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## **Yingde Gases Group Company Limited**

**盈德氣體集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 02168)**

**APPOINTMENT OF NEW DIRECTORS  
CHANGES IN MEMBERS OF BOARD COMMITTEES  
APPOINTMENT OF ADDITIONAL MEMBERS TO INDEPENDENT  
BOARD COMMITTEE  
AND  
APPOINTMENT OF ALTERNATE DIRECTOR**

### **APPOINTMENT OF NEW DIRECTORS**

The Board announces that, with effect from 27 March 2017:

- (i) Mr. David Chan has been appointed as an additional independent non-executive Director; and
- (ii) Mr. Deng Xipeng has been appointed as an additional independent non-executive Director.

### **APPOINTMENT OF ADDITIONAL MEMBERS TO BOARD COMMITTEES**

The Board announces the appointment, with effect from 27 March 2017, of the following Directors as additional members to the relevant Board committees of the Company:

- (i) Mr. David Chan has been appointed as an additional member to each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee; and

(ii) Mr. Deng Xipeng has been appointed as an additional member to each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee.

#### **APPOINTMENT OF ADDITIONAL MEMBERS TO INDEPENDENT BOARD COMMITTEE**

The Board announces that Mr. David Chan and Mr. Deng Xipeng (each an independent non-executive Director) have been appointed as additional members of the Independent Board Committee.

#### **APPOINTMENT OF ALTERNATE DIRECTOR**

The Board also announces that with effect from 23 March 2017, Mr. Zheng Fuya has appointed Dr. Wang Ching, an independent non-executive Director, as his alternate Director, and Dr. Wang Ching has appointed Mr. Zheng Fuya, an independent non-executive Director, as his alternate Director.

#### **APPOINTMENT OF NEW DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Yingde Gases Group Company Limited (the “**Company**”) announces that each of Mr. David Chan (“**Mr. Chan**”) and Mr. Deng Xipeng (“**Mr. Deng**”) has been appointed as an additional independent non-executive Director with effect from 27 March 2017.

The biography of Mr. Chan is set out below:

Mr. David Chan, aged 51, is an independent business management consultant. Mr. Chan worked as the Head of Strategic Marketing at Linde Gas Greater China region from 2012 to May 2015, and as a Business Development Director at Linde Electronics Asia from 2010 to 2012. Mr. Chan worked in BOC Lien Hwa Industrial Gases Co., Ltd. (a joint venture company of the Linde Group) as the Head of Marketing from 2008 to 2010. He worked as a General Manager in BOC S&SE Asia from 2003 to 2007. Mr. Chan held various positions in BOC Process Plants from 1995 to 2002. Mr. Chan graduated from the University of Bradford with a Bachelor of Engineering degree in Chemical Engineering in 1989.

Mr. Chan has not entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Chan will retire and offer himself for re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Chan will be determined by the Board with reference to his duties and responsibilities in the Company, and the Company will provide updates in relation thereto in due course.

Save as disclosed above, as at the date of this announcement, Mr. Chan does not have any interests that are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Save as disclosed herein, Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or any other matter relating to his appointment as an independent non-executive Director that needs to be brought to the attention of the shareholders and there is no other information in relation to the appointment of Mr. Chan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The biography of Mr. Deng is set out below:

Mr. Deng Xipeng, aged 38, is an investment director and a member of the investment committee at Shengshi Jinquan (Tianjin) Equity Investment Fund Management Co., Ltd., where he advised on fund promotion, raising and issuance. From 2007 to 2010 Mr. Deng was a general manager assistant of the investment banking department of the Capital Securities Limited Liability Company. From 2005 to 2007, Mr. Deng was a manager at the Enterprise Risk Department of Ernst & Young Hua Ming Certified Public Accountants. From 2003 to 2005, Mr. Deng worked as a consultant at BiBo Management Consulting Co., Ltd.

Mr. Deng graduated from Capital University of Business and Economics in Beijing with a Bachelor’s degree of Economics in Foreign Accounting in 2000 and received a Master’s degree in Business Administration from Renmin University of China in 2007. Mr. Deng is a Certified Internal Auditor.

Mr. Deng has not entered into any service contract with the Company which is not terminable by the Company within one year without payment of compensation (other than statutory compensation). Mr. Deng will retire and offer himself for re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. The remuneration of Mr. Deng will be determined by the Board with reference to his duties and responsibilities in the Company, and the Company will provide updates in relation thereto in due course.

Save as disclosed above, as at the date of this announcement, Mr. Deng does not have any interests that are required to be disclosed under Part XV of the SFO. Save as disclosed herein, Mr. Deng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company or any other matter relating to his appointment as an independent non-executive Director that needs to be brought to the attention of the shareholders and there is no other information in relation to the appointment of Mr. Deng which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Chan and Mr. Deng on the Board.

#### **APPOINTMENT OF ADDITIONAL MEMBERS TO BOARD COMMITTEES**

The Board announces the appointment, with effect from 27 March 2017, of the following Directors as additional members to the relevant Board committees of the Company:

- (i) Mr. Chan, an independent non-executive Director, has been appointed as an additional member to each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee; and
- (ii) Mr. Deng, an independent non-executive Director, has been appointed as an additional member to each of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Compliance Committee.

#### **APPOINTMENT OF ADDITIONAL MEMBERS TO INDEPENDENT BOARD COMMITTEE**

Reference is made to the announcement of the Company dated 8 February 2017 in relation to the establishment of the Independent Board Committee (the “**IBC**”).

The Board announces that, with effect from 27 March 2017, Mr. David Chan and Mr. Deng Xipeng (each an independent non-executive Director) have been appointed as additional members of the Independent Board Committee which will consider any updates in relation to the offer (the “**PAG Offer**”) from PAGAC II-2 Limited (“**PAG**”) as announced by PAG on 2 March 2017 and any other potential takeover offers.

## **APPOINTMENT OF ALTERNATE DIRECTOR**

The Board also announces that with effect from 23 March 2017, Mr. Zheng Fuya has appointed Dr. Wang Ching, an independent non-executive Director, as his alternate Director, and Dr. Wang Ching has appointed Mr. Zheng Fuya, an independent non-executive Director, as his alternate Director.

## **GENERAL**

The List of Directors and their Roles and Functions, containing a list of directors and a table showing the composition of the Board committees, has been updated to reflect the above changes and will be separately published on the websites of The Stock Exchange of Hong Kong Limited and the Company.

By order of the Board  
**Yingde Gases Group Company Limited**  
盈德氣體集團有限公司  
**Zhongguo Sun**  
*Chairman*

Hong Kong, 28 March 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Zhongguo Sun and Mr. Trevor Raymond Strutt; and the independent non-executive directors of the Company are Mr. Zheng Fuya, Dr. Wang Ching, Mr. Jhi-Ho Mah, Mr. Rawen Zhi Hong Huang, Mr. David Chan and Mr. Deng Xipeng.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*