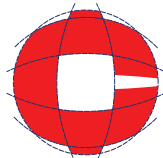


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中持基業控股有限公司  
Kate China Holdings Limited

**KATE CHINA HOLDINGS LIMITED**  
**中持基業控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 8125)**

**PROPOSED CHANGE OF DIRECTORS**  
**AND**  
**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**  
**AND**  
**REVISED PROXY FORM**

**PROPOSED CHANGE OF DIRECTORS**

The Board wishes to announce the following:

1. Mr. Lam Yiu Kin will resign as an independent non-executive Director with effect from 17 September 2015; and
2. Mr. Chan Chiu Hung Alex will be appointed as an independent non-executive Director to fill the casual vacancy with effect from 17 September 2015 subject to the approval by shareholders of the Company at the AGM.

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM**

Due to the above change, the Company will issue a revised proxy form for the following matters:

1. Change of AGM time from 11:30 a.m. to 2:00 p.m. on 17 September 2015; and
2. Add an item to appoint Mr. Chan Chiu Hung Alex as an independent non-executive Director.

## PROPOSED CHANGE OF DIRECTORS

The board (the “Board”) of directors (the “Directors”) of Kate China Holdings Limited (the “Company”) wishes to announce that:

- (1) Mr. Lam Yiu Kin (“Mr. Lam”) has tendered his resignation as an independent non-executive Director with effect from 17 September 2015 due to his other personal commitments which require more of his dedication. Mr. Lam will cease to be the chairman of the audit committee and the compliance committee of the Company; and the member of the remuneration committee and the nomination committee of the Company; and
- (2) Subject to the approval by the shareholders of the Company, the Board proposed to appoint Mr. Chan Chiu Hung Alex (“Mr. Chan”) as an independent non-executive Director to fill the casual vacancy created by the resignation of Mr. Lam at the annual general meeting of the Company to be held on 17 September 2015 (“AGM”) with effect from the date of the AGM.

Biographical details of Mr. Chan are set out below:

Mr. Chan, aged 49, is an associate member of the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales, and a fellow member of The Association of Chartered Certified Accountants, The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Chan holds a Bachelor of Business Administration degree (major in finance) from Hong Kong Baptist University and professional diplomas in Hong Kong tax and China tax from the Hong Kong Institute of Certified Public Accountants.

Mr. Chan has served in senior financial and company secretarial positions in a number of public companies listed in Hong Kong and Singapore for 17 years. Mr. Chan is currently an independent non-executive director of e-Kong Group Limited (stock code: 524) and Co-Prosperity Holdings Limited (stock code: 707).

As at the date of this announcement, Mr. Chan does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chan will be appointed for a term of 3 years commencing from the grant of approval at the AGM and subject to re-election in accordance with the articles of association of the Company or pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). Mr. Chan will be entitled to a remuneration of HK\$130,000 per annum, which was determined having considered the experience, duties and responsibilities of Mr. Chan and the prevailing market rate of companies of comparable size and similar operation.

Save as disclosed above, Mr. Chan (i) does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Company and its subsidiaries; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have other major appointments or professional qualifications.

Save as disclosed above, there is no other matter about Mr. Chan which is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules or needs to be brought to the attention of the shareholders of the Company.

Mr. Lam has confirmed that he has no disagreement with the Board and there are no matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. Lam for his contribution to the Company during his tenure of service.

## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND REVISED PROXY FORM**

Reference is made to the notice of AGM dated 29 June 2015 (the “Original Notice”) in relation to the AGM to be held on 17 September 2015.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT (i) the time of convening the AGM will be changed from 11:30 a.m. to 2:00 p.m. at the original venue; and (ii) the ordinary resolution No. 2(c): “To appoint Mr. Chan Chiu Hung Alex as an independent non-executive director of the Company” will be added for shareholders’ approval. Save as the above, other resolutions as set out in the Original Notice will remain unchanged.

The revised proxy form with inclusion of the new resolution No. 2(c): “To appoint Mr. Chan Chiu Hung Alex as an independent non-executive director of the Company” together with all of the original resolutions stated in the Original Notice of AGM should be used for the AGM.

The revised proxy form is enclosed with this supplemental notice of AGM. Whether or not you intend to attend the AGM, you are requested to complete the revised proxy form and return it to the Company's registrar and transfer office, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of a revised proxy form will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish.

By Order of the Board  
**Kate China Holdings Limited**  
**Chan Tat Wah**  
*Chairman and Executive Director*

Hong Kong, 1 September 2015

*As at the date of this announcement, the executive Director are Mr. Chan Tat Wah (Chairman), Mr. Fok Chun Kit (CEO), and Mr. Tsang Kei Cheong; and the independent non-executive Directors are Mr. Lam Yiu Kin, Mr. Lu Tak Ming and Prof. Lai Kin Keung.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.katechina.hk](http://www.katechina.hk).*