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

(1) APPOINTMENT OF EXECUTIVE DIRECTOR;

**(2) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF THE REMUNERATION COMMITTEE,
MEMBER OF THE AUDIT COMMITTEE AND
MEMBER OF THE NOMINATION COMMITTEE;**

(3) RESIGNATION OF EXECUTIVE DIRECTOR;

**(4) RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
CHAIRMAN OF THE REMUNERATION COMMITTEE,
MEMBER OF THE AUDIT COMMITTEE AND
MEMBER OF THE NOMINATION COMMITTEE;**

AND

**(5) CHANGE OF DATE OF ANNUAL GENERAL MEETING
AND CHANGE OF CLOSURE PERIOD OF REGISTER**

This announcement is made by Mega Expo Holdings Limited (the “**Company**”) in accordance with Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

APPOINTMENT OF EXECUTIVE DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE, MEMBER OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The board of directors (the “**Board**”) of the Company is pleased to announce that (i) Mr. Du Changqing (“**Mr. Du**”) has been appointed as an executive director of the Company (“**ED**”); and (ii) Mr. Yang Bo (“**Mr. Yang**”) has been appointed as an independent non-executive director of the Company (“**INED**”), chairman of the remuneration committee of the Board (the “**Remuneration Committee**”), member of the audit committee of the Board (the “**Audit Committee**”) and member of the nomination committee of the Board (the “**Nomination Committee**”), both with effect from 9 November 2015.

Pursuant to the Company’s articles of association, both Mr. Du and Mr. Yang will hold office until the next following general meeting and shall then be eligible for re-election at such general meeting.

The biographical details of Mr. Du are set out below:

Mr. Du Changqing (杜常青), aged 44, has over 15 years of experience in the manufacturing and trading industry. Mr. Du graduated from 河南省高等商業專科學院 (Henan Business College*) in June 1992. Mr. Du has served as a general manager at an electronic appliances company since 1992 and he serves as an executive director of D & K Group (HK) Limited, which is principally engaged in trading business. Mr. Du is the chairman of 前海山水印象旅游文化產業(深圳)有限公司 (Qianhai landscape impression tourism and cultural industries (Shenzhen) Co., Ltd.*), a company operating in the cultural and tourism industry.

The biographical details of Mr. Yang are set out below:

Mr. Yang Bo (楊波), aged 36, has over 8 years of experience in the hotel and tourism industry. Mr. Yang graduated from 廣西教育學院 (Guangxi Education College*) in June 2004. Mr. Yang has experience in management in the cultural industries, and he currently serves as a general manager of 《陽朔印象劉三姐實景演出》 (Yangshuo Impression Liu Sanjie*) at 桂林廣維文華旅游文化產業有限公司 (Gui Lin Guangwei Wenhua Tourism and Culture Industry Co., Ltd.*), which is principally engaged in art performance and musicals.

Save as disclosed above, each of Mr. Du and Mr. Yang (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 last three years; and (iv) does not hold any other positions in the Company and its subsidiaries as at the date of this announcement.

Mr. Yang has met the independent guidelines set out in Rule 3.13 of the Listing Rules. There are no other matters or information relating to the appointment of Mr. Du and Mr. Yang 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 Listing Rules.

Pursuant to the service agreement dated 9 November 2015 entered into between the Company and Mr. Du (the “**Service Agreement**”), Mr. Du will hold office for an initial term of three years commencing on 9 November 2015 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. Under the Service Agreement, the annual base salary of Mr. Du shall be HK\$600,000. Mr. Du is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

Pursuant to an appointment letter dated 9 November 2015 entered into between the Company and Mr. Yang, Mr. Yang will hold office for a term of one year. Mr. Yang is entitled to receive a remuneration of HK\$20,000 per month.

The remuneration of each of Mr. Du and Mr. Yang was determined and recommended by the Remuneration Committee and approved by the Board based on their respective qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The remuneration of Mr. Du and Mr. Yang will be subject to annual review by the Remuneration Committee or the Board (as the case may be).

The Board would like to extend its warm welcome to Mr. Du and Mr. Yang for joining the Board.

