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Win Win Way Construction Holdings Ltd.

恆誠建築控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 994)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(2) CHANGE OF COMPOSITION OF
THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE AND
THE REMUNERATION COMMITTEE;
(3) RESIGNATION OF CHIEF FINANCIAL OFFICER,
COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE;
AND
(4) APPOINTMENT OF FINANCIAL CONTROLLER,
COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board announces that with effect from 16 July 2019:

1. Mr. Fan Siu Kay has resigned as an independent non-executive Director of the Company. Subsequent to his resignation, Mr. Fan ceased to be the chairman of the remuneration committee and a member of the audit committee and the nomination committee;
2. Mr. Leung William Wai Kai has resigned as an independent non-executive Director of the Company. Subsequent to his resignation, Mr. Leung ceased to be a member of the audit committee, the nomination committee and the remuneration committee;
3. Mr. Lo Chi Leung has resigned as an independent non-executive Director of the Company. Subsequent to his resignation, Mr. Lo ceased to be the chairman of the audit committee and a member of the nomination committee;
4. Ms. Ng Yi Kum, Estella has been appointed as an independent non-executive Director of the Company, the chairlady of the audit committee and a member of the nomination committee and the remuneration committee;
5. Mr. Wong Wing Cheong Philip has been appointed as an independent non-executive Director of the Company, the chairman of the remuneration committee and a member of the audit committee and the nomination committee;

6. Dr. Tang Dajie has been appointed as an independent non-executive Director of the Company and a member of the audit committee and the nomination committee;
7. Mr. Cheng Wai Hei has resigned as the chief financial officer, the company secretary and one of the authorised representatives of the Company; and
8. Mr. Lo Chun Man has been appointed as the financial controller, the company secretary and one of the authorised representatives of the Company.

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Win Win Way Construction Holdings Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Fan Siu Kay (“**Mr. Fan**”), Mr. Leung William Wai Kai (“**Mr. Leung**”) and Mr. Lo Chi Leung (“**Mr. Lo**”) have tendered their resignations as independent non-executive Directors of the Company with effect from 16 July 2019 as they wish to devote more time on their personal and other business commitments.

Each of Mr. Fan, Mr. Leung and Mr. Lo has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board would like to extend its sincere gratitude and appreciation to Mr. Fan, Mr. Leung and Mr. Lo for their valuable contribution towards the Company during their tenure of office.

The Board is pleased to announce that Ms. Ng Yi Kum, Estella, Mr. Wong Wing Cheong Philip and Dr. Tang Dajie have been appointed as independent non-executive Directors of the Company with effect from 16 July 2019.

Ms. Ng Yi Kum, Estella

Ms. Ng Yi Kum, Estella (“**Ms. Ng**”), aged 62, has been appointed as an independent non-executive Director of the Company on 16 July 2019.

Ms. Ng is currently an executive director of Tse Sui Luen Jewellery (International) Limited (stock code: 417) and also a director of its certain subsidiaries. She is currently an independent non-executive director of China Power Clean Energy Development Company Limited (stock code: 735), Tianjin Development Holdings Limited (stock code: 882) and Comba Telecom Systems Holdings Limited (stock code: 2342).

Prior to 2003, Ms. Ng worked in The Stock Exchange of Hong Kong Limited in a number of senior positions with her last position as the senior vice president of the Listing Division. She was an executive director of Hang Lung Properties Limited (stock code: 101) from September 2005 to November 2007. She was the chief financial officer of Country Garden Holdings Company Limited (stock code: 2007) from January 2008 to April 2014. From September 2008 to July 2015, Ms. Ng served as an independent non-executive director of Hong Kong Resources Holdings Company Limited (stock code: 2882). She served as an independent non-executive director of China Mobile

Games and Entertainment Group Limited, the shares of which are listed by way of American Depositary Shares on the Nasdaq Global Market in the United States, from September 2012 to August 2015. She served as an independent director of DS Healthcare Group, Inc., the shares of which were listed on the Nasdaq Capital Market in the United States until they were delisted on 23 December 2016, from May 2016 to May 2017.

