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

**CHANGE OF DIRECTORS  
AND  
CHANGE OF COMPOSITION OF AUDIT COMMITTEE AND  
REMUNERATION COMMITTEE**

The Board announces that with effect from 9 March 2017:

- (i) Mr. Lu has been appointed as an executive Director;
- (ii) Mr. Deng has been appointed as a CEO;
- (iii) Mr. Tsang has been appointed as an independent non-executive Director, chairman of the Audit Committee and member of the Remuneration Committee;
- (iv) Mr. Sun resigned as an executive Director and CEO; and
- (v) Mr. Yeung resigned as an independent non-executive Director, chairman of the Audit Committee and member of the Remuneration Committee.

## **APPOINTMENT OF EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER, INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of the Company is pleased to announce that with effect from 9 March 2017, (i) Mr. Lu Linyu (“**Mr. Lu**”) has been appointed as an executive Director; (ii) Mr. Deng Zhonglin (“**Mr. Deng**”) has been appointed as a chief executive officer of the Company (“**CEO**”); and (iii) Mr. Tsang Wing Ki (“**Mr. Tsang**”) has been appointed as an independent non-executive Director, chairman of the audit committee of the Board (the “**Audit Committee**”) and member of the remuneration committee of the Board (the “**Remuneration Committee**”).

Pursuant to the Company’s articles of association, both Mr. Lu and Mr. Tsang 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. Lu are set out below:

**Mr. Lu**, aged 34, graduated with a Master’s degree in Business Administration from Xiamen University in the People’s Republic of China (the “**PRC**”). Mr. Lu has held the directorship and senior management positions in Shanghai Dingli Technology Development (Group) Co., Ltd\* (上海鼎立科技發展(集團)股份有限公司), a listed company in the PRC, Shanghai Broadband Technology Co., Ltd\* (上海寬頻科技股份有限公司), a listed company in the PRC and Guanghe Landscape Culture Communication Co., Ltd\* (山西廣和山水文化傳播股份有限公司), a listed company in the PRC. Mr. Lu has devoted himself to the operation and management of listed companies in the PRC for many years and has gained profound experience in project and strategic planning. Mr. Lu has also held senior management positions in a number of private companies. He was an executive director of Chinese Energy Holdings Limited, a company listed on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange (stock code: 8009) from 6 January 2015 to 14 August 2015 and an independent non-executive director of Global Energy Resources International Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8192) from 17 December 2015 to 14 November 2016. He is a chief operating officer of the Company since 15 August 2015.

\* *For identification purpose only*

Save as disclosed above, Mr. Lu (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 (Cap 571 of the laws of Hong Kong) (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 past 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. Lu 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 March 2017 entered into between the Company and Mr. Lu, Mr. Lu will hold office for an initial term of three years commencing on 9 March 2017 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. The annual base salary of Mr. Lu shall be HK\$600,000. Mr. Lu 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. Lu 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. Lu will be subject to annual review by the Remuneration Committee or the Board (as the case may be).

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

**Mr. Tsang**, aged 55, has over 22 years of experience in finance, accounting and auditing. Mr. Tsang obtained a professional diploma in accountancy from Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987 and a master of professional accounting from the Hong Kong Polytechnic University in November 2000. Mr. Tsang is a fellow member of the Hong Kong Institute of Certified Public Accountants (FCPA) and a fellow member of the Chartered Association of Certified Accountants (FCCA).

From May 2013, Mr. Tsang is a chief financial officer of Xin Dau Ji Catering Holdings (HK) Limited. He was an independent non-executive director of ICube Technology Holdings Limited (currently known as China Soft Power Technology Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 139) from November 2014 to June 2016. He was an independent non-executive director of Unity Investments Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 913) from September 2004 to October 2014, and a financial controller from May 2005 to May 2013 and an executive director from August 2008 to December 2011 of Noble Jewelry Limited, a subsidiary of Noble Jewelry Holdings Limited (currently known as Zhong Fa Zhan Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 475).

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

Mr. Tsang has met the independent guidelines set out in Rule 3.13 of the Listing Rules. There is no other matter or information relating to the appointment of Mr. Tsang that needs 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 an appointment letter dated 9 March 2017 entered into between the Company and Mr. Tsang, Mr. Tsang will hold office for a term of one year. Mr. Tsang is entitled to receive a remuneration of HK\$20,000 per month.

The remuneration of Mr. Tsang 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. Tsang will be subject to annual review by the Remuneration Committee or the Board (as the case may be).

The Board wishes to extend its warm welcome to Mr. Lu and Mr. Tsang for joining the Board.

## **RESIGNATION OF EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER, INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE AND MEMBER OF THE REMUNERATION COMMITTEE**

The Board announces that with effect from 9 March 2017, (i) Mr. Sun Sizhi (“**Mr. Sun**”) resigned as an executive Director and CEO; and (ii) Mr. Yeung Chun Yue, David (“**Mr. Yeung**”) resigned as an independent non-executive Director, chairman of the Audit Committee and member of the Remuneration Committee due to their personal commitments on their own businesses.

Each of Mr. Sun and Mr. Yeung has confirmed that he has no disagreement with the Board and there is no other matter in relation to their resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Sun and Mr. Yeung for their valuable contributions to the Company during their tenure of office and wish them every success in all of their future endeavours.

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

Hong Kong, 9 March 2017

*As at the date of this announcement, the Board comprises Mr. Ge Jin, Mr. Deng Zhonglin, Ms. Zhang Jun and Mr. Lu Linyu as executive Directors; Mr. Choi Hung Fai, Mr. Yang Bo and Mr. Tsang Wing Ki as independent non-executive Directors.*