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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

APPOINTMENT OF DIRECTORS AND CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that, with effect from 13 December 2017:

- (1) Mr. Au-Yong Shong Samuel has been appointed as an executive Director of the Company; and
- (2) Dr. Wong Kong Tin, *JP* has been appointed as an independent non-executive Director, the chairman of the remuneration committee, and a member of each of the audit committee and the nomination committee of the Company.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of Mega Expo Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the following appointments with effect from 13 December 2017:

- (1) Mr. Au-Yong Shong Samuel (“**Mr. Au-Yong**”) as an executive Director of the Company; and
- (2) Dr. Wong Kong Tin, *JP* (“**Dr. Wong**”) as an independent non-executive Director, the chairman of the remuneration committee (the “**Remuneration Committee**”), and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

The biographical details of Mr. Au-Yong are set out below:

Mr. Au-Yong, aged 52, has over 14 years of experience in corporate finance, corporate governance, private equity, initial public offerings, fundraising activities and merger and acquisitions. He obtained his bachelor of science degree in Electrical Engineering with 1st Class Honours in the University of Southampton in 1988. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Au-Yong served as the chief executive officer of Future Bright Mining Holdings Limited (stock code: 02212) from June 2016 to September 2016.

Pursuant to the service agreement dated 13 December 2017 entered into between the Company and Mr. Au-Yong, Mr. Au-Yong will hold office for an initial term of three years commencing on 13 December 2017 which will continue thereafter. During the tenure, the appointment may be terminated by either party giving the other not less than three months' notice in writing. Mr. Au-Yong is entitled to receive a remuneration of HK\$40,000 per month. Mr. Au-Yong is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

The remuneration of Mr. Au-Yong was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The remuneration of Mr. Au-Yong will be subject to annual review by the Remuneration Committee or the Board.

Save as disclosed above, Mr. Au-Yong (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) (the "SFO"); (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) does not hold any other positions in the Group as at the date of this announcement.

There are no other matters or information relating to the appointment of Mr. Au-Yong that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The biographical details of Dr. Wong are set out below:

Dr. Wong, aged 51, has over 25 years of practical experience in the legal fields of cross-border investment in Greater China, financing, corporate acquisition, merger, listing, real estate project development, e-commerce, brand management, corporate governance, arbitration mediation, and media and public administration.

Dr. Wong holds an LLB and LLM from Peking University, postgraduate diploma in English and Hong Kong Law from The Manchester Metropolitan University in the United Kingdom, and LLD in constitutional and administrative law from Renmin University of China. He is also an associate of each of Chartered Institute of Arbitrators and Hong Kong Institute of Arbitrators, a Hong Kong registered financial planner, a fellow of the Hong Kong Institute of Directors, an accredited general mediator of the Hong Kong Mediation Accreditation Association Limited, a founding member of The Hong Kong Independent Non-Executive Director Association, and an associate of The Hong Kong Association of Financial Advisors Limited.

His current community services include: the vice chairman of the Hong Kong Liquor Licensing Board, the vice chairman of the Association of Hong Kong Professionals, a member of the Solicitors Disciplinary Tribunal Panel, a member of the Panel of Adjudicators of the Obscene Articles Tribunal, a member of the panel to the Appeal Board (Hotel and Guesthouse Accommodation), a member of the panel to the Appeal Board (Bedspace Apartments), a member of the panel to the Appeal Board (Clubs (Safety of Premises)), a member of each of the Finance Committee and Management Committee of Hong Kong News-Expo and an executive committee member of the Basic Law Institute Limited. He was also an observer of Independent Police Complaints Council from September 2007 to August 2015.

Dr. Wong currently serves as the vice chairman of the Greater China Legal Affairs Committee, the vice chairman of the Public Policy Committee, a member of the Standing Committee of External Affairs and a member of the Community Relations Committee of the Law Society of Hong Kong.

The current positions he holds in the Mainland include: a member of the tenth to twelfth Shanghai Committee of the Chinese People's Political Consultative Conference, a member of the Chinese Association of Hong Kong and Macau Studies, a member of the Hong Kong Basic Law and Macau Basic Law Research Association, a member of Expert Committee of the China (Guangdong) Free Trade Zone in Hengqing New Area.

He is also serving as an arbitrator of Arbitration Commission in Shenzhen, Shanghai, Guangzhou, Zhuhai, Huizhou, Liuzhou, Zhengzhou, Hohhot, Haikou, Chengde, Nanchang, Nanning, Taiyuan, Shenyang, Guiyang.

From June 2010 to July 2014, Dr. Wong served as an independent non-executive director of Great Wall Technology Company Limited (original stock code: 74) which was privatised and automatically delisted from The Stock Exchange of Hong Kong Limited in July 2014.

Pursuant to an appointment letter dated 13 December 2017 entered into between the Company and Dr. Wong, Dr. Wong will hold office for a term of one year. Dr. Wong is entitled to receive a remuneration of HK\$20,000 per month.

The remuneration of Dr. Wong was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The remuneration of Dr. Wong will be subject to annual review by the Remuneration Committee or the Board.

Save as disclosed above, Dr. Wong (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) has not held any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) does not hold any other positions in the Group as at the date of this announcement.

Dr. Wong has met the independent guidelines set out in Rule 3.13 of the Listing Rules. There is no other matter or information relating to the appointment of Dr. Wong that needs to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board wishes to extend its warm welcome to Mr. Au-Yong and Dr. Wong for joining the Board.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Following the appointment of Dr. Wong as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee:

- (1) the Audit Committee comprises three independent non-executive Directors, namely Mr. Tsang Wing Ki, Mr. Choi Hung Fai and Dr. Wong, of whom Mr. Tsang Wing Ki is the chairman;
- (2) the Nomination Committee comprises one executive Director, namely Mr. Deng Zhonglin, and two independent non-executive Directors, namely Mr. Choi Hung Fai and Dr. Wong, of whom Mr. Deng Zhonglin is the chairman; and
- (3) the Remuneration Committee comprises one executive Director, namely Mr. Deng Zhonglin, and two independent non-executive Directors, namely Mr. Tsang Wing Ki and Dr. Wong, of whom Dr. Wong is the chairman.

As disclosed in the announcement of the Company dated 7 December 2017, immediately after the annual general meeting of the Company held on 7 December 2017, the number of independent non-executive Directors fell below certain requirements of the Listing Rules.

Following the appointments of Mr. Au-Yong and Dr. Wong, the composition of the Board and the Board committees are as follows:

- (1) the Board comprises a total of six Directors, three of whom are independent non-executive Directors, representing over one-third of the total number of Directors, which is in compliance with Rules 3.10(1) and 3.10A of the Listing Rules;
- (2) the Audit Committee comprises three independent non-executive Directors, which is in compliance with Rule 3.21 of the Listing Rules;

- (3) the Remuneration Committee comprises three Directors, a majority of whom are independent non-executive Directors and is chaired by an independent non-executive Director, which is in compliance with Rule 3.25 of the Listing Rules; and
- (4) the Nomination Committee comprises three Directors, a majority of whom are independent non-executive Directors which is in compliance with code provision A.5.1 of the Corporate Governance Code in Appendix 14 to the Listing Rules.

By Order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 13 December 2017

As at the date of this announcement, the Board comprises Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Au-Yong Shong Samuel as executive Directors; Mr. Choi Hung Fai, Mr. Tsang Wing Ki and Dr. Wong Kong Tin, JP as independent non-executive Directors.