Ms. Ng is a qualified accountant and obtained the Master of Business Administration degree from the Hong Kong University of Science and Technology. She is an associate of The Institute of Chartered Accountants in England and Wales, an associate of The Institute of Chartered Secretaries and Administrators, a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Ms. Ng has been an elected member of Quality Tourism Services Association Governing Council (Retailer Category) since 28 February 2019. Ms. Ng has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority from December 2002 until November 2013.

Ms. Ng has entered into a service contract with the Company for a term of three years from 16 July 2019 to 15 July 2022 (both dates inclusive). She is entitled to an annual remuneration of HK\$280,000 which is determined by the Board with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Ms. Ng is subject to re-election.

Mr. Wong Wing Cheong Philip

Mr. Wong Wing Cheong Philip (“**Mr. Wong**”), aged 55, has been appointed as an independent non-executive Director of the Company on 16 July 2019.

Mr. Wong is currently a Partner and Head of the Commercial Department of Gallant, a firm of solicitors and notaries in Hong Kong. Mr. Wong has contributed his time to various public service appointments, including being the chairman of the Community Relations Committee of The Law Society of Hong Kong. He has also been appointed to serve on various charitable organisations as honourable legal advisor, including the Hong Kong Chinese Enterprises Association, the Hong Kong Chinese Enterprises Charitable Foundation Limited, Po Leung Kuk, Hong Kong Watch Manufacturers Association Ltd and the Hong Kong Society for the Aged.

Mr. Wong obtained the bachelor of laws degree and the master of laws degree from the University of Hong Kong. Mr. Wong also obtained the master degree in business administration from the Open University of Hong Kong. He was admitted as a solicitor of Hong Kong in 1994 and a solicitor of the England and Wales in 1995 and is currently a practising lawyer in Hong Kong. He is also a notary public, China-appointed attesting officer and certified tax adviser of Hong Kong.

Acting as the legal advisor of various companies in Hong Kong, Macau and the PRC, Mr. Wong has extensive experience in providing legal services concerning finances, securities, trusts, guarantees, mergers and acquisitions and other cross-border transactions.

Mr. Wong has entered into a service contract with the Company for a term of three years from 16 July 2019 to 15 July 2022 (both dates inclusive). He is entitled to an annual remuneration of HK\$280,000 which is determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Wong is subject to re-election.

Dr. Tang Dajie

Dr. Tang Dajie (“**Dr. Tang**”), aged 51, has been appointed as an independent non-executive Director of the Company on 16 July 2019.

Dr. Tang has over 20 years of experience in investment, financing and corporate management. He held various senior positions in different companies, including the Vice President of Shenzhen Capital Group Company Limited, the Deputy General Manager of Shenzhen Airport (Group) Company Limited, the Managing Director of Shenzhen High-tech Investment Group Company Limited, the Manager of the Department of Investment of E Fund Management Company Limited and the Director of China Southern Asset Management. Since October 2015, Dr. Tang has been the chairman and the founding partner of Triwise Capital Management Company Limited.

Dr. Tang also serves as the Vice Chairman of Shenzhen Venture Capital Association, the Executive Vice President of Shenzhen Science and Technology Entrepreneur Promotion Association, Vice President of Shenzhen General Chamber of Commerce and a part-time professor of Southwestern University of Finance and Economics, Shenzhen Audencia Business School, Xidian University and China University of Mining and Technology. Dr. Tang obtained his bachelor’s degree in business management from the Beijing University of Chemical Technology in July 1990, his master’s degree in monetary banking from Xiamen University in July 1995 and his doctorate degree in industrial economics from Jinan University in June 2007.

Dr. Tang has entered into a service contract with the Company for a term of three years from 16 July 2019 to 15 July 2022 (both dates inclusive). He is entitled to an annual remuneration of HK\$280,000 which is determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Tang is subject to re-election.

Save as disclosed above, none of the above newly appointed Directors (the “**New Directors**”) has any interest or short position (both within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”)) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the SFO) as at the date of this announcement.

