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漢港控股
SINO HARBOUR HOLDINGS

SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

**CHANGES OF INDEPENDENT NON- EXECUTIVE DIRECTORS,
BOARD COMMITTEES MEMBERS, COMPANY SECRETARY,
GROUP FINANCIAL CONTROLLER, AUTHORISED
REPRESENTATIVE UNDER THE LISTING RULES AND
AUTHORIZED REPRESENTATIVE UNDER THE COMPANIES
ORDINANCE**

With effect from 1 August 2018:-

1. Ms. Zhang Juan will resign as an Independent Non-Executive Director and cease to be a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee;
2. Mr. Dingding He will be appointed as an Independent Non- Executive Director and a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee;
3. Mr. Chan Chun Kit will resign as the Company Secretary, the Group Financial Controller, an Authorized Representative under the Listing Rules and the Authorized Representative under the HKCO;
4. Mr. Lau Ka Ho Billy will be appointed as the Group Financial Controller; and
5. Mr. Kwok Siu Man will be appointed as the Company Secretary, an Authorized Representative under the Listing Rules and the Authorized Representative under the HKCO.

Resignation of INED and Cessation as Board Committees Members

The board of directors of Sino Harbour Holdings Group Limited (the “**Company**” and the “**Board**”, respectively) announces that with effect from 1 August 2018, Ms. Zhang Juan (“**Ms. Zhang**”) will resign as an independent non-executive director of the company (the “**INED**”) and cease to be a member of each of the nomination committee (the “**NC**”), the remuneration committee (the “**RC**”) and the audit committee of the Board (the “**AC**”). Ms. Zhang has confirmed that she (i) does not have any disagreement with the Board and (ii) there is no matter in respect of her resignation and cessation above-mentioned, which needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

Appointment of INED and Board Committees Members

The Board also announces that with effect from 1 August 2018, Mr. Dingding He (“**Mr. He**”) will be appointed as an INED and a member of each of the NC, the RC and the AC.

The brief biographical particulars of Mr. He are set out as follows:-

Mr. He, aged 41, has more than 13 years of extensive experiences in capital markets, corporate finance, investment and finance, and corporate management through working in investment banks, advisory firms and listed companies in Singapore and Hong Kong since 2005. Mr. He was an independent non-executive director of China Kangda Food Company Limited, the issued shares of which were listed on the Main Board of both the Stock Exchange and Singapore Exchange Securities Trading Limited (stock codes: 834 and P74, respectively) between August 2012 and June 2015. Mr. He was a non-executive director of Perfect Group International Holdings Limited (“**Perfect Group**”), the issued shares of which were listed on the Main Board of the Stock Exchange (stock code: 3326) between March 2017 and February 2018. Mr. He was appointed as the deputy chief executive officer of Perfect Group on 1 March 2018.

Mr. He graduated from Nanyang Technological University, Singapore with a bachelor’s degree in civil engineering. Mr. He was awarded the CFA Charter by the CFA Institute in September 2006.

Mr. He will enter into a letter of appointment with the Company for a term of one year commencing on 1 August 2018, subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. He is entitled to receive a director’s fee of HK\$120,000 per annum, which has been determined by the Board upon the RC’s recommendation by reference to his qualifications, experience, duties and responsibilities with the Company and the market conditions.

As at the date of this announcement, save as disclosed above, Mr. He does not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years or any other position in the Company or any of its subsidiaries. Mr. He does not have any relationships with any directors, senior management, substantial shareholder or controlling shareholder (as respectively defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) of the Company. Mr. He also does not have any interests or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above, there are no other matters relating to Mr. He's appointment that need to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules.

Resignation of Company Secretary, Group Financial Controller and Authorized Representatives

The Board further announces that Mr. Chan Chun Kit ("**Mr. Chan**") will resign as the Company's company secretary (the "**Company Secretary**"), group financial controller (the "**Group Financial Controller**"), one of the authorized representatives under Rule 3.05 of the Listing Rules (the "**Authorized Representative under the Listing Rules**") and authorized representative for accepting service of process and notices on behalf of the Company in Hong Kong as required under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "**HKCO**") (the "**Authorized Representative under the HKCO**"), all with effect from 1 August 2018 (the "**Resignations**").

Mr. Chan has confirmed that he does not have any disagreement with the Board and there is no matter in relation to his Resignations that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Appointment of Group Financial Controller

The Board further announces that Mr. Lau Ka Ho Billy ("**Mr. Lau**") will be appointed as the Group Financial Controller in place of Mr. Chan with effect from 1 August 2018.

