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

## **CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES**

### **APPOINTMENT OF EXECUTIVE DIRECTOR, CHAIRMAN, CHAIRMAN OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board announces that Mr. Ge Jin was appointed as an ED, the Chairman, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from April 29, 2016.

### **RESIGNATION OF EXECUTIVE DIRECTOR, CHAIRMAN, CHAIRMAN OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board announces that Mr. Lam Wa resigned as an ED, the Chairman, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from April 29, 2016.

## **APPOINTMENT OF EXECUTIVE DIRECTOR, CHAIRMAN, CHAIRMAN OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

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

The board of directors (the “**Board**”) of the Company is pleased to announce that Mr. Ge Jin (“**Mr. Ge**”) has been appointed as an executive director of the Company (“**ED**”), the chairman of the Board (“**Chairman**”), the chairman of the nomination committee of the Board (“**Nomination Committee**”) and a member of the remuneration committee of the Board (“**Remuneration Committee**”).

Pursuant to the Company’s articles of association, Mr. Ge 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. Ge is set out below:

**Mr. Ge Jin (葛津)**, aged 55, has over 10 years of corporate management experience in various medium to large scale state-owned enterprises in the People’s Republic of China (“**PRC**”) and over 14 years of experience in real estate and construction industry. Mr. Ge graduated from Anhui Normal University with a Bachelor’s degree in Chinese language. He commenced working for China City Construction Holding Group Company since 2008 and had various roles there including assistant to the president, vice president and director. From 2014, Mr. Ge was and is still a director of Canada-China Natural Resource Fund (Hong Kong)\* (中國－加拿大自然資源基金(香港)). Mr. Ge is also the vice president of Zhang Xueliang Foundation (Hong Kong)\* (香港張學良基金). He is currently an executive director of Yat Sing Holdings Limited (stock code: 3708) which is currently listed on the main board of the Stock Exchange of Hong Kong Limited.

Mr. Ge has received several important trainings in relation to real estate and construction, including the training for constructors from the Ministry of Construction of the PRC, CIOB training, contingency management training from China National School of Administration and State Administration of Work Safety.

\* For identification purposes only

Save as disclosed above, Mr. Ge (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 Securities and Futures Ordinance; (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.

There are no other matters or information relating to the appointment of Mr. Ge 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 April 29, 2016 entered into between the Company and Mr. Ge (the “**Service Agreement**”), Mr. Ge will hold office for an initial term of three years commencing on April 29, 2016 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. Ge shall be HK\$1,200,000. Mr. Ge is also entitled to discretionary bonus to be determined at the discretion of the Board or, if so delegated, the Remuneration Committee.

The remuneration of Mr. Ge was determined and recommended by the Remuneration Committee and approved by the Board based on his qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The remuneration of Mr. Ge will be subject to annual review by the Remuneration Committee or the Board (as the case may be) and Mr. Ge will not be involved in the decision making for his own remuneration.

The Board would like to extend its warm welcome to Mr. Ge for joining the Board.

## **RESIGNATION OF EXECUTIVE DIRECTOR, CHAIRMAN, CHAIRMAN OF THE NOMINATION COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board announces that Mr. Lam Wa (“**Mr. Lam**”) has tendered his resignation as an ED, Chairman, the chairman of the Nomination Committee and member of the Remuneration Committee with effect from April 29, 2016 due to his other personal commitments.

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

The Board takes this opportunity to express its gratitude to Mr. Lam for his valuable contribution during his term of service with the Company.

By the order of the Board  
**Mega Expo Holdings Limited**  
**Sun Sizhi**  
*Executive Director*

Hong Kong, April 29, 2016

*As at the date of this announcement, the Board comprises Mr. Ge Jin, Mr. Liu Gejiang, Mr. Sun Sizhi and Ms. Yang Yan as executive Directors; Mr. Yeung Chun Yue, David, Mr. Choi Hung Fai and Mr. Yang Bo as independent non-executive Directors.*