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Burwill Holdings Limited

寶威控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 24)

**CHANGES OF DIRECTORS, COMPANY SECRETARY AND
THE AUTHORISED REPRESENTATIVE,
RESIGNATION OF MEMBER OF AUDIT COMMITTEE, REMUNERATION
COMMITTEE AND NOMINATION COMMITTEE**

The Board hereby announces that with effect from 23 August 2019, (i) Mr. Kwok Wai Lam resigned as Executive Director, member of Risk Committee, the Company Secretary and the Authorised Representative of the Company; (ii) Mr. Tsang Kwok Wa resigned as Independent Non-Executive Director, member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company; and (iii) Mr. Ng Man Fai, Matthew is appointed as an Executive Director, the Company Secretary and the Authorised Representative of the Company.

The board of directors (the “Board”) of Burwill Holdings Limited (the “Company”) hereby announces that for health reason, Mr. Kwok Wai Lam (“Mr. Kwok”) resigned as Executive Director, member of Risk Committee, the Company Secretary and the authorised representative of the Company (the “Authorised Representative”) for the purposes of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) all with effect from 23 August 2019. Mr. Tsang Kwok Wa (“Mr. Tsang”) resigned as Independent Non-Executive Director, member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company because he requires more time and dedication for his personal commitments all with effect from 23 August 2019. Mr. Ng Man Fai, Matthew (“Mr. Ng”) is appointed as Executive Director, the Company Secretary and the Authorised Representative of the Company with effect from 23 August 2019.

Mr. Kwok and Mr. Tsang had confirmed that they had no disagreement with the Board and there were no other matters that need to be brought to the attention of the shareholders of the Company in relation to their resignations.

The Board would like to take this opportunity to express its gratitude to Mr. Kwok Wai Lam and Mr. Tsang Kwok Wa for their valuable contributions to the Company during their tenure of office.

Following the resignation of Mr. Tsang, the Company currently has only one Independent Non-Executive Director, one member in the Audit Committee and not comprising a majority of independent non-executive directors in the Remuneration Committee of the Company. As such, the Company is temporarily not compliant with Rule 3.10(1), Rule 3.10A, Rule 3.21 and Rule 3.25 of the Listing Rules. The Company is in the process of identifying suitable candidates to act as Independent Non-Executive Director, member of the Audit Committee and Remuneration Committee of the Company and the appointments will be made as soon as practicable.

Mr. Ng Man Fai, Matthew, aged 52, joined the Group since 2000 and is the Deputy Financial Controller of the Company. He is responsible for the financial planning of the Group and the supervision of its accounting and financial activities. Mr. Ng has over 30 years' experience and works in the fields of auditing, finance and accounting in international certified public accounting firms, financial institutions and listed companies in Hong Kong. Mr. Ng holds a bachelor's degree in Business Administration from the University of East Asia in Macau and a master's degree in Accountancy from the Charles Sturt University in Australia. At present, he is a Certified Public Accountant (Practising) in Hong Kong, a fellow member of the Association of Chartered Certified Accountants and is a member of the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong, the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators in United Kingdom. He was also an independent non-executive director of Ascent International Holdings Limited. Save as disclosed above, Mr. Ng did not hold any directorships in any listed public companies in the past 3 years.

As at the date of this announcement, Mr. Ng has 3,000,000 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Ng will enter into a service contract with the Company for a term of two years. His emolument will be determined with reference to the director's responsibilities and the Company's operations as well as remuneration benchmark in the industry and prevailing market conditions. Mr. Ng is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-laws of the Company.

Mr. Ng does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company.

Save as disclosed above, there is no other information relating to Mr. Ng which is required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules. There is also no further information that needs to be brought to the attention of the shareholders of the Company in relation to the aforesaid appointment.

The Board takes this opportunity to welcome Mr. Ng for joining the Board.

By order of the Board
Burwill Holdings Limited
Sit Hoi Tung
Director

Hong Kong, 23 August 2019

As at the date of this announcement, the Board of the Company comprises Mr. Chan Shing, Mr. Sit Hoi Tung, Mr. Sham Kai Man and Mr. Ng Man Fai, Matthew as executive directors; Mr. Cui Shu Ming as independent non-executive directors; and Mr. Huang Shenglan as non-executive director.