Mr. Lau's brief biography is set out as follows:-

Mr. Lau, aged 33, joined Pan Hong Holdings Group Limited ("**Pan Hong**"), a former immediate controlling shareholder of the Company, as the group financial controller and company secretary on 31 July 2017. He is responsible for the finance and accounting functions, statutory compliance and corporate governance of the Pan Hong group. He will resign from the above position with effect from 1 August 2018. Before joining Pan Hong, he worked in Deloitte Touche Tohmatsu, Hong Kong from September 2008 to September 2012, Deloitte Touche Tohmatsu CPA LLP (Beijing Branch, China) from October 2012 to November 2014 and Deloitte Touche Financial Advisory Service Limited (Shenzhen, China) from December 2014 to June 2017. Mr. Lau is a member of CPA Australia. He obtained a bachelor's degree in commerce majoring in accounting, finance and financial planning from the Deakin University, Australia.

Appointment of Company Secretary and Authorized Representatives

The Board further announces that Mr. Kwok Siu Man ("**Mr. Kwok**") whose brief biographical particulars are appended below will be appointed as the Company Secretary, an Authorized Representative under the Listing Rules and the Authorized Representative under the HKCO in place of Mr. Chan, all with effect from 1 August 2018 (the "**Appointments**").

Mr. Kwok is an executive director and head, corporate secretarial of Boardroom Corporate Services (HK) Limited (“**Boardroom**”) and a director of Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar in Hong Kong. Prior to joining Boardroom, between February 2011 and March 2013, he was the group company secretary of the same group comprising five member companies listed on GEM and the Main Board of the Stock Exchange, respectively, and a company of a related group listed on the Main Board of the Stock Exchange concurrently. He has over 30 years’ extensive legal, corporate secretarial and management experience gained from working at company secretary and other senior positions for companies overseas and in Hong Kong (including the Hang Seng Index Constituent (“**HSIC**”) and Hang Seng Mid-Cap 50 stock companies). He was the managing director of a top-notch financial printer in Hong Kong with international affiliation and an independent non-executive director of a company listed on the Main Board of the Stock Exchange. In addition, he is an independent non-executive director of a company listed on GEM of the Stock Exchange and an executive committee member of Federation of Share Registrars Limited.

Mr. Kwok is a fellow member of each of The Institute of Chartered Secretaries and Administrators and The Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries (the “**HKICS**”), The Association of Hong Kong Accountants and The Hong Kong Institute of Directors and a member of the Hong Kong Securities and Investment Institute. He also possesses professional qualifications in arbitration, taxation, financial planning and human resources management. In addition, he matriculated from Queen’s College in Hong Kong, holds a bachelor’s degree of arts (with honours) and a post-graduate diploma in laws (with credit) and has passed the Common Professional Examinations in England and Wales. In 1999, he received induction into the International WHO’s WHO of Professionals, an international organisation which establishes a network of international elite professionals. He was one of the adjudicators for the “Best Annual Reports Awards” organised by the Hong Kong Management Association in the early 1990’s and the late 2000’s.

Having been the reviewer and the chief examiner of the “Hong Kong Company Secretarial Practice/Corporate Secretaryship” of the international qualifying scheme of the HKICS and participated in the review of the Hong Kong law variant modules thereof for about a decade, Mr. Kwok holds the record of being the HKICS’s longest-serving council member and director (i.e. for 18 years). Further, he was a founding member of the Listed Company Secretaries Panel in 1994 and has been acting as an external examiner/adviser/member of the validation panel of corporate management courses organised by recognised academic and vocational institutions for tertiary education in Hong Kong since the mid-1990’s. Mr. Kwok is currently serving as the company secretary and a joint company secretary of a number of companies listed on GEM and/or the Main Board of the Stock Exchange.

First appointed as the company secretary of a HSIC stock company in early 1991 and thereafter served in the same capacity in other reputable listed companies for a vast majority of his working time, Mr. Kwok was not required to have at least 15 hours of relevant continuing professional development training for each of the five consecutive years from 2012 under the Rules Governing the Listing of Securities on GEM of the Stock Exchange and the Listing Rules.

Appreciation and Welcome

The Board would like to take this opportunity to express its sincere gratitude to Ms. Zhang and Mr. Chan for their valuable contributions to the Group over the years and welcome Mr. He, Mr. Lau and Mr. Kwok on their Appointments.

By order of the Board
Sino Harbour Holdings Group Limited
SHI Feng
*Deputy Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 30 July 2018

*As at the date of this announcement, the Board comprises seven directors of the Company (the “**Director**”) including three executive Directors, namely Mr. SHI Feng (Deputy Chairman and Chief Executive Officer), Mr. WONG Lui and Ms. GAO Lan; one non-executive Director, namely Ms. CHAN Heung Ling (Chairlady); and three independent non-executive Directors, namely Mr. XIE Gang, Mr. LEE Man To and Ms. Zhang Juan.*