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**Win Win Way Construction Holdings Ltd.**

**恆誠建築控股有限公司**

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

**(Stock Code: 994)**

- (1) RESIGNATION OF EXECUTIVE DIRECTORS;  
(2) APPOINTMENT OF EXECUTIVE AND  
NON-EXECUTIVE DIRECTORS;  
(3) CHANGE OF CHAIRMAN OF THE BOARD;  
(4) CHANGE OF AUTHORISED REPRESENTATIVE; AND  
(5) CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE  
AND REMUNERATION COMMITTEE**

The Board announces that with effect from 26 April 2019:

1. Mr. Lee Sai Man, Mr. Wong Siu Kwai and Mr. Kwong Po Lam have resigned as executive Directors;
2. Mr. Lee Kai Lun has resigned as the chairman of the Board, the chairman of the nomination committee and a member of the remuneration committee;
3. Mr. Wu Rui has been appointed as an executive Director, the vice chairman of the Board and a member of the remuneration committee;
4. Dr. Ho Chun Kit Gregory has been appointed as an executive Director, the chief executive officer and a member of the nomination committee;
5. Ms. Du Yi has been appointed as a non-executive Director, the chairlady of the Board and the chairlady of the nomination committee;
6. Ms. Yip Man Shan has been appointed as a non-executive Director; and
7. Dr. Kan Hou Sek, Jim has resigned as authorised representative of the Company and Dr. Ho Chun Kit Gregory has been appointed as an authorised representative of the Company.

Reference is made to the composite offer and response document dated 3 April 2019 (the “**Composite Offer Document**”) jointly issued by CT Vision Investment Limited (the “**Offeror**”) and the Company in relation to, among other things, the Offer and the proposed changes to the composition of the Board. Capitalised terms used herein shall have the same meaning as those defined in the Composite Offer Document unless the context otherwise requires.

## **(1) RESIGNATION OF EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) announces that with effect from 26 April 2019, Mr. Lee Sai Man, Mr. Wong Siu Kwai and Mr. Kwong Po Lam (collectively, the “**Resigning Directors**”) have resigned as executive Directors.

The resignation of the Resigning Directors was due to the change in control of the Company. Each of the Resigning Directors has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders. The Board would like to extend its sincere gratitude and appreciation to the Resigning Directors for their valuable contribution towards the Company during their tenure of office.

## **(2) APPOINTMENT OF EXECUTIVE AND NON-EXECUTIVE DIRECTORS**

The Board announces that with effect from 26 April 2019, (i) Mr. Wu Rui has been appointed as an executive Director and the vice chairman of the Board; (ii) Dr. Ho Chun Kit Gregory has been appointed as an executive Director and the chief executive officer; (iii) Ms. Du Yi has been appointed as a non-executive Director and the chairlady of the Board; and (iv) Ms. Yip Man Shan has been appointed as a non-executive Director.

### **Mr. Wu Rui**

Mr. Wu Rui (“**Mr. Wu**”), aged 44, has been appointed as an executive Director and the vice chairman of the Board on 26 April 2019.

Mr. Wu has extensive experience in international trading business and transnational investment. He graduated from Shanghai Customs College in July 1995 and subsequently joined the Ford Motor Company, a vehicle manufacturer based in the United States of America, as a customs specialist since September 1995, where he was responsible for analysing the import and export data, managing the supply chain of the company and conducting research on General Agreement on Tariff and Trade. From December 1998 to January 2002, Mr. Wu worked for GE Healthcare Corp. (formerly known as Amersham Pharmaceutical PLC), a company with principal business of research and development of medical technology and life science as the director of the global supply chain development (Far East) and was responsible for managing the supply chain of the company and the project “Sourcing from China”. From March 2002 to June 2015, he served as the general manager of Beijing Grand Integrity Merchants Company\* (北京誠浩盛商貿有限公司) (a company principally engaged in trading of construction materials), where he was responsible for looking for global business opportunities in relation to new material of architecture. Since December 2015, Mr. Wu served as the managing director of Xinjiang Kaige Energy Company, a company which

is principally engaged in clean energy business, where he was responsible for searching for global green technology business opportunities and handling new-energy-related projects of the company.

As at the date of this announcement, Mr. Wu is the beneficial owner of 7.8% of the entire issued share capital of the Offeror, which in turn holds 312,160,000 shares, representing approximately 51.01% of the entire issued share capital of the Company.

Mr. Wu has entered into a service contract with the Company for a term of three years from 26 April 2019 to 25 April 2022 (both dates inclusive). His annual director's emolument will be determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Wu is subject to re-election.

### **Dr. Ho Chun Kit Gregory**

Dr. Ho Chun Kit Gregory (“**Dr. Ho**”), aged 41, has been appointed as an executive Director and the chief executive officer on 26 April 2019.

