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UKF (HOLDINGS) LIMITED

英裘(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code on Main Board: 01468)

(Stock Code on GEM: 08168)

CHANGES IN THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES

Reference is made to the Transfer Announcement.

Subsequent to the publication of the Transfer Announcement, Mr. ANG has tendered his resignation as (i) an independent non-executive director of the Company; (ii) the chairman of the audit committee; and (iii) a member of each of the remuneration committee and nomination committee of the Company with effect from 16 March 2015 due to his desire to devote more time to his personal affairs and Mr. LAU Siu Ki has been appointed by the Board in his place for the aforesaid positions of the Company with effect from 16 March 2015 until the next general meeting of the Company.

Reference is made to the announcement of the Company dated 12 March 2015 in relation to the transfer of listing of shares of the Company from GEM to Main Board (the “**Transfer Announcement**”). Unless otherwise specified, the capitalised terms used in this announcement shall carry the same meanings as those terms defined under the Transfer Announcement.

CHANGE OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES

Subsequent to the publication of the Transfer Announcement, Mr. ANG Wing Fung (“**Mr. ANG**”) has tendered his resignation as (i) an independent non-executive director of the Company; (ii) the chairman of the audit committee; and (iii) a member of each of the remuneration committee and nomination committee of the Company with effect from 16 March 2015 due to his desire to devote more time to his personal affairs and Mr. LAU Siu Ki (“**Mr. LAU**”) has been appointed by the Board in his place for the aforesaid positions of the Company with effect from 16 March 2015 until the next general meeting of the Company.

Mr. ANG confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that need be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. ANG for his valuable contributions to the Company during his tenure of office.

The biographical information of Mr. LAU is set out below.

Mr. LAU, aged 56, is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants (the “ACCA”). He was a member of the ACCA worldwide Council from May 2002 to September 2011, and was the Chairman of the Hong Kong branch of ACCA in 2000/2001.

Mr. LAU has over 30 years’ experience in corporate finance, financial advisory and management, accounting and auditing and had worked for an international accounting firm for over 15 years. He is also a consultant in the financial advisory field.

Mr. LAU is currently an independent non-executive director of TCL Communication Technology Holdings Limited (Stock Code: 2618), COL Capital Limited (Stock Code: 0383), Comba Telecom Systems Holdings Limited (Stock Code: 2342), FIH Mobile Limited (Stock Code: 2038), Samson Holding Limited (Stock Code: 0531), Embry Holdings Limited (Stock Code: 1388) and Binhai Investment Company Limited (Stock Code: 2886), all being companies whose shares are listed on the Main Board. Apart from the above office, Mr. LAU is also an independent supervisor of Beijing Capital International Airport Company Limited (Stock Code: 0694) and the company secretary of Yeebo (International Holdings) Limited (Stock Code: 0259), both of which are companies whose shares are listed on the Main Board.

Save as disclosed above, Mr. LAU does not at present, and did not in the past three years, hold any directorship in any other listed public companies or any other position with the Company or any other members of the Group.

A letter of appointment for the directorship of Mr. LAU in the Company has been signed by both the Company and Mr. LAU. Pursuant to the letter of appointment, Mr. LAU is appointed from 16 March 2015 until the next general meeting of the Company and shall be eligible for re-election by shareholders of the Company at the next general meeting and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles and the Listing Rules.

Mr. LAU is entitled to an annual director’s fee of HK\$300,000, which is determined by the Board based on the recommendation by the remuneration committee of the Company, with reference to his experience as an independent non-executive director of the Company, his duties and responsibilities with the Company and the market rate for the position.

As at the date of this announcement, Mr. LAU does not hold any shares or options of the Company. Mr. LAU has no interest in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance and does not have any relationship with any other directors, senior management or any substantial or controlling shareholders of the Company.

There is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 17.50(2)(h) to 17.50(2)(w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warmest welcome to Mr. LAU.

On behalf of the Board
UKF (Holdings) Limited
Wong Chun Chau
Chairman

Hong Kong, 16 March 2015

Executive Directors:

Mr. Wong Chun Chau

Ms. Kwok Yin Ning

Independent non-executive Directors:

Mr. Tang Tat Chi

Mr. Jean-pierre Philippe

Mr. Lau Siu Ki

This announcement, for which all the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM Website at www.hkgem.com for 7 days from the date of its posting, the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.ukf.com.hk.