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天喔國際控股有限公司
Tenwow International Holdings Limited

(in Provisional Liquidation)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01219)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
(2) UPDATE ON THE COMPOSITION OF REMUNERATION COMMITTEE,
NOMINATION COMMITTEE AND AUDIT COMMITTEE;
AND
(3) IN COMPLIANCE WITH RULES 3.10, 3.10A, 3.21, 3.25 OF THE LISTING
RULES AND THE CODE PROVISION A.5.1 OF THE CORPORATE GOVERNANCE
CODE**

The board of directors (the “**Board**”) of Tenwow International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Lam Tin Faat (“**Mr. Lam**”), Mr. Hu Hongwei (“**Mr. Hu**”) and Mr. Lau Fai Lawrence (“**Mr. Lau**”) have been appointed as independent non-executive directors of the Company with effect from 26 November 2018. The biographical information of Mr. Lam, Mr. Hu and Mr. Lau is set out as below:

Mr. Lam Tin Faat (林天發)

Mr. Lam, aged 42, is a certified public accountant in Hong Kong. He was graduated from The Chinese University of Hong Kong with a bachelor’s degree in business administration. He has over 10 years of experience in financial audit, accounting and financial management. Mr. Lam is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants in the United Kingdom, as well as the Institute of Chartered Accountants in England and Wales. Mr. Lam is the founder and sole proprietor of TF Lam & Company, an accounting firm established in Hong Kong in 2005. He currently serves as an independent non-executive director and the chairman of the audit, remuneration and nomination committees of a Hong Kong listed company China Yu Tak International Holdings Limited (stock code: 8048) and an independent non-executive director and the chairman of the audit committee of a Hong Kong listed company Centron Telecom International Holding Limited (in provisional liquidation)(stock code: 1155) respectively. Mr. Lam had previously worked for China Kingstone Mining Holdings Limited (stock code: 1380) as an independent non-executive director and the chairman of the audit committee from February 2013 to July 2015; Golden Shield Holdings (Industrial) Limited (stock code: 2123) as an independent non-executive director and the chairman of the remuneration committee from November 2014 to May 2015; Far East Global Group Limited

(stock code: 830) as the company secretary from February 2011 to August 2012 and Jinchuan Group International Resources Co. Ltd (stock code: 2362) as the company secretary from June 2009 to July 2010.

Centron Telecom International Holding Limited was incorporated in the Cayman Islands and its principal business activities are investment holding. Its provisional liquidation procedures in Cayman have commenced since 12 June 2018 as the company is unable to pay its debts and it intends to present a compromise or arrangement to its creditors. Mr. Lam joined the company on 20 April 2018 and confirms that there is no wrongful act on his part leading to the above provisional liquidation and is not aware of any actual or potential claim that has been or will be made against him as a result of the provisional liquidation, and that his involvement in the above company was part and parcel of his services and that no misconduct or misfeasance had been involved in the provisional liquidation of this company.

Golden Shield Holdings (Industrial) Limited was incorporated in Bermuda and its principal business activities are investment holding. Its compulsory winding-up procedures in Hong Kong have commenced since 11 May 2015 and the reason for liquidation is that the company is unable to pay its debts. Mr. Lam confirmed that there is no wrongful act on his part leading to the above liquidation and is not aware of any actual or potential claim that has been or will be made against him as a result of the liquidation, and that his involvement in the above company was part and parcel of his services and that no misconduct or misfeasance had been involved in the liquidation of this company.

Mr. Lam has entered into an appointment letter with the Company for an initial term of three years commencing from 26 November 2018. In accordance with the Company's articles of association, Mr. Lam will hold office until the next general meeting of the Company after his appointment on the date of this announcement and is subject to retirement by rotation and re-election at such general meeting. Mr. Lam is entitled to an annual director's fee of HK\$300,000 or its equivalent in RMB, which was determined by the Board with reference to his experience and responsibilities in the Company as an independent non-executive director.

Mr. Hu Hongwei (胡紅衛)

Mr. Hu, aged 39, is an attorney-at-law admitted to practice in China. He was graduated from Fudan University with a Bachelor of Laws (LLB) degree and Master of Laws (LLM) degree. He is currently a partner of the Shanghai office of Beijing Dentons. He has extensive experience in legal aspects of cross-border investment, restructuring and mergers and acquisitions practice. Mr. Hu had served as an independent non-executive director, a non-executive director and an executive director of a Hong Kong listed company Titan Petrochemicals Group Limited (stock code: 1192) respectively from November 2015 to February 2018.

Mr. Hu has entered into an appointment letter with the Company for an initial term of three years commencing from 26 November 2018. In accordance with the Company's articles of association, Mr. Hu will hold office until the next general meeting of the Company after his appointment on the date of this announcement and is subject to retirement by rotation and re-election at such general meeting. Mr. Hu is entitled to an annual director's fee of

HK\$300,000 or its equivalent in RMB, which was determined by the Board with reference to his experiences and responsibilities in the Company as an independent non-executive director.

