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**BLOCKCHAIN GP**  
區塊鏈集團有限公司

## **BLOCKCHAIN GROUP COMPANY LIMITED**

**區塊鏈集團有限公司**

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

**(Stock Code: 364)**

### **CHANGE OF DIRECTORS, APPOINTMENT OF JOINT CHAIRMAN AND CHANGE OF COMPOSITION OF BOARD COMMITTEES, AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

#### **RESIGNATION OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Blockchain Group Company Limited (the “**Company**”) announces that Mr. Choi Wing Toon (“**Mr. Choi**”) and Mr. Chen Wenfang (“**Mr. Chen**”) have tendered their resignations as the executive Directors due to other business commitments, Mr. Wang Qidong (“**Mr. Wang**”) has tendered his resignation as an independent non-executive Director and the chairman of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company due to other business commitments and Mr. Tham Wan Loong, Jerome (“**Mr. Tham**”) has tendered his resignation as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee due to other business commitments, all with effect from 15 November 2018.

Each of the resigning Directors has confirmed that he has no disagreements with the Board and there are no other matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to thank Mr. Choi, Mr. Chen, Mr. Wang and Mr. Tham for their valuable contributions to the Company during their tenure of office.

## APPOINTMENT OF DIRECTORS AND JOINT CHAIRMAN

The Board is pleased to announce that Mr. Liu Yong (“**Mr. Liu**”) has been appointed as an executive Director and the joint chairman of the Board (the “**Joint Chairman**”), Mr. Guan Shaofeng (“**Mr. Guan**”) and Mr. Sun Zhe (“**Mr. Sun**”) have been appointed as the executive Directors, Ms. Ling Qin (“**Ms. Ling**”) has been appointed as the non-executive Director, Mr. Huang Jianwei (“**Mr. Huang**”), Mr. Dai Rongchang (“**Mr. Dai**”) and Ms. Xu Liqin (“**Ms. Xu**”) have been appointed as the independent non-executive Directors, all with effect from 15 November 2018.

Biographical details of Mr. Liu, Mr. Guan, Mr. Sun, Ms. Ling, Mr. Huang, Mr. Dai and Ms. Xu are set out as follows:

### **Mr. Liu Yong**

Mr. Liu, aged 40, has worked in communications related companies such as Qualcomm and Samsung Electronics Co., Ltd. early in his career, and was among the first batch of entrepreneurs to grow with the Internet of Things (the “**IOT**”) industry in China. Mr. Liu is a practical and revolutionary strategy maker and executor. Mr. Liu is currently the managing director of China Blockchain Research Center (Shenzhen) (中國區塊鏈應用研究中心(深圳)), the vice president of China Smart City Investment Alliance Agreement\* (中國智慧城市投資聯盟協議) and the executive director of Hong Kong wei bo chian. Mr. Liu has 18 years of investment and working experience in the Internet and the IOT industries, and is excellent in deeply integrating the relevant technologies of blockchain, artificial intelligence, the IOT and the Internet with traditional industries to realize strategy formulation and ensure technology realization as well as management implementation.

Save as disclosed above, Mr. Liu has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company’s group. Mr. Liu has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Liu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Liu has entered into an a service contract with the Company for a term of one year commencing from 15 November 2018, which shall be terminated by either party giving not less than one month’s notice in writing to the other party. Mr. Liu is entitled to a monthly remuneration of HK\$10,000, which has been determined by the Board upon negotiation between Mr. Liu and the Company at arm’s length on the basis of his previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company’s business as well as the prevailing market conditions. Mr. Liu will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Liu as an executive Director.

### **Mr. Guan Shaofeng**

Mr. Guan, aged 36, holds a master's degree in financial management from Shanghai Jiaotong University. He has experience and ability in assessment, investment value assessment, risk assessment, investment timing option, etc. With the accumulation of years of experience in equity investment work, he has had access to and researched various strategic emerging industry projects of domestic and overseas enterprises, amassing sound experience in equity project judgment and risk control ability. Mr. Guan has led the team to establish Beijing Cultural Industry Investment Alliance\* (北京文化產業投資聯盟), and the alliance members include more than 50 domestic and overseas investment institutions. Mr. Guan is currently a partner of Shanghai Hongfeng Investment Management Co., Ltd.\* (上海洪峰投資管理有限公司).

