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HAN TANG INTERNATIONAL HOLDINGS LIMITED

漢唐國際控股有限公司

(Incorporated in the British Virgin Islands and continued in Bermuda with limited liability)

(Stock Code: 01187)

**CHANGE OF DIRECTORS;
RESIGNATION OF CHAIRMAN OF THE BOARD AND CHIEF
EXECUTIVE OFFICER;
APPOINTMENT OF CHIEF EXECUTIVE OFFICER;
CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
CHANGE OF AUTHORISED REPRESENTATIVE**

**CHANGE OF DIRECTORS, RESIGNATION OF CHAIRMAN OF THE BOARD
AND CHIEF EXECUTIVE OFFICER**

On 25 July 2016 at 11:00 a.m., the Company convened a Board meeting at which the Board resolved the following changes:-

- (1) Ms. Zhao Wenjia has been appointed as executive Director with effect from 25 July 2016;
- (2) Ms. Gu Yawei and Mr. Xu Ming have been appointed as non-executive Directors with effect from 25 July 2016;
- (3) Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek have been appointed as independent non-executive Directors with effect from 25 July 2016;

- (4) Mr. Yang Liu has resigned as executive Director with effect from the conclusion of the Board meeting held on 25 July 2016 at 11:00 a.m.. Following his resignation, he ceased to act as the chairman of the Board and the chief executive officer of the Company; and
- (5) Mr. Lai Ho Man, Dickson and Mr. Wong Lit Chor, Alexis have resigned as independent non-executive Directors with effect from the conclusion of the Board meeting held on 25 July 2016 at 11:00 a.m.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND AUTHORISED REPRESENTATIVE

On 25 July 2016 at 5:30 p.m., the Company convened another Board meeting, the Board resolved the following changes:-

Chief Executive Officer

Ms. Zhao Wenjia has been appointed as the chief executive officer of the Company with effect from 25 July 2016.

Audit Committee

- (1) Mr. Sinn Wai Kin Derek has been appointed as the chairman of the Audit Committee and Mr. Yao Yongjie and Mr. Ma Jianwei have been appointed as members of the Audit Committee with effect from 25 July 2016; and
- (2) Mr. Lai Ho Man, Dickson ceased to be the chairman of the Audit Committee and Mr. Wong Lit Chor, Alexis ceased to be a member of the Audit Committee following their resignations as Directors.

Remuneration Committee

- (1) Mr. Ma Jianwei has been appointed as the chairman of the Remuneration Committee and Ms. Zhao Wenjia, Mr. Xu Lei, Mr. Yao Yongjie and Mr. Sinn Wai Kin Derek have been appointed as members of the Remuneration Committee with effect from 25 July 2016; and
- (2) Mr. Yang Liu and Mr. Lai Ho Man, Dickson ceased to be members of the Remuneration Committee following their resignations as Directors.

Nomination Committee

- (1) Mr. Sinn Wai Kin Derek has been appointed as the chairman of the Nomination Committee and Ms. Zhao Wenjia, Mr. Xu Lei, Mr. Yao Yongjie and Mr. Ma Jianwei have been appointed as members of the Nomination Committee with effect from 25 July 2016; and
- (2) Mr. Lai Ho Man, Dickson ceased to be the chairman of the Nomination Committee and Mr. Yang Liu ceased to be a member of the Nomination Committee following their resignations as Directors.

Share Option Committee

- (1) Mr. Ma Jianwei has been appointed as the chairman of the Share Option Committee and Ms. Zhao Wenjia, Mr. Xu Lei, Mr. Yao Yongjie and Mr. Sinn Wai Kin Derek have been appointed as members of the Share Option Committee with effect from 25 July 2016; and
- (2) Mr. Lai Ho Man, Dickson ceased to be the chairman of the Share Option Committee and Mr. Yang Liu ceased to be a member of the Share Option Committee following their resignations as Directors.

Authorised Representative

Following the resignation of Mr. Yang Liu as Director, he also ceased to act as an authorised representative of the Company pursuant to Rule 3.05 of the Listing Rules; and Ms. Zhao Wenjia has been appointed in his stead with effect from 25 July 2016.

