu has been appointed as the chairman of the Audit Committee, and Mr. Lau and Ms. Lam have been appointed as the members of the Audit Committee. With effect from 20 April 2018, the Audit Committee comprises Mr. Liu (as chairman), Mr. Lau and Ms. Lam.
- (2) Mr. Lewis Chan resigned as the chairman of the Remuneration Committee, and Mr. Lam Chun Fung and Mr. Sung Lok Man Richard resigned as the members of the Remuneration Committee. Ms. Lam has been appointed as the chairman of the Remuneration Committee, and Mr. Liu and Mr. Lau have been appointed as the members of the Remuneration Committee. With effect from 20 April 2018, the Remuneration Committee comprises Ms. Lam (as chairman), Mr. Liu, Mr. Lau and Mr. He Xiaoming.
- (3) Mr. Sung Lok Man Richard resigned as the chairman of the nomination committee of the Company (the “**Nomination Committee**”), and Mr. Lewis Chan and Mr. Lam Chun Fung resigned as the members of the Nomination Committee. Mr. Lau has been appointed as the chairman of the Nomination Committee, and Ms. Lam and Mr. Liu have been appointed as the members of the Nomination Committee. With effect from 20 April 2018, the Nomination Committee comprises Mr. Lau (as chairman), Mr. Liu, Ms. Lam and Mr. He Xiaoming.

CHANGE OF COMPANY SECRETARY

With effect from 20 April 2018, Mr. Chow Jonathan Edward Chun-chung (“**Mr. Chow**”) has resigned as the company secretary of the Company. Mr. Chow confirmed that he did not have any disagreement with the Board and there was no matter in relation to his resignation that needed to be brought to the attention of the Shareholders or the Stock Exchange.

With effect from 20 April 2018, Ms. Choi Yee Man (“**Ms. Choi**”) has been appointed as the company secretary of the Company. Ms. Choi holds a bachelor’s degree in Business Administration from The City University of Hong Kong. Ms. Choi started her career in an international accounting firm and is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Choi possesses extensive experience in the area of accounting, finance, auditing and corporate secretarial matters. Ms. Choi is also the company secretary of Teamway International Group Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1239) and an independent non-executive director of PacRay International Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 1010).

CHANGE OF AUTHORISED REPRESENTATIVES

With effect from 20 April 2018, each of Mr. Chan Tat Choi and Mr. Chow ceased to act as the authorised representatives of the Company, and each of Mr. He Xiaoming and Ms. Choi has been appointed as the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules.

By Order of the Board
Yuk Wing Group Holdings Limited
He Xiaoming

Chief Executive Officer, Chairman and Executive Director

Hong Kong, 20 April 2018

As at the date of this announcement, the executive Directors are Mr. He Xiaoming and Mr. Chan Tat Choi, and the independent non-executive Directors are Mr. Liu Tin Lap, Mr. Lau Leong Yuen and Ms. Lam Hoi Yu Nicki.