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Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER AND CHANGE OF CHAIRMAN, EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE

DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by Jin Bao Bao Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Trend Rich Enterprises Limited (“**Trend Rich**”), the controlling shareholder of the Company (as defined in the Listing Rules), that on 22 January 2016, it has disposed of 2,100,000,000 shares of the Company (the “**Shares**”) off-market at HK\$0.3 per Share (the “**Disposal**”).

Immediately before the Disposal, Trend Rich held 4,200,000,000 Shares, representing 42% of the issued share capital of the Company. Immediately upon completion of the Disposal, Trend Rich holds 2,100,000,000 Shares, representing 21% of the issued share capital of the Company.

The Directors are in the opinion that the broadened shareholders base is beneficial to the Company and do not expect the Disposal to have any material impact on its business or operations.

CHANGE OF CHAIRMAN, EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE

The Board announce that, with effect from 22 January 2016, Mr. Liu Liangjian (“**Mr. Liu**”) has resigned as an Executive Director, the Chairman of the Board, the Chief Executive Officer and the Authorised Representative (the “**Authorised Representative**”) of the Company.

Mr. Liu resigned from the above mentioned roles due to his other business commitments.

Mr. Liu has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that should be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board is pleased to announce that Ms. Xie Yan (“**Ms. Xie**”) has been appointed as an Executive Director, the Chairman of the Board and the Authorised Representative with effect from 22 January 2016.

Ms. Xie, aged 33, holds a bachelor degree in Commerce in Accounting and Business Law from University of Sydney in Australia. She is a member of CPA Australia since 2006. She worked for PricewaterhouseCoopers in both Guangzhou and Australia for four years and she has over 8 years of experience in the field of management, property investment, finance, auditing, accounting and taxation.

Save as disclosed above, Ms. Xie did not hold any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of her appointment. Ms. Xie does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and Ms. Xie has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). Save as disclosed above, there are no other matters relating to the appointment of Ms. Xie that should be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

As at the date of this announcement, Ms. Xie has entered into the letter of appointment with the Company and will hold office until the next general meeting of the Company and will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. The remuneration of Ms. Xie will be determined by the remuneration committee and the board of the Company by reference to her duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his contribution to the Company during his tenure of office and to extend a warm welcome to Ms. Xie for joining the Board.

By Order of the Board
Jin Bao Bao Holdings Limited
Xie Yan
Chairman and Executive Director

Hong Kong, 22 January 2016

As at the date of this announcement, the board of the Directors comprises Ms. Xie Yan and Mr. He Xiaoming as executive Directors; Mr. Lee Chi Hwa, Joshua, Mr. Lam Chi Wai and Mr. Chan Chun Kau as independent non-executive Directors. In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.