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

**CHANGE OF THE CHAIRMAN AND
COMPOSITION OF BOARD COMMITTEES
AND
CHANGE OF COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE**

The Board of the Company hereby announces that with effect from 12 May 2017:

- (a) Mr. Ge has resigned as the Chairman, chairman of the Nomination Committee, member of the Remuneration Committee and ED;
- (b) Mr. Deng, an ED and the CEO, has been appointed as the Chairman, chairman of the Nomination Committee and member of the Remuneration Committee;
- (c) Mr. Yau has resigned as the Company Secretary and ceased to act as the Authorised Representative; and
- (d) Mr. Lau has been appointed as the Company Secretary and the Authorised Representative to fill up the vacant positions from Mr. Yau.

CHANGE OF THE CHAIRMAN AND COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of Mega Expo Holdings Limited (the “**Company**”) announces that with effect from 12 May 2017:

- (a) Mr. Ge Jin (“**Mr. Ge**”) has resigned as chairman of the Board (the “**Chairman**”), chairman of the nomination committee of the Board (the “**Nomination Committee**”), member of the remuneration committee of the Board (the “**Remuneration Committee**”) and an executive director of the Company (“**ED**”) due to his other business engagement; and
- (b) Mr. Deng Zhonglin (“**Mr. Deng**”), an ED and chief executive officer of the Company (“**CEO**”), has been appointed as the Chairman, chairman of the Nomination Committee and member of the Remuneration Committee.

Mr. Ge has confirmed that he has no disagreement with the Board. Save as disclosed in this announcement, there is no other information in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

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

Mr. Deng, aged 42, has over 17 years of experience in corporate management and strategic planning. He is familiar with the exhibition industry and the operation of advertising business. He graduated from Shenzhen University in 1995. From 1999 to 2003, he served as an assistant to the general manager of Shanghai Wanzhou Shipping Co., Limited* (上海萬舟航運有限公司). From 2004 to 2009, he was the managing director of Ever Maru Shipping Co., Limited* (永安商船海運有限公司). From 2010 to present, he has been serving as the general manager of Shanghai Public Advertising Communications Co., Limited* (上海覽眾廣告傳播有限公司) which is mainly engaged in advertising, display and exhibition services as well as conference services. Mr. Deng was appointed as an ED and the CEO on 14 October 2016 and 9 March 2017 respectively.

As at the date of this announcement, Mr. Deng does not have any interests in Shares within the meaning of Part XV of the Securities and Future Ordinance.

Pursuant to the service agreement dated 14 October 2016 entered into between the Company and Mr. Deng, Mr. Deng will hold office for an initial term of three years commencing on 14 October 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. Mr. Deng is entitled to the annual base salary of HK\$600,000 plus discretionary bonus, which is determined by the Remuneration Committee and the Board from time to time, with reference to the prevailing market conditions, the Company's performance and his time, effort and expertise to be exercised. Mr. Deng has taken up the management role as an executive director of a number of subsidiaries of the Company.

Save as disclosed above, Mr. Deng has not previously held any position with the Company or any of its subsidiaries (the "**Group**"), has not been a director in any other listed public companies in the last three years, does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")).

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Deng as the Chairman that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

DEVIATION FROM THE CORPORATE GOVERNANCE CODE

As Mr. Deng now serves as both the Chairman and the CEO, such practice deviates from code provision A.2.1 of the Corporate Governance Code as set forth in Appendix 14 of the Listing Rules (the "**CG Code**"). The Board believes that vesting the roles of both the Chairman and the CEO in the same person can facilitate the execution of the Group's business strategies and boost effectiveness of its operation. Therefore, the Board considers that the deviation from the code provision A.2.1 of the CG Code is appropriate in such circumstance. In addition, under the supervision of the Board which is comprised of three executive Directors and three independent non-executive Directors, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its shareholders.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board also announces the following changes in personnel arrangement with effect from 12 May 2017:

- (a) Mr. Yau Yan Ming, Raymond (“**Mr. Yau**”) has resigned as the company secretary of the Company (the “**Company Secretary**”) and ceased to act as an authorised representative of the Company (the “**Authorised Representative**”). Mr. Yau has confirmed that he has no disagreement with the Board and there are no matters in relation to his resignation which needs to be brought to the attention of the shareholders of the Company and the Stock Exchange; and
- (b) Mr. Lau Wing Chuen (“**Mr. Lau**”) has been appointed as the Company Secretary and the Authorised Representative to fill up the above vacant positions. Mr. Lau obtained a Bachelor’s degree in Accounting from the Hong Kong Polytechnic University and a specialist certificate in corporate finance from Hong Kong Securities and Investment Institute. He is a member of The Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Before joining the Company, Mr. Lau worked in an international accounting firm and listed companies and has years of experience in company secretarial services, accounting and corporate finance.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ge and Mr. Yau for their valuable contribution to the Company during their tenure of office and also express its warmest welcome to Mr. Deng and Mr. Lau for their new position in the Company.

By the order of the Board
Mega Expo Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 12 May 2017

As at the date of this announcement, the Board comprises 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.

* *For identification purpose only*