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**IMAGI INTERNATIONAL HOLDINGS LIMITED**  
**意馬國際控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 585)**

**APPOINTMENT AND RESIGNATION OF  
INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that Mr. Chow, Dr. Kwong and Dr. Santos have been appointed as independent non-executive directors of the Company with effect from 28 January 2016. The Board also announces that Mr. Chan, Mr. Cheng and Dr. Lam have resigned as independent non-executive directors of Company with effect from 28 January 2016.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board of directors (the “**Board**”) of Imagi International Holdings Limited (the “**Company**”) is pleased to announce that with effect from 28 January 2016 (i) Mr. Chow Chi Wah Vincent (“**Mr. Chow**”) has been appointed as an independent non-executive director of the Company, the chairman of the audit committee of the Company (the “**Audit Committee**”), member of the nomination committee of the Company (the “**Nomination Committee**”), member of the remuneration committee of the Company (the “**Remuneration Committee**”) and member of the special committee established by the Board on 19 November 2015 (the “**Special Committee**”); (ii) Dr. Kwong Kai Sing Benny (“**Dr. Kwong**”) has been appointed as an independent non-executive director of the Company, the chairman of the Remuneration Committee, member of the Audit Committee, member of the Nomination Committee and member of the Special Committee; and (iii) Dr. Antonio Maria Santos (“**Dr. Santos**”) has been appointed as an independent non-executive director of the Company, member of the Audit Committee, member of the Nomination Committee, member of the Remuneration Committee and member of the Special Committee.

\* *for identification purpose only*

The biographical details and other relevant information of Mr. Chow, Dr. Kwong and Dr. Santos are set out below.

### **Mr. Chow**

Mr. Chow, aged 46, obtained a Master's degree in Professional Accounting from the Hong Kong Polytechnic University. Mr. Chow is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Chow has over 15 years' experience in the finance and accounting field in Hong Kong. Mr. Chow was the executive director, company secretary and financial controller of Heritage International Holdings Limited, now renamed China Innovative Finance Group Limited (Stock Code: 412), a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), for the period from 13 October 2006 to 6 October 2014 and an executive director of Mascotte Holdings Limited, now renamed HengTen Networks Group Limited (Stock code: 136), a company listed on the Stock Exchange, for the period from 1 November 2014 to 26 October 2015.

Mr. Chow will enter into an appointment letter with the Company for a term of two years, which will be renewable by agreement between Mr. Chow and the Company. Mr. Chow's appointment as an independent non-executive director of the Company is subject to his retirement from office and re-election at the next general meeting of the Company and to subsequent retirement and re-election at least once every three years in accordance with the Company's Bye-laws. Mr. Chow will be entitled to a director's fee of HK\$20,000 per month, which was determined by the Board with reference to his past experience and responsibilities in the Company.

### **Dr. Kwong**

Dr. Kwong, aged 57, holds a Bachelor's Degree in Arts from Simon Fraser University in British Columbia, Canada. Dr. Kwong held senior positions with major international banks in Hong Kong in respective lending departments and China department for many years. For the past years, he has served as executive director of over 10 publicly listed companies both in Hong Kong, Canada and the United Kingdom. Dr. Kwong has extensive knowledge in corporate finance and banking.

Dr. Kwong was a director of the Tung Wah Group of Hospitals from 2008 to 2010 and was a member of the Campaign Committee of The Community Chest from 2006 to 2010. Dr. Kwong was an appointed member of the China People's Political Consultative Conference of the Hubei province in 1995 to 1996 and is currently an appointed member of the China People's Political Consultative Conference of the Zhaoqing City. During the past three years, Dr. Kwong was an executive director and chairman of Heritage International Holdings Limited, now renamed China Innovative Finance Group Limited (Stock code: 412), a company listed on the Stock Exchange, for the period from 12 December 2001 to 7 August 2014; an executive director and managing director of China Jinhai International Group Limited, now renamed China Soft Power Technology Holdings Limited (Stock code: 139), a company listed on the Stock Exchange, for the period from 1 September 2014 to 20

April 2015; and was an executive director and managing director of Mascotte Holdings Limited now renamed Hengten Networks Group Limited (Stock code:136), a company listed on the Stock Exchange, for the period from 1 May 2015 to 26 October 2015.

