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## CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

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

(Stock Code : 8312)

### CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of China Hanya Group Holdings Limited (the “**Company**”) announces that with effect from 7 November 2016:

1. Mr. Lau Tak Wai Davie (“**Mr. Lau**”) resigned as an independent non-executive Director as he would like to spend more time pursuing his own business and ceased to be a member of each of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company;
2. Ms. Lau Yat Ying Karen (“**Ms. Lau**”) resigned as an independent non-executive Director as she would like to spend more time pursuing her own business and ceased to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee;
3. Ms. Chan Hau Man (“**Ms. Chan**”) resigned as an independent non-executive Director as she would like to spend more time pursuing her own business and ceased to be the chairman of each of the Audit Committee and Remuneration Committee and a member of the Nomination Committee;
4. Ms. Yang Haibi (“**Ms. Yang**”) has been appointed as an independent non-executive Director and the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee;
5. Ms. Sun Yuan has been appointed as an independent non-executive Director and the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee;
6. Mr. Zhang Tianbao (“**Mr. Zhang**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee; and

7. Ms. Sun Huiyan has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

Each of Mr. Lau, Ms. Lau and Ms. Chan confirmed that he/she has no disagreement with the Board and there is no matter in respect of his/her 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 biographical details of Ms. Yang, Ms. Sun Yuan, Mr. Zhang and Ms. Sun Huiyan are set out below:

**Ms. Yang**, aged 39, holds a master’s degree from China University of Political Science and Law. She has over 13 years of experience in mergers and acquisitions and investment and trading in China.

Ms. Yang possesses extensive experience and knowledge in compliance and legal services of investment, financing and securities. She is currently the person-in-charge of the risk management centre of Fu Hua Holdings Co., Limited.

Save as disclosed above, Ms. Yang does not hold any position with the Company or other members of the Group and has not held any directorship in any other listed companies during the past three years, nor does she have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”)) of the Company. She does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

Ms. Yang has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first annual general meeting (“**AGM**”) of the Company after her appointment and subsequently subject to retirement from office and re-election at the AGM of the Company and vacation of office in accordance with the provisions of the Company’s Articles of Association (the “**Articles of Association**”) and the Code on Corporate Governance Practices contained in Appendix 15 to the GEM Listing Rules (the “**Code**”). As specified in the appointment letter of Ms. Yang, she is entitled to a director’s fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. Ms. Yang’s director fee will be subject to the approval of the Company’s shareholders at the next AGM.

**Ms. Sun Yuan**, aged 42, holds a bachelor’s degree of Economics and Accounting from Beijing Technology and Business University (formerly known as 北京輕工業學院 (Beijing Institute of Light Industry\*)). She is a fellow member of the Association of Chartered Certified Accountants and obtained certified public accountant qualification in PRC. Ms. Sun Yuan has over 19 years of experience in accounting. She currently works as the chief financial officer of 北京復華大望診所有限公司 (Beijing Fu Hua Dawang Clinic Limited\*).

Save as disclosed above, Ms. Sun Yuan does not hold any position with the Company or other members of the Group and has not held any directorship in any other listed companies during the past three years, nor does she have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. She does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Sun Yuan has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first AGM of the Company after her appointment and subsequently subject to retirement from office and re-election at the AGM of the Company and vacation of office in accordance with the provisions of the Company's Articles of Association and the Code. As specified in the appointment letter of Ms. Sun Yuan, she is entitled to a director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. Ms. Sun Yuan's director fee will be subject to the approval of the Company's shareholders at the next AGM.

**Mr. Zhang**, aged 38, holds a bachelor's degree in Law from Yanshan University. He has over 12 years of experience and knowledge in compliance and legal services of investment, financing, merger and acquisition, property development and construction. He works as a legal counsel and vice director in Beijing Zhongjin Law Firm (北京中今律師事務所).

Save as disclosed above, Mr. Zhang does not hold any position with the Company or other members of the Group and has not held any directorship in any other listed companies during the past three years, nor does he has any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has entered into an appointment letter with the Company in respect of his appointment as an independent non-executive director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first AGM of the Company after her appointment and subsequently subject to retirement from office and re-election at the AGM of the Company and vacation of office in accordance with the provisions of the Company's Articles of Association and the Code. As specified in the appointment letter of Mr. Zhang, he is entitled to a director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. Mr. Zhang's director fee will be subject to the approval of the Company's shareholders at the next AGM.

**Ms. Sun Huiyan**, aged 39, obtained an accounting profession\* (會計專科) from Shandong Economic University (山東經濟學院). She has over 15 years of experience in financial management and auditing. She currently serves as the financial controller of 北京全融信息服務有限公司 (Beijing Quanrong Information Services Co., Ltd.\*).

Save as disclosed above, Ms. Sun Huiyan does not hold any position with the Company or other members of the Group and has not held any directorship in any other listed companies during the past three years, nor does she have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the GEM Listing Rules) of the Company. She does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Sun Huiyan has entered into an appointment letter with the Company in respect of her appointment as an independent non-executive director for a 1-year term commencing from the date of her appointment, subject to retirement from office and re-election at the first AGM of the Company after her appointment and subsequently subject to retirement from office and re-election at the AGM of the Company and vacation of office in accordance with the provisions of the Company's Articles of Association and the Code. As specified in the appointment letter of Ms. Sun Huiyan, she is entitled to a director's fee of HK\$120,000 per annum, which is determined by the Board with reference to the remuneration policy of the Company and the prevailing market conditions. Ms. Sun Huiyan's director fee will be subject to the approval of the Company's shareholders at the next AGM.

The Board would like to extend its appreciation to Mr. Lau, Ms. Lau and Ms. Chan for their valuable contributions during their tenure of office in the Company, and would also like to express its welcome to Ms. Yang, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan for joining the Board.

By order of the Board  
**China Hanya Group Holdings Limited**  
**Liu Sit Lun**  
Chairman

Hong Kong, 7 November 2016

\* *For identification purposes only*

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Liu Sit Lun (Chairman and Chief Executive Officer), Mr. Law Kin Wah Kenneth and Ms. Sun Wing Man Doris, and four independent non-executive Directors, namely Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from its date of its posting and on the Company's website at [www.brillianceww.com](http://www.brillianceww.com).*