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## **CHINA JINHAI INTERNATIONAL GROUP LIMITED**

**中國金海國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 139)**

**(Stock Code of Warrants: 1436)**

### **CHANGES OF EXECUTIVE DIRECTORS, AUTHORIZED REPRESENTATIVE AND AGENT FOR THE SERVICES OF PROCESS IN HONG KONG AND WITHDRAWAL OF ORDINARY RESOLUTION NO. 2 AT THE ANNUAL GENERAL MEETING**

The Board announces that:

- (1) Mr. Wong Howard, Ms. Chen Wei and Mr. Zhan Jianzhou have tendered their resignation as executive directors of the Company with effect from 1 August 2015;
- (2) Mr. Wong Yat Fai has tendered his resignation as an executive director, a member of the Nomination Committee of the Company, an authorized representative and an agent to accept service of process and notices on the Company's behalf in Hong Kong with effect from 1 August 2015;
- (3) Ms. He Xuan and Mr. Li Yao have been appointed as executive directors of the Company with effect from 1 August 2015; and
- (4) Mr. Wang Haixiong has been appointed as an authorized representative and an agent to accept service of process and notices on the Company's behalf in Hong Kong with effect from 1 August 2015.

Due to the resignation of Mr. Wong Yat Fai, ordinary resolution no. 2 in respect of the re-election of Mr. Wong Yat Fai as an executive director as set out in the AGM Notice and AGM Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

\* For identification purposes only

## RESIGNATION OF EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of China Jinhai International Group Limited (the “**Company**”) announces that Mr. Wong Howard, Ms. Chen Wei and Mr. Zhan Jianzhou have tendered their resignation as executive directors of the Company and Mr. Wong Yat Fai has tendered his resignation as an executive director and a member of the Nomination Committee of the Company, to pursue their other business engagements, with effect from 1 August 2015.

Mr. Wong Howard, Mr. Wong Yat Fai, Ms. Chen Wei and Mr. Zhan Jianzhou have confirmed that they have no disagreement with the Board and are not aware of any matters relating to their resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

Taking this opportunity, the Board would like to express its appreciation and gratitude to the above directors for their contribution and services to the Company in the past.

## APPOINTMENT OF EXECUTIVE DIRECTORS

The Board further announces that Ms. He Xuan (“**Ms. He**”) and Mr. Li Yao (“**Mr. Li**”), have been appointed as executive directors of the Company with effect from 1 August 2015.

The biographical details of Ms. He are set out below:

Ms. He, aged 27, holds a Bachelor degree in Environmental Sciences from Nankai University. Ms. He has extensive experience in management. Ms. He was a deputy general manager, secretary to the board and secretary to the president’s office of 北京元亨合商貿有限公司 from July 2010 to May 2015. She has served as a deputy general manager of 北京瑞鑫安泰文化產業有限公司 since June 2015. Ms. He has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. He has not been appointed for any fixed term but is subject to retirement and re-election in accordance with the Company’s Bye-laws. Pursuant to the service agreement entered into between the Company and Ms. He, Ms. He is entitled to receive a remuneration package of HK\$50,000 per month plus a discretionary bonus as may be determined by the Board with reference to her performance. The foregoing emolument of Ms. He is recommended by the Company’s Remuneration Committee and approved by the Board with reference to her qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this announcement, Ms. He does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance. In addition, Ms. He does not have any relationships with any other directors, senior management, substantial Shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) or controlling Shareholders (as defined in the Listing Rules).

As confirmed by Ms. He and as far as the Board is aware, Ms. He has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Ms. He's appointment that need to be brought to the attention of the Shareholders.

The biographical details of Mr. Li are set out below:

Mr. Li, aged 52, holds a Bachelor degree of engineering from the Department of Metallurgy of Beijing Institute of Iron and Steel Technology (presently known as University of Science and Technology Beijing). Mr. Li has extensive experience in management. Mr. Li was the accounting and marketing manager of 山西省太原市冶金工業公司 from September 1983 to September 1992. He worked as a deputy general manager for 山西合寶鋼鐵有限公司 from October 1992 to February 2001 and for 北京寶榮原酒店管理有限公司 from March 2001 to September 2008. Afterwards, Mr. Li was the general manager of 煙台樹仁商貿有限公司 from October 2008 to June 2015 and has served as the deputy general manager of 北京華泰明德文化發展有限公司 since July 2015. Mr. Li has not held other directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Li has not been appointed for any fixed term but is subject to retirement and re-election in accordance with the Company's Bye-laws. Pursuant to the service agreement entered into between the Company and Mr. Li, Mr. Li is entitled to receive a remuneration package of HK\$50,000 per month plus a discretionary bonus as may be determined by the Board with reference to his performance. The foregoing emolument of Mr. Li is recommended by the Company's Remuneration Committee and approved by the Board with reference to his qualifications, experience and responsibilities with the Company.

As far as the Board is aware, as at the date of this announcement, Mr. Li does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance. In addition, Mr. Li does not have any relationships with any other directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

As confirmed by Mr. Li and as far as the Board is aware, Mr. Li has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to Mr. Li's appointment that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. He and Mr. Li for joining the Board.

## **CHANGES OF AUTHORIZED REPRESENTATIVE AND AGENT FOR THE SERVICES OF PROCESS IN HONG KONG**

The Board further announces that Mr. Wang Haixiong, the Chairman and executive director of the Company has been appointed as an authorized representative and an agent to accept service of process and notices on the Company's behalf in Hong Kong in place of Mr. Wong Yat Fai with effect from 1 August 2015.

## **WITHDRAWAL OF ORDINARY RESOLUTION NO. 2 AT THE ANNUAL GENERAL MEETING**

Reference is made to the circular of the Company dated 14 July 2015, the notice of annual general meeting of the Company dated 14 July 2015 (the “**AGM Notice**”) and the form of proxy of the Company (the “**AGM Proxy Form**”) in relation to the annual general meeting of the Company to be held on 12 August 2015 (the “**AGM**”).

Due to the resignation of Mr. Wong Yat Fai, ordinary resolution no. 2 in respect of the re-election of Mr. Wong Yat Fai as an executive director as set out in the AGM Notice and the AGM Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. The Shareholders are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which will be remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

By order of the Board  
**China Jinhai International Group Limited**  
**Wang Haixiong**  
*Chairman*

Hong Kong, 31 July 2015

*As at the date of this announcement, the Board comprises:*

### **Executive Directors**

Mr. Wang Haixiong (*Chairman*)  
Mr. Wong Howard  
Mr. Wong Yat Fai  
Ms. Chen Wei  
Mr. Zhan Jianzhou

### **Independent non-executive Directors**

Mr. Li Chi Ming  
Mr. Kwok Chi Kwong  
Mr. Chen Youchun  
Mr. Frank H. Miu  
Mr. Tsang Wing Ki