Save as disclosed above, Mr. Guan has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Mr. Guan has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Guan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Guan has entered into a service contract with the Company for a term of one year commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Mr. Guan is entitled to an annual remuneration of HK\$10,000, which is determined by the Board upon negotiation between Mr. Guan and the Company at arm's length on the basis of his previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Mr. Guan will be subjected to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

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## Mr. Sun Zhe

Mr. Sun, aged 47, has served as the chief financial officer of Hongyi Capital Group\* (宏易資本集團), a local private equity firm, and has gained rich experience in investment management, capital operation and industrial operation. Mr. Sun has led and participated in the investment, mergers and acquisitions as well as post-investment management of a dozen companies. The industry involves new energy vehicles and related industries, ships and high-end manufacturing sector and the Internet. The projects he has led and participated in include GreenWheel (electric automobile), Rainchst Automobile (瑞馳汽車) (electric automobile), Continental Automobile (歐陸汽車) (electric automobile), Lansus (國民飛驒) (radio frequency chipsets), Transwarp (big data), Immune Vix (亦諾微) (biomedicine), Sinocera (國瓷材料), Rainbow Fine Chemical (彩虹精化), Loncin Motor (隆鑫通用), 35. Com (三五互聯), ShiFang Holding (十方控股), SZITIC Commercial Property (深國投商置), Wanda Plaza, China Media (中傳視訊), Mega Energy (兆能源), Farad and many other projects. Mr. Sun is currently the founding partner of Hangzhou Zhongshen Investment Management Co., Ltd.\* (杭州中深投資管理有限公司).

Save as disclosed above, Mr. Sun has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Mr. Sun has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Sun does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Sun has entered into a service contract with the Company for a term of one year commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Mr. Sun is entitled to a monthly remuneration of HK\$10,000, which has been determined by the Board upon negotiation between Mr. Sun and the Company at arm's length on the basis of his previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Mr. Sun will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Sun as an executive Director.

## **Ms. Ling Qin**

Ms. Ling, aged 45, holds a master of business administration from New York Institute of Technology, a master's degree in corporate governance from the Open University of Hong Kong, and a bachelor's degree in law from Peking University. Ms. Ling Qin is a member of the Hong Kong Institute of Chartered Secretaries. She has served as the company secretary of the board of A-share listed companies for exceeding 10 years. She has practical experience in initial public offering, refinancing, mergers and acquisitions, equity incentives and investor relations management, etc. She served as the deputy director in the Board Secretary Special Committee of the Listed Companies Association of Guangdong\* (廣東上市公司協會董事會秘書專委會).

Save as disclosed above, Ms. Ling has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Ms. Ling has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Ms. Ling does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Ling has entered into an appointment letter with the Company for a term of two years commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Ms. Ling is entitled to an annual remuneration of HK\$10,000, which is determined by the Board upon negotiation between Ms. Ling and the Company at arm's length on the basis of her previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Ms. Ling will be subjected to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Ms. Ling as a non-executive Director.

## **Mr. Huang Jianwei**

Mr. Huang, aged 73, holds the degree in casting technology and equipment from Taiyuan Heavy Machinery Institute\* (太原重型機械學院). He is an economist, a senior economist and a counselor of the People's Bank of China (Office of the Counselors). Mr. Huang has served as the director of the International Settlement Division of the Bank of China Henan Branch, assistant to the president of the Bank of China (RUSSIA), general manager of the Merchant Banking Department of the China Merchants Bank Head Office (招商銀行總行商人銀行部), general manager of the Offshore Business Department of China Merchants Bank Head Office, and member of the Expert Committee and the Loan Review Committee of China Merchants Bank Head Office. Mr. Huang has also acted as the general manager of Hong Kong Jiangnan Finance Co., Ltd.\* (香港江南財務公司), chairman of Shenzhen Jiangnan Investment Co., Ltd.\* (深圳市江南投資公司), director of Great Wall Securities Co., Ltd (長城證券公司) and chairman of Shenzhen 21 Economic and Technological Investment Corporation\* (深圳二十一經濟科技投資公司). Mr. Huang was an independent non-executive Director of Mayer Holdings Limited (stock code: 1116) from 12 March 2015 to 19 April 2016.

Save as disclosed above, Mr. Huang has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Mr. Huang has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Huang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Huang has entered into an appointment letter with the Company for a term of two years commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Mr. Huang is entitled to a monthly remuneration of HK\$10,000, which has been determined by the Board upon negotiation between Mr. Huang and the Company at arm's length on the basis of his previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Mr. Huang will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Huang as an independent non-executive Director.