CHANGE OF DIRECTORS, RESIGNATION OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

The board (the “**Board**”) of directors (the “**Directors**”) of Han Tang International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that on 25 July 2016 at 11:00 a.m., the Company convened a Board meeting at which the Board resolved the following changes:-

- (1) Ms. Zhao Wenjia has been appointed as executive Director with effect from 25 July 2016;
- (2) Ms. Gu Yawei and Mr. Xu Ming have been appointed as non-executive Directors with effect from 25 July 2016;

- (3) Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek have been appointed as independent non-executive Directors with effect from 25 July 2016;
- (4) Mr. Yang Liu (“**Mr. Yang**”) has resigned as executive Director with effect from the conclusion of the Board meeting held on 25 July 2016 at 11:00 a.m. as he would like to devote more time to his own business. Following his resignation, he ceased to act as the chairman of the Board and the chief executive officer of the Company;
- (5) Mr. Lai Ho Man, Dickson (“**Mr. Lai**”) has resigned as independent non-executive Director with effect from the conclusion of the Board meeting held on 25 July 2016 at 11:00 a.m. as he would like to devote more time to his own business; and
- (6) Mr. Wong Lit Chor, Alexis (“**Mr. Wong**”) has resigned as independent non-executive Director with effect from the conclusion of the Board meeting held on 25 July 2016 at 11:00 a.m. due to the increased commitment on his personal vocational engagements.

Each of Mr. Yang, Mr. Lai and Mr. Wong has confirmed to the Board that there is no disagreement with the Board and that there is no matter in relation to the respective resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to extend its appreciation to the above-mentioned resigned Directors for their valuable contributions towards the Company during their tenure of office.

The biographies of the above-mentioned newly appointed Directors (“**New Directors**”) are set out below:

Executive Director

Ms. Zhao Wenjia (趙文佳) (“Ms. Zhao”)

Ms. Zhao, aged 33, graduated from the Beijing Institute of Technology with an undergraduate degree in business administration in 2005. She also awarded the postgraduate diploma in international business administration from University of Northumbria in 2007. Ms. Zhao has experience in implementing international energy projects, and in the management and organisation of international trade related businesses. She has strong insight in the global market and possesses strong corporate management capabilities. She currently serves as an executive director of Forewell International Limited in Hong Kong.

Ms. Zhao is the spouse of Mr. Xu Lei, a non-executive Director. As at the date of this announcement, Ms. Zhao has a beneficial interest in 2,000,000 shares of the Company (“Shares”), representing approximately 1.26% of the issued share capital of the Company.

Non-Executive Directors

Ms. Gu Yawei (顧亞維) (“Ms. Gu”)

Ms. Gu, aged 52, obtained her bachelor’s degree in arts from Zhejiang Normal University (浙江師範大學) majoring in Chinese Language and Literature in 1985. She also obtained the master’s degree from Shanghai Normal University (上海師範大學) majoring in Contemporary Literature of China in 1990. Ms. Gu has over a decade of experience in the equity investment industry. She also has experience in the management and investment of many corporations both in Hong Kong and in Mainland China, accumulating business connections and knowledge across various industries. Ms. Gu currently serves as a chairman of each of Blue bird Group Co; Ltd (青鳥控股集團有限公司) and Hangzhou manyu Investment Management Co; Ltd (杭州滿宇投資管理有限公司).

As at the date of this announcement, Ms. Gu is the mother of Mr. Xu Yijia, a shareholder of the Company who has a beneficial interest in 6,242,000 Shares, representing approximately 3.95% of the issued share capital of the Company.

Mr. Xu Ming (徐鳴) (“Mr. Xu”)

Mr. Xu, aged 23, gained experience in finance when he worked for two companies whose shares are listed on the Stock Exchange and the Shanghai Stock Exchange respectively.

Independent non-executive Directors

Mr. Yao Yongjie (姚勇杰) (“Mr. Yao”)

Mr. Yao, aged 45, graduated from the Hunan University with an undergraduate degree in architecture in 1993. Mr. Yao has been chairman or deputy chairman of various companies in the People’s Republic of China engaging in asset management and venture capital related business. Mr. Yao and his team have gained numerous provincial awards, including “2013 年度浙江省最佳LP獎” (Best LP Award of Zhejiang Province of the Year 2013*) and “2015 浙商新領軍者” (The New Leader of Zhejiang Merchants 2015*).

Mr. Ma Jianwei (馬建威) (“Mr. Ma”)

Mr. Ma, aged 30, graduated from the University of International Business and Economics in Beijing with a PhD degree in civil and commercial law. He gained experience in civil litigation, commercial arbitration, foreign commercial investment, antitrust law, mergers and acquisitions, and private equity investment funds, when he practiced law at Beijing Rongxian Law Firm* (北京融顯律師事務所) since 2013.