Dr. Kwong will enter into an appointment letter with the Company for a term of two years, which will be renewable by agreement between Dr. Kwong and the Company. Dr. Kwong's appointment as an independent non-executive director of the Company is subject to his retirement from office and re-election at the next general meeting of the Company and to subsequent retirement and re-election at least once every three years in accordance with the Company's Bye-laws. Dr. Kwong will be entitled to a director's fee of HK\$20,000 per month, which was determined by the Board with reference to his past experience and responsibilities in the Company.

### **Dr. Santos**

Dr. Santos, aged 58, holds a Ph. D. degree in Business Administration from the Neuva Ecija University of Science & Technology in the Philippines, a Master's degree in Management Studies from University of Northumbria at Newcastle, United Kingdom and a Master's degree in Criminal Justice from the Tarlac State University, the Philippines. He is a fellow of the Chartered Management Institute, United Kingdom. Dr. Santos retired from the Hong Kong Police Force in January 2012 after more than 30 years of service there. Apart from volunteering for community services, he is currently a director and shareholder of Advance Tactics Service Limited (a private company principally engaged in providing personal and commercial risk management consultant services in Hong Kong and greater China). Dr. Santos currently is also a director and shareholder of A.M. Santos & Company Limited (a private company incorporated in Hong Kong) and United Partners Incorporated (a private company incorporated in British Virgin Islands), both of which are principally engaged in provided financial consultancy services. Dr. Santos was an executive director (from 21 October 2014 to 15 May 2015) and an acting chairman (from 8 December 2014 to 15 May 2015) of China Solar Energy Holdings Limited, a company listed on the Stock Exchange (Stock Code: 155). Dr. Santos is also presently an independent non-executive director of Auto Italia Holdings Limited (a publicly listed company in Hong Kong, Stock Code: 720) and Mason Financial Holdings Limited (a publicly listed company in Hong Kong, Stock Code: 273, formerly known as Willie International Holdings Limited).

Dr. Santos will enter into an appointment letter with the Company for a term of two years, which will be renewable by agreement between Dr. Santos and the Company. Dr. Santos's appointment as an independent non-executive director of the Company is subject to his retirement from office and re-election at the next general meeting of the Company and to subsequent retirement and re-election at least once every three years in accordance with the Company's Bye-laws. Dr. Santos will be entitled to a director's fee of HK\$20,000 per month, which was determined by the Board with reference to his past experience and responsibilities in the Company.

As at the date of this announcement, each of Mr. Chow, Dr. Kwong and Dr. Santos does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, each of Mr. Chow, Dr. Kwong and Dr. Santos has not held any directorship in any public listed company in the past three years and does not have any relationship with any of the Company's directors, senior management, substantial or controlling shareholder (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")) of the Company.

Save as disclosed in this announcement, there is no other information relating to the appointments of Mr. Chow, Dr. Kwong and Dr. Santos that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any matter which needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its warm welcome to Mr. Chow, Dr. Kwong and Dr. Santos in joining the Board.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board hereby announces that, in order to devote more time to their other business commitments, (i) Mr. Chan Yuk Sang ("**Mr. Chan**") has resigned as an independent non-executive director of the Company, chairman of the Remuneration Committee, member of the Audit Committee and member of the Special Committee; (ii) Mr. Cheng Yuk Wo ("**Mr. Cheng**") has resigned as an independent non-executive director of the Company, chairman of the Audit Committee, member of the Nomination Committee, member of the Remuneration Committee and member of the Special Committee; and (iii) Dr. Lam Lee G. ("**Dr. Lam**") has resigned as an independent non-executive director of the Company, member of the Nomination Committee, member of the Remuneration Committee and member of the Special Committee. Their resignations become effective on 28 January 2016.

Each of Mr. Chan, Mr. Cheng and Dr. Lam has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Chan, Mr. Cheng and Dr. Lam for their valuable contribution to the Company during their tenure.

By order of the Board  
**Imagi International Holdings Limited**  
**Leung Pak To**  
*Chairman and Non-Executive Director*

Hong Kong, 28 January 2016

*As at the date of this announcement, the Board comprises Mr. Leung Pak To as the chairman and non-executive director; Mr. Shan Jiuliang and Ms. Zhang Peng as executive directors; Mr. Wen Di as non-executive director; and Mr. Chow Chi Wah Vincent, Dr. Kwong Kai Sing Benny and Dr. Antonio Maria Santos as independent non-executive directors.*