Save as disclosed above, as of the date of this announcement, each of the New Directors (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not held any directorships in listed public companies in the last three years.

Each of the New Directors confirmed that there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that need to be brought to the attention of the Shareholders in relation to his/her appointment.

The Board would like to take this opportunity to welcome Ms. Ng, Mr. Wong and Dr. Tang in taking up their respective new roles in the Company.

(2) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE

The Board announces that, following the resignations of Mr. Fan, Mr. Leung and Mr. Lo as independent non-executive Directors of the Company and the appointments of Ms. Ng, Mr. Wong and Dr. Tang as independent non-executive Directors of the Company, (i) Mr. Fan ceased to be the chairman of the remuneration committee and a member of the audit committee and the nomination committee; (ii) Mr. Leung ceased to be a member of the audit committee, the nomination committee and the remuneration committee; (iii) Mr. Lo ceased to be the chairman of the audit committee and a member of the nomination committee; (iv) Ms. Ng has been appointed as the chairlady of the audit committee and a member of the nomination committee and the remuneration committee; (v) Mr. Wong has been appointed as the chairman of the remuneration committee and a member of the audit committee and the nomination committee; and (vi) Dr. Tang has been appointed as a member of the audit committee and the nomination committee. With effect from 16 July 2019,

- (a) the audit committee comprises Ms. Ng (as chairlady), Mr. Wong and Dr. Tang;
- (b) the nomination committee comprises Ms. Du Yi (as chairlady), Dr. Ho Chun Kit Gregory, Ms. Ng, Mr. Wong and Dr. Tang; and
- (c) the remuneration committee comprises Mr. Wong (as chairman), Mr. Wu Rui and Ms. Ng.

(3) RESIGNATION OF CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that Mr. Cheng Wai Hei (“**Mr. Cheng**”) has resigned as the chief financial officer, the company secretary and one of the authorised representatives of the Company with effect from 16 July 2019 due to his pursuit of personal career development.

Mr. Cheng has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders. The Board would like to extend its sincere gratitude and appreciation to Mr. Cheng for his valuable contribution towards the Company during his tenure of office.

(4) APPOINTMENT OF FINANCIAL CONTROLLER, COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that Mr. Lo Chun Man has been appointed as the financial controller, the company secretary and one of the authorised representatives of the Company with effect from 16 July 2019.

Mr. Lo Chun Man

Mr. Lo Chun Man, aged 38, has been appointed as the financial controller, the company secretary and one of the authorised representatives of the Company with effect from 16 July 2019.

Mr. Lo Chun Man has over 15 years of extensive working experience in the fields of accounting, financing and auditing disciplines. Mr. Lo Chun Man was a Deputy General Manager of the Finance Department of China Aerospace International Holdings Limited (stock code: 31) from April 2016 to June 2019. He was the Finance Manager of the same company from December 2008 to April 2016. Before joining China Aerospace International Holdings Limited, he worked in Deloitte Touche Tomatsu from September 2003 to December 2008 with his last position as a Senior.

Mr. Lo Chun Man obtained the Degree of Bachelor of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

With effect from 16 July 2019 following the resignation of Mr. Cheng and the appointment of Mr. Lo Chun Man, the authorised representatives of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be Dr. Ho Chun Kit Gregory and Mr. Lo Chun Man.

The Board would like to take this opportunity to welcome Mr. Lo Chun Man in taking up his new roles in the Company.

By order of the Board
Win Win Way Construction Holdings Ltd.
Ho Chun Kit Gregory
Chief executive officer and executive Director

Hong Kong, 16 July 2019

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Wu Rui, Dr. Ho Chun Kit Gregory, Mr. Lee Kai Lun, Dr. Kan Hou Sek, Jim and Mr. Guo Jianfeng, two non-executive Directors, namely Ms. Du Yi and Ms. Yip Man Shan and three independent non-executive Directors, namely Ms. Ng Yi Kum, Estella, Mr. Wong Wing Cheong Philip and Dr. Tang Dajie.