RESIGNATION OF EXECUTIVE DIRECTOR AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE REMUNERATION COMMITTEE, MEMBER OF THE AUDIT COMMITTEE AND MEMBER OF THE NOMINATION COMMITTEE

The Board announces that (i) Mr. Si Tze Fung (“**Mr. Si**”) has tendered his resignation as an ED; and (ii) Mr. Wong Ka Fai, Paul (“**Mr. Wong**”) has tendered his resignation as an INED, chairman of the Remuneration Committee, member of the Audit Committee and member of the Nomination Committee both with effect from 9 November 2015 due to their other personal commitments.

Mr. Si and Mr. Wong have confirmed that they have no disagreement with the Board and there are no other matters in relation to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board takes this opportunity to express its gratitude to Mr. Si and Mr. Wong for their valuable contributions during their term of services with the Company.

CHANGE OF DATE OF ANNUAL GENERAL MEETING AND CHANGE OF CLOSURE PERIOD OF REGISTER

Reference is made to the circular (the “**AGM Circular**”) and notice of annual general meeting (the “**AGM Notice**”) both dated 19 October 2015 of the Company in relation to, among other things, the proposed date of the forthcoming annual general meeting (the “**AGM**”). Unless otherwise defined herein, terms used in this announcement shall have the same meaning as defined in the AGM Circular.

As set out in the AGM Notice, the Board resolved to propose the resolutions contained in the AGM Notice at the AGM originally scheduled to be held at Room Soho 1, 6/F, IBIS Hong Kong Central and Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong, on Friday, 20 November 2015 at 11:00 a.m. for shareholders’ consideration and, if thought fit, approval.

In view of the appointment of Mr. Du and Mr. Yang, who will hold office until the next following general meeting and shall then be eligible for re-election at such general meeting, additional resolutions in relation to the proposed re-election of each of Mr. Du and Mr. Yang as an ED and INED (the “**Proposed Re-election**”), respectively, was resolved by the Board to be put forward at the next general meeting. Therefore, the Board announces that the AGM originally scheduled to be held on Friday, 20 November 2015 at 11:00 a.m. as set out in the AGM Notice will be changed to be held on Friday, 18 December 2015 at 11:00 a.m. to provide the Company's shareholders sufficient notice to consider the additional resolutions proposed.

A supplementary notice of the AGM, together with a revised proxy form, and a supplementary circular, will be despatched to the Company's shareholders in due course. The proxy forms previously deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, will still be valid for the purpose of the change of date of AGM. The Company's shareholders wishing to deposit the revised proxy form may do so in accordance with the instructions printed thereon.

A Shareholder who has already lodged the form of proxy, which was sent together with the AGM Notice dated 19 October 2015 (the “**First Proxy Form**”), with the Company's branch share registrar should note that:

- (a) if no revised form of proxy is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his discretion or to abstain from voting on any resolution properly put to the AGM;
- (b) if the revised form of proxy is lodged with the Company's branch share registrar 48 hours before the time appointed for holding the AGM (the “**Closing Time**”), such revised form of proxy form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and

- (c) if the revised form of proxy is lodged with the Company's branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under such revised form of proxy will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (a) above as if no revised form of proxy was lodged with the Company's branch share registrar.

For determining members' entitlement to attend and vote at the AGM, the closure period of the register of members of the Company will be changed from the period from Thursday, 19 November 2015 to Friday, 20 November 2015 (both dates inclusive) to the period from Thursday, 17 December 2015 to Friday, 18 December 2015 (both dates inclusive), during which period no transfer of shares of the Company will be registered.

In order to establish the identity of the Shareholders who are entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 December 2015.

Save for the change of the date of AGM and the additional resolutions in relation to the Proposed Re-election, all information and contents set out in the AGM Notice remain unchanged.

By the order of the Board
Mega Expo Holdings Limited
Yau Yan Ming Raymond
Company Secretary

Hong Kong, 9 November 2015

As at the date of this announcement, the Board comprises Mr. Lam Wa, Mr. Liu Gejiang, Mr. Sun Sizhi and Mr. Du Changqing as executive directors; Mr. Yeung Chun Yue, David, Mr. Choi Hung Fai and Mr. Yang Bo as independent non-executive directors.

* *In this announcement, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*