Mr. Lau Fai Lawrence (劉斐)

Mr. Lau, aged 47, is currently a certified public accountant in Hong Kong, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. Mr. Lau was graduated from The University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007. Mr. Lau has been the company secretary and authorized representative of BBMG Corporation (北京金隅集團股份有限公司) (formerly known as 金隅股份有限公司) (stock code: 2009) since August 2008, an executive director of Future World Financial Holdings Limited (stock code: 572) since January 2014 and a non-executive director of Alltronics Holdings Limited (stock code: 833) since March 2017. Besides, Mr. Lau has been an independent non-executive director and the chairman of the audit committee of Primeview Holdings Limited (formerly known as Artini China Co. Ltd.) (stock code: 789) since April 2008, Titan Petrochemicals Group Limited (stock code: 1192) since March 2014 and HKBridge Financial Holdings Limited (formerly known as Topsearch International (Holdings) Limited) (stock code: 2323) since March 2016, respectively. In addition to the above positions, Mr. Lau also serves as the chairman of the nomination committee of Primeview Holdings Limited and the chairman of the remuneration committee of Titan Petrochemicals Group Limited respectively. Currently Mr. Lau is still holding the above positions. Mr. Lau was a group financial controller of Founder Holdings Limited (stock code: 418) and Peking University Resources (Holdings) Company Limited (stock code: 618). All of the above-mentioned companies are Hong Kong listed companies.

Mr. Lau has entered into an appointment letter with the Company for an initial term of three years commencing from 26 November 2018. In accordance with the Company's articles of association, Mr. Lau will hold office until the next general meeting of the Company after his appointment on the date of this announcement and is subject to retirement by rotation and re-election at such general meeting. Mr. Lau is entitled to an annual director's fee of HK\$300,000 or its equivalent in RMB, which was determined by the Board with reference to his experiences and responsibilities in the Company as an independent non-executive director.

Save as disclosed above, Mr. Lam, Mr. Hu and Mr. Lau (i) do not have any interests in the shares of the Company (“**Shares**”) or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (ii) have not held any other positions in the Company or other members of the Group; (iii) has not been a director of any public company (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years; (iv) do not have any other major appointments or professional qualifications; (v) do not have any other relationships with any other Directors, senior management or substantial shareholders of the Company; (vi) have no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules; and (vii) have no other matters that need to be brought to the attention of the Shareholders.

The Board would like to extend its warm welcome for Mr. Lam, Mr. Hu and Mr. Lau to join the Board.

UPDATE ON THE COMPOSITION OF REMUNERATION COMMITTEE, NOMINATION COMMITTEE AND AUDIT COMMITTEE

The Board is pleased to announce the Mr. Lam, Mr. Hu and Mr. Lau have been appointed as a member of the remuneration committee, the nomination committee and the audit committee. Mr. Hu is appointed as the chairman of the remuneration committee while Mr. Lam is appointed as the chairman of the audit committee.

IN COMPLIANCE WITH RULE 3.10, 3.10A, 3.21, 3.25 OF THE LISTING RULES AND THE CODE PROVISION A.5.1 OF THE CORPORATE GOVERNANCE CODE

Following the appointments of Mr. Lam, Mr. Hu and Mr. Lau becoming effective on 26 November 2018, the Company will comply with Rules 3.10 and 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Since Mr. Lam, Mr. Hu and Mr. Lau have all been appointed as members of the audit committee while Mr. Lam, being an independent non-executive Director, is appointed as the chairman of the audit committee, and both Mr. Lam and Mr. Lau have related expertise in financial management or accounting, the Company will comply with Rule 3.21 of the Listing Rules.

Besides, since Mr. Lam, Mr. Hu and Mr. Lau have all been appointed as members of the remuneration committee while Mr. Hu, being an independent non-executive Director, is appointed as the chairman of the remuneration committee, and the majority of the remuneration committee is independent non-executive Directors, the Company will comply with Rule 3.25 of the Listing Rules.

Since Mr. Lam, Mr. Hu and Mr. Lau have all been appointed as members of the nomination committee and the majority of the nomination committee is independent non-executive Directors, the Company will comply with code provision A.5.1 of the Corporate Governance Code as set out in the Appendix 14 to the Listing Rules.

The latest list of Directors and their roles and functions (including the composition of the Board committees) will be available on the websites of the Stock Exchange and the Company respectively as at the date of this announcement.

CONTINUED SUSPENSION OF TRADING

Reference is made to the Announcement in relation to all dealings in the shares of the Company have been suspended with effect from 9:00 a.m. on 13 August 2018. Trading in the shares of the Company will remain suspended until further notice.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Tenwow International Holdings Limited
(in Provisional Liquidation)
Lin Qi
Chairman

Hong Kong, 26 November 2018

As at the date of this announcement, the executive directors of the Company are Mr. Lin Qi, Mr. Yan Zhixiong and Mr. Yeung Yue Ming; the non-executive director of the Company is Mr. Liu Zhao; and the independent non-executive directors of the Company are Mr. Lam Tin Faat, Mr. Hu Hongwei and Mr. Lau Fai Lawrence.