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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code : 1360)**

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

The board of directors (the “**Board**”) of Mega Expo Holdings Limited (the “**Company**”) announces that Mr. Yeung Wai Keung (“**Mr. Yeung**”) has tendered his resignation as an independent non-executive director of the Company, member of the nomination committee (the “**Nomination Committee**”) and member of the audit committee (the “**Audit Committee**”) of the Company with effect from 4 July 2014 due to the pursuit of his other business engagements.

Mr. Yeung has confirmed that he has no disagreement with the Board and there is no other matter in relation to his 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. Yeung for his valuable contribution during his term of service with the Company.

Following the resignation of Mr. Yeung, the Company has only two independent non-executive directors and two Audit Committee and two Nomination Committee members, and does not meet the requirement under Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the requirement under Code Provision A.5.1 of the Corporate Governance Code (the “**CG Code**”) set out in Appendix 14 to the Listing Rules respectively.

The Company is in the course of identifying an appropriate candidate to fill the vacancy left by the resignation of Mr. Yeung as an independent non-executive director with a view to comply with the requirements of Rule 3.10(1), Rule 3.10A and Rule 3.21 of the Listing Rules and Code Provision A.5.1 of the CG Code as soon as practicable. Further announcement will be made by the Company as and when appropriate.

By the order of the Board  
**Mega Expo Holdings Limited**  
**Lee Chi Sang**  
Chairman

Hong Kong, 4 July 2014

*As at the date of this announcement, the Board comprises Mr. Lee Chi Sang and Mr. Si Tze Fung as executive directors; Mr. Leung Hung Kee and Mr. Chu Kwok Man as independent non-executive directors.*