Mr. Sinn Wai Kin Derek (冼偉健) (“Mr. Sinn”)

Mr. Sinn, aged 57, is a fellow member of the Hong Kong Institute of Certified Public Accountants. He acted as the chief financial officer of Enviro Energy Management Services Limited from September 2015 to December 2015 and the company secretary of Enviro Energy International Holdings Limited (stock code : 1102) from October 2015 to December 2015, the shares of which are listed on the main board of the Stock Exchange. From September 2008 to August 2015, he also worked with Huajun Holdings Limited (stock code: 377), the shares of which are listed on the main board of the Stock Exchange and his last position were the chief financial officer and the company secretary. He has over 30 years of experience in audit, accounting and financial management.

There is no service contract entered into between the Company and each of the New Directors in respect of their appointments as Directors. The New Directors have not been appointed for a specific term but will be subject to retirement at the next following annual general meeting of the Company after their appointments and at which they will be eligible for re-election and thereafter subject to retirement by rotation at least once every three years in accordance with the bye-laws of the Company. The remunerations of the New Directors for their directorships of the Company have not been fixed but, if fixed, will be determined by the Board with reference to their duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions and such remunerations will be subject to shareholders’ approval at the Company’s annual general meeting or special general meeting (as the case may be). The amount of their remunerations will be proposed at such meeting and will be payable until the Company’s shareholders approve such remunerations.

Save as disclosed above, none of the New Directors had any directorship in any other listed public companies in the last three years preceding the date of this announcement nor has any of them have any relationship with any existing Directors, senior management, substantial or controlling shareholders of the Company (as respectively defined in the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) as at the date of this announcement.

As at the date of this announcement, save as disclosed above, each of the New Directors was not interested or deemed to be interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor does any of them hold other positions with the Company and other members of the Group.

Each of the New Directors has confirmed that there is no other information relating to his/her appointment which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor does he/she have any other matters that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND AUTHORISED REPRESENTATIVE

On 25 July 2016 at 5:30 p.m., the Company convened another Board meeting, the Board resolved the following changes:-

Chief Executive Officer

Ms. Zhao Wenjia has been appointed as the chief executive officer of the Company with effect from 25 July 2016.

Audit committee of the Company (“Audit Committee”)

- (1) Mr. Sinn has been appointed as the chairman of the Audit Committee and Mr. Yao and Mr. Ma have been appointed as members of the Audit Committee with effect from 25 July 2016; and
- (2) Mr. Lai ceased to be the chairman of the Audit Committee and Mr. Wong ceased to be a member of the Audit Committee following their resignations as Directors.

Remuneration committee of the Company (“Remuneration Committee”)

- (1) Mr. Ma has been appointed as the chairman of the Remuneration Committee and Ms. Zhao, Mr. Xu Lei, Mr. Yao and Mr. Sinn have been appointed as members of the Remuneration Committee with effect from 25 July 2016; and
- (2) Mr. Yang and Mr. Lai ceased to be members of the Remuneration Committee following their resignations as Directors.

Nomination committee of the Company (“Nomination Committee”)

- (1) Mr. Sinn has been appointed as the chairman of the Nomination Committee and Ms. Zhao, Mr. Xu Lei, Mr. Yao and Mr. Ma have been appointed as members of the Nomination Committee with effect from 25 July 2016; and
- (2) Mr. Lai ceased to be the chairman of the Nomination Committee and Mr. Yang ceased to be a member of the Nomination Committee following their resignations as Directors.

Share option committee of the Company (“Share Option Committee”)

- (1) Mr. Ma has been appointed as the chairman of the Share Option Committee and Ms. Zhao, Mr. Xu Lei, Mr. Yao and Mr. Sinn have been appointed as members of the Share Option Committee with effect from 25 July 2016; and
- (2) Mr. Lai ceased to be the chairman of the Share Option Committee and Mr. Yang ceased to be a member of the Share Option Committee following their resignations as Directors.

Authorised Representative

Following the resignation of Mr. Yang as Director, he also ceased to act as an authorised representative of the Company pursuant to Rule 3.05 of the Listing Rules; and Ms. Zhao has been appointed in his stead with effect from 25 July 2016.

By Order of the Board
Han Tang International Holdings Limited
Zhao Wenjia
Chief Executive Officer

Hong Kong, 25 July 2016

As at the date of this announcement, the Board comprises executive Director, namely, Ms. Zhao Wenjia, non-executive Directors, namely, Mr. Xu Lei, Ms. Gu Yawei and Mr. Xu Ming and independent non-executive Directors, namely, Mr. Yao Yongjie, Mr. Ma Jianwei and Mr. Sinn Wai Kin Derek.

** For identification purposes only*