

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.



HSIN CHONG GROUP HOLDINGS LIMITED

新昌集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00404)

(I) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERSHIPS OF AUDIT, REMUNERATION, NOMINATION, RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEES; AND (II) CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERSHIPS OF AUDIT, REMUNERATION, NOMINATION, RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEES

The board of directors (the “**Board**”) of Hsin Chong Group Holdings Limited (the “**Company**”) announces that Dr. LO Wing Yan William, *JP.* (“**Dr. Lo**”) has been appointed as the Independent Non-executive Director with effect from 28 June 2018. He has also been appointed as members of the Audit, Remuneration, Nomination, Risk Management and Corporate Governance Committees with effect from that date.

Dr. Lo, aged 57, is currently as the Vice Chairman of Kidsland International Holdings Limited, one of the largest multi-brand toys and children products distribution networks (Kidsland) in the PRC. The company also operates exclusively the LEGO Certified Store in HK. Dr. Lo is also the Chairman of Captcha Media Limited, a digital marketing & strategy agency, as well as Strategenes Limited, a financial & strategy advisory firm in HK. Dr. Lo is a Founding Governor of the Charles K. Kao Foundation for Alzheimer’s Disease as well as The Independent Schools Foundation Academy, one of the most well known independent schools in HK. He has also been the Chairman of Junior Achievement Hong Kong since 2013. Dr. Lo

started his business career at McKinsey & Company and had subsequently held various top management posts at HK Telecom, Cable & Wireless plc, Citibank, WPP plc, China Unicom, I.T Limited and South China Media Group. He is renown for being the founder of Netvigator the largest Internet business in Hong Kong, as well as iTV (the predecessor of NowTV), the first interactive and on-demand TV service in the world. Dr. Lo obtained a Master of Philosophy degree in Molecular Pharmacology and a Doctor of Philosophy degree in Genetic Engineering/Neuroscience, both from Cambridge University, UK. In 1996, he was selected as a “Global Leader for Tomorrow” by the Davos-based renowned global organization World Economic Forum. In 2000, he was selected as one of the top 25 Asia’s Digital Elites by the Asia Week magazine. Dr. Lo has held numerous Government appointments during his career and is currently a member of the Cyberport Advisory Panel and a member of the Hospital Governing Committee of HK Red Cross Blood transfusion service. He was a board member of the Broadcasting Authority as well as the ASTRI and the Science Park. He was also a founding member of the Stock Exchange of Hong Kong’s GEM Listing Committee. In 1999, Dr. Lo was appointed a Justice of the Peace (JP) of HKSAR Government for his contribution to the city of Hong Kong. During the period 2003-2016, Dr. Lo was a Committee Member of Shantou People’s Political Consultative Conference.

Dr. Lo is now served as the Vice Chairman of Kidsland International Holdings Limited (Stock Code: 2122). Dr. Lo is an independent non-executive director of each of SITC International Holdings Company Limited (Stock Code: 1308), CSI Properties Limited (Stock Code: 497), Jingrui Holdings Limited (Stock Code: 1862), Ronshine China Holdings Limited (Stock Code: 3301) and Television Broadcasts Limited (Stock Code: 511); the shares of all of which are listed on the Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

Dr. Lo was the independent non-executive director of BOE Varitronix Limited (Stock Code: 710) and International Housewares Retail Company Limited (Stock Code: 1373), the shares of all of which are listed on the Hong Kong Stock Exchange.

Dr. Lo is also an independent non-executive director of Nam Tai Property Inc. (New York Stock Exchange, Stock Code: NTP). Dr. Lo was the independent non-executive director of E2-Capital Holdings Limited (Singapore Stock Exchange, Stock Code: 50F).

Pursuant to his letter of appointment with the Company, Dr. Lo is appointed for a term of two years commencing from 28 June 2018 up to and including 27 June 2020 (which is renewable upon expiry). He will hold office until the first general meeting of the Company after his appointment at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election at least once every three years at annual general meetings pursuant to the Bye-laws of the Company. Dr. Lo, as an Independent Non-executive Director, is entitled to (i) an annual director’s fee of HK\$250,000 to act as an Independent Non-executive Director; (ii) an annual fee of HK\$30,000 to act as a member of the Audit Committee; (iii) an annual fee of HK\$10,000 to act as a member of the Remuneration Committee; and (iv) an annual fee of HK\$10,000 to act as a member of the Nomination

Committee. Such remuneration is determined with reference to his duties and responsibilities in the Company, the Company's remuneration policy and the prevailing market situation (subject to review by the Board from time to time).

Save as disclosed above and as at the date of this announcement, Dr. Lo does not hold any position in the Company or any of its subsidiaries or have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. He has not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years. Save as disclosed herein, Dr. Lo does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In relation to Dr. Lo's appointment as an Independent Non-executive Director, save as disclosed above, there is no other information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Hong Kong Stock Exchange and there is no other matters that need to be brought to the attention of the holders of securities of the Company or the Hong Kong Stock Exchange.

The Board would like to express its warmest welcome to Dr. Lo on his new appointment.

The Board noted that following the appointment of Dr. Lo, the number of the Independent Non-executive Directors has fulfilled with the minimum number required under Rule 3.10A and Rule 3.11 of the Listing Rules.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board of the Company announces that with effect from 28 June 2018:

1. Mr. CHAN Chi Fai David ("**Mr. Chan**") has resigned as the company secretary of the Company (the "**Company Secretary**") and has ceased to act as an authorised representative under Rule 3.05 of the Listing Rules; and
2. Mr. YAO Yan Ping Francis ("**Mr. Yao**") has been appointed as the Company Secretary and authorised representative of the Company under Rule 3.05 of the Listing Rules.

Mr. Chan confirmed that he has no disagreement with the Board and there is no matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

Mr. Yao, aged 48, is the assistant director of Strategic Development Department of the Company with effect from 8 January 2018. He is primarily responsible for corporate development, finance and strategic planning of the Company. Mr. Yao is a certified public accountant and is a fellow member of the Hong Kong Institute of Certified Public Accountants. He has over 26 years accounting, auditing, corporate finance and governance experience.

The Board would like to take this opportunity to express its appreciation to Mr. Chan for his contributions to the Company during his term of service and would also welcome Mr. Yao on his new appointment.

CONTINUED SUSPENSION OF TRADING IN THE SHARES AND DEBT SECURITIES

Trading in the ordinary shares and debt securities of the Company has been suspended since 3 April 2017 and will continue to be suspended until further notice. Conditions of the resumption of trading have been set out in the Company's announcement dated 12 June 2017.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares and other securities of the Company.

By Order of the Board of
Hsin Chong Group Holdings Limited
LIN Zhuo Yan
Non-executive Chairman and Non-executive Director

Hong Kong, 28 June 2018

As at the date of this announcement, the Board comprises Mr. LIN Zhuo Yan as the Non-executive Chairman and Non-executive Director; Ir Dr Joseph CHOI Kin Hung (Chief Executive Officer), Mr. Wilfred WU Shek Chun (Chief Risk Officer) and Mr. Eric TODD as Executive Directors; Mr. YAN Jie, Mr. CHEN Lei, Mr. CHUI Kwong Kau and Mr. LUI Chun Pong as Non-executive Directors; and Mr. CHENG Sui Sang, Mr. George YUEN Kam Ho, Dr. LAM Lee G. and Dr. LO Wing Yan William, JP as Independent Non-executive Directors.