## **Mr. Dai Rongchang**

Mr. Dai, aged 48, holds a master of business administration from the University of Warwick and a bachelor's degree in electrical engineering from the University of Central Lancashire. He has 15 years of experience in investment and financing, industrial integration and corporate management. Mr. Dai has worked for Huawei Technologies, Coolpad Group (酷派集團) and Triwise Capital (勤智資本). He has rich industrial resources in the fields of electronic communication, semiconductor, mobile internet and blockchain and has years of experience in industrial investment and semiconductor entrepreneurship in Silicon Valley. He has participated in the early and subsequent initial coin offering of blockchain companies such as Vechain and BitSE, and has worked closely with the chip manufacturer of Bitmain (比特大陸). He owns in-depth understanding and rich operational experience in blockchain technology, chip design and industrial application integration. Mr. Dai is currently a director of Lansus Technologies Inc. (深圳飛驤科技有限公司).

Save as disclosed above, Mr. Dai has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Mr. Dai has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Dai does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Dai has entered into an appointment letter with the Company for a term of two years commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Mr. Dai is entitled to an annual remuneration of HK\$10,000, which is determined by the Board upon negotiation between Mr. Dai and the Company at arm's length on the basis of his previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Mr. Dai will be subjected to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Mr. Dai as an independent non-executive Director.

## **Ms. Xu Liqin**

Ms. Xu, aged 48, has worked in the accounting industry for 23 years. She graduated from the Accounting Department of Xiamen University. Ms. Xu is a certified mergers and acquisitions dealmaker of China Mergers & Acquisitions Association. She is also a managing director of the China Mergers & Acquisitions Association (Hong Kong). She has been an independent non-executive director of Baytacare Pharmaceutical Co., Ltd. (stock code: 08197) since 19 June 2015.

Save as disclosed above, Ms. Xu has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Company's group. Ms. Xu has no interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Ms. Xu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Ms. Xu has entered into an appointment letter with the Company for a term of two years commencing from 15 November 2018, which shall be terminated by either party giving not less than one month's notice in writing to the other party. Ms. Xu is entitled to a monthly remuneration of HK\$10,000, which has been determined by the Board upon negotiation between Ms. Xu and the Company at arm's length on the basis of her previous experience, professional qualification, responsibility to be involved in the Company and the amount of time devoted to the Company's business as well as the prevailing market conditions. Ms. Xu will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, there is no information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters that need to be brought to the attention of the shareholders of the Company in respect of the appointment of Ms. Xu as an independent non-executive Director.



## CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the resignation of Mr. Wang and Mr. Tham, Dr. Li Mow Ming Sonny (“**Dr. Li**”), an existing independent non-executive Director has been appointed as the chairman of the Audit Committee and the Remuneration Committee, Mr. Huang has been appointed as the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee and Mr. Dai has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, all with effect from 15 November 2018.

## CHANCE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

Upon the resignation of Mr. Choi as the Director, he ceased to act as an authorised representative of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Authorised Representative**”) and the authorised representative for accepting service of process or notice in Hong Kong under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Process Agent**”) of the Company. The Company has appointed Mr. Cai Zhenrong, an existing executive Director and the Joint Chairman, as the Authorised Representative and remains as the existing Process Agent, with effect from 15 November 2018.

The Board would like to take this opportunity to express its warmest welcome to Mr. Liu, Mr. Guan, Mr. Sun, Ms. Ling, Mr. Huang, Mr. Dai and Ms. Xu in joining the Board and Dr. Li for his new role in the Board.

By order of the Board  
**Blockchain Group Company Limited**  
**Cai Yangbo**  
*Executive Director*

Hong Kong, 15 November 2018

*As at the date of this announcement, the executive Directors are Mr. Cai Zhenrong, Mr. Liu Yong, Mr. Cai Zhenyao, Mr. Cai Zhenying, Mr. Cai Yangbo, Mr. Guan Shaofeng and Mr. Sun Zhe. The non-executive Director is Ms. Ling Qin. The independent non-executive Directors are Dr. Li Mow Ming Sonny, Mr. Huang Jianwei, Mr. Dai Rongchang and Ms. Xu Liqin.*

\* *For identification purposes only*