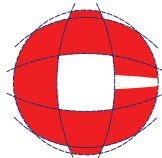


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中持基業控股有限公司
Kate China Holdings Limited

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

(incorporated in Hong Kong with limited liability)

(Stock code: 8125)

**CHANGE OF DIRECTORS, CHAIRMAN
AND AUTHORISED REPRESENTATIVE
AND
CHANGE OF COMPOSITION OF COMMITTEES**

The Board announces that with effect from 17 November 2015:

CHANGE OF DIRECTORS, CHAIRMAN AND AUTHORISED REPRESENTATIVE

- (1) Mr. TW Chan has resigned as an executive Director, the Chairman and the Authorised Representative;
- (2) Prof. Lai has resigned as an independent non-executive Director;
- (3) Mr. Wu has been appointed as an independent non-executive Director; and
- (4) Mr. CY Chan has been appointed as the Chairman and the Authorised Representative.

CHANGE OF COMPOSITION OF COMMITTEES

- (1) Prof. Lai has ceased to be a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee and the chairman of the Nomination Committee; and
- (2) Mr. Wu has been appointed as a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee and the chairman of the Nomination Committee.

RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (the “**Director(s)**”) of Kate China Holdings Limited (the “**Company**”) announces that Mr. Chan Tat Wah (“**Mr. TW Chan**”) has resigned as an executive Director and the chairman (the “**Chairman**”) of the Company and an authorised representative (the “**Authorised Representative**”) of the Company with effect from 17 November 2015 due to his other commitments and Professor Lai Kin Keung (“**Prof. Lai**”) has resigned as the independent non-executive Director with effect from 17 November 2015 due to his other commitments.

Each of Mr. TW Chan and Prof. Lai has confirmed that he has no disagreement with the Board and that there are no matters in respect of his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders (the “**Shareholders**”) of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wu Zhao (吳兆) (“**Mr. Wu**”) has been appointed as the independent non-executive Director with effect from 17 November 2015.

The biographical details of Mr. Wu are set out as follows:

Mr. Wu Zhao

Mr. Wu, aged 37, obtained a bachelor degree in Engineering (Chemical) from the University of Queensland, Australia. He also obtained a master of commerce in applied finance and a master of information technology from the University of Queensland, Australia. He has approximately 11 years of experience in finance, information technology, investment and funds management. He is currently a director of a funds management company and is also licensed to carry out Type 1 (Dealings in Securities) and Type 4 (Advising on Securities) regulated activities under the Securities and Futures Ordinance.

Mr. Wu has not held any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of this announcement.

Mr. Wu is appointed for an initial term of two years and will be subject to re-election in accordance with the Company’s articles of association or the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange.

Mr. Wu is entitled to an annual director’s remuneration of HK\$105,000 per annum, which was determined having considered his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operation.

Mr. Wu has confirmed that he meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Mr. Wu does not hold any other positions in the Company and its subsidiaries and does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Wu does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wu has confirmed there is no other matter that 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.

APPOINTMENT OF CHAIRMAN AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that Mr. Chan Chi Yuen (“**Mr. CY Chan**”), an executive Director, has been appointed as the Chairman and the Authorised Representative with effect from 17 November 2015.

CHANGE OF COMPOSITION OF COMMITTEES

The Board also announces that, upon the resignation of Prof. Lai, he has ceased to be a member of each of the audit committee (the “**Audit Committee**”), the compliance committee (the “**Compliance Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company and the chairman of the nomination committee (the “**Nomination Committee**”) of the Company.

The Board further announces that Mr. Wu has been appointed as a member of each of the Audit Committee, the Compliance Committee and the Remuneration Committee and the chairman of the Nomination Committee.

The Board members would like to take this opportunity to express its sincere gratitude to Mr. TW Chan and Prof. Lai for their contributions towards the Company during their tenure in office and its warmest welcome to Mr. Wu for joining the Board.

By order of the Board
Kate China Holdings Limited
Chan Chi Yuen
Chairman

Hong Kong, 17 November 2015

As at the date of this announcement, the executive Directors are Mr. Chan Chi Yuen (Chairman), Mr. Fok Chun Kit (CEO), Mr. Tsang Kei Cheong and Mr. Liu Rongsheng; the non-executive Director is Mr. Yuan Guanghua; and the independent non-executive Directors are Mr. Chan Chiu Hung Alex, and Mr. Lu Tak Ming and Mr. Wu Zhao.

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 for at least 7 days from the date of its posting and on the website of the Company at www.katechina.hk.