Dr. Ho obtained his bachelor degree of Business Accounting from the Monash University of Australia in 2002 and completed his dissertation of “One Belt, One Road Post-Doctoral Research Programme” at the University of Oxford in May 2018. Dr. Ho has extensive experience in finance and investment, especially in the renewable energy and technology, media and telecom (TMT) industry. He has previously participated in the investment in smart energy cities in the PRC, which involved green building construction projects and application of renewable energy in the construction sector. Dr. Ho is currently the chairman of Asia Pacific Smarter Energy Alliance (亞太智慧能源產業聯盟). Dr. Ho was an executive director of China Oil Gangran Energy Group Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8132) from May 2013 to February 2019. He was also an independent non-executive director of Asia Resources Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 899) from February 2015 to October 2016, and an independent non-executive director of Sunrise (China) Technology Group Limited (now known as Koala Financial Group Limited), a company listed on GEM of the Stock Exchange (stock code: 8226) from April 2014 to August 2016.

As at the date of this announcement, Dr. Ho is the beneficial owner of 22.4% of the entire issued share capital of the Offeror, which in turn holds 312,160,000 shares, representing approximately 51.01% of the entire issued share capital of the Company.

Dr. Ho has entered into a service contract with the Company for a term of three years from 26 April 2019 to 25 April 2022 (both dates inclusive). His annual director's emolument will be determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Dr. Ho is subject to re-election.

### **Ms. Du Yi**

Ms. Du Yi (“**Ms. Du**”), aged 76, has been appointed as a non-executive Director and the chairlady of the Board on 26 April 2019.

Ms. Du is a daughter of Mr. Du Zhongyuan, one of the renowned revolutionary martyrs of China during the second Sino-Japanese War. From March 1998 to March 2013, Ms. Du served as a member of the Chinese People’s Political Consultative Conference and has currently been an honourable retired member. Since September 1995, she has been acting as a director of Doo’s Trading Limited (杜氏貿易有限公司), a company with principal business of foreign investment introduction to infrastructure development in the PRC and export agency for coal.

Ms. Du has entered into a service contract with the Company for a term of three years from 26 April 2019 to 25 April 2022 (both dates inclusive). Her annual director’s emolument will be determined by the Board with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Ms. Du is subject to re-election.

### **Ms. Yip Man Shan**

Ms. Yip Man Shan (“**Ms. Yip**”), aged 66, has been appointed as a non-executive Director on 26 April 2019.

Ms. Yip is a daughter of Mr. Ye Jianying (the PRC’s Communist general, Marshal of the People’s Liberation Army and chairman of the Standing Committee of the National People’s Congress from 1978 to 1983). She is currently the legal representative of CITIC Land (Guangzhou) Co. Limited\* (中信置業(廣州)有限公司), whose principal business is property investment and management.

Ms. Yip has entered into a service contract with the Company for a term of three years from 26 April 2019 to 25 April 2022 (both dates inclusive). Her annual director’s emolument will be determined by the Board with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Ms. Yip is subject to re-election.

Save as disclosed above, none of the above newly appointed Directors (the “**New Directors**”) has any interest or short position (both within the meaning of Part XV of the SFO) in the shares, underlying shares or debentures of the Company or any of its associated corporation (as defined under Part XV of the SFO) as at the date of this announcement.

Save as disclosed above, as of the date of this announcement, each of the New Directors (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) has not held any directorships in listed public companies in the last three years.

Each of the New Directors confirmed that there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that need to be brought to the attention of the shareholders of the Company in relation to his/her appointment.

**(3) CHANGE OF CHAIRMAN OF THE BOARD**

The Board announces that with effect from 26 April 2019, Mr. Lee Kai Lun (“**Mr. Lee**”) has resigned as the chairman of the Board and Ms. Du has been appointed as the chairlady of the Board.

**(4) CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces that with effect from 26 April 2019, Dr. Kan Hou Sek, Jim has resigned as the authorised representative of the Company under Rule 3.05 of the Listing Rules, and Dr. Ho has been appointed as the authorised representative of the Company.

**(5) CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board announces that with effect from 26 April 2019, the compositions of the nomination committee and remuneration committee of the Board are changed as follows:

**Nomination committee**

Mr. Lee ceased to be the chairman and Dr. Kan Hou Sek, Jim ceased to be a member of the nomination committee. Ms. Du has been appointed as the chairlady and Dr. Ho has been appointed as a member of the nomination committee. With effect from 26 April 2019, the nomination committee comprises Ms. Du (as chairlady), Dr. Ho, Mr. Fan Siu Kay, Mr. Leung William Wai Kai and Mr. Lo Chi Leung.

**Remuneration committee**

Mr. Lee ceased to be a member of the remuneration committee and Mr. Wu has been appointed as a member of the remuneration committee. With effect from 26 April 2019, the remuneration committee comprises Mr. Fan Siu Kay (as chairman), Mr. Wu and Mr. Leung William Wai Kai.

By order of the Board  
**Win Win Way Construction Holdings Ltd.**  
**Ho Chun Kit Gregory**  
*Chief executive officer and executive Director*

Hong Kong, 26 April 2019

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Wu Rui, Dr. Ho Chun Kit Gregory, Mr. Lee Kai Lun, Dr. Kan Hou Sek, Jim and Mr. Guo Jianfeng, two non-executive Directors, namely Ms. Du Yi and Ms. Yip Man Shan and three independent non-executive Directors, namely Mr. Fan Siu Kay, Mr. Leung William Wai Kai and Mr. Lo Chi Leung.*

*\* For identification purpose only*