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# LESSO 联塑

## CHINA LESSO GROUP HOLDINGS LIMITED

中國聯塑集團控股有限公司\*

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

**(Stock Code: 2128)**

### RE-DESIGNATION OF DIRECTOR, RESIGNATION OF DIRECTOR, APPOINTMENT OF DIRECTOR, AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The board (the “**Board**”) of directors (the “**Directors**”) of China Lesso Group Holdings Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) would like to announce with effect from the date of this announcement:

1. Mr. Lin Dewei, a non-executive Director prior to the date of this announcement, has been re-designated as an executive Director and resigned as member of the Company’s audit committee;
2. Mr. Fung Pui Cheung has resigned as an independent non-executive Director (as well as chairman and member of each of the Company’s audit committee and remuneration committee, and a member of the Company’s nomination committee);
3. Mr. Cheng Dickson has been appointed as an independent non-executive Director and a member of the Company’s audit committee; and
4. Dr. Tao Zhigang, an independent non-executive Director has been appointed as chairman and member of each of the Company’s audit committee and remuneration committee, and a member of the Company’s nomination committee.

\* *For identification purpose only*

## **RE-DESIGNATION OF DIRECTOR**

Mr. Lin Dewei (“**Mr. Lin**”), a non-executive Director prior to the date of this announcement, has been re-designated as an executive Director with effect from the date of this announcement.

Biographical details of Mr. Lin are as follows:

Mr. Lin, aged 58, has been re-designated as an executive Director with effect from the date of this announcement. Mr. Lin was appointed as a non-executive Director on 27 February 2010. Mr. Lin has approximately 24 years of experience in the legal field and worked as a part-time lawyer at various law firms in the People’s Republic of China (the “**PRC**”) between 1995 and 2001. In 2001, Mr. Lin practised as a lawyer at Guangdong Everwin Law Office and became a partner at the firm in 2004. Since 2013, Mr. Lin has been practising as a lawyer at Guangdong Yogo Law Firm. Mr. Lin obtained a bachelor’s degree in physics from South China University of Technology in July 1982. Mr. Lin received a certificate of lawyer qualification in the PRC in January 1990.

Mr. Lin has entered into a service contract with the Company for a term of 3 years commencing from the date of this announcement, which can be terminated by not less than three months’ notice in writing served by either party on the other. Mr. Lin’s appointment is subject to retirement by rotation and is eligible for re-election at general meetings of the Company in accordance with the Company’s articles of association. Mr. Lin is entitled to Director’s emolument of HK\$720,000 annually with discretionary bonus, which was determined by the Board with reference to market rates and factors such as his work load, responsibility and job complexity are also taken into account.

As at the date of this announcement, Mr. Lin (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement; and (iv) does not hold other positions with other members of the Group.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Lin that needs to be brought to the attention of holders of securities of the Company, and there is no information in relation to Mr. Lin that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Rules Governing of Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

## **RESIGNATION OF DIRECTOR**

Mr. Fung Pui Cheung (“**Mr. Fung**”) has resigned as an independent non-executive Director with effect from the date of this announcement due to his other personal commitments. Mr. Fung has confirmed he has no disagreement with the Board, and there is no other matter that needs to be brought to the attention of holders of securities of the Company. The Board wishes to express its appreciation for Mr. Fung’s valuable contributions made to the Company during his tenure of service.

## **APPOINTMENT OF DIRECTOR**

Mr. Cheng Dickson (“**Mr. Cheng**”) has been appointed as an independent non-executive Director with effect from the date of this announcement.

Biographical details of Mr. Cheng are as follows:

Mr. Cheng, aged 49, has been appointed as an independent non-executive Director with effect from the date of this announcement. Mr. Cheng is currently the managing director and head of the investment banking department of Shanggu Securities Limited. He acts as its responsible officer and holds licences for types 1, 4 and 6 of regulated activities under the SFO.

Prior thereto, Mr. Cheng worked in JP Morgan between August 1994 and February 1996. In December 1995, he was promoted to TCRM professional in its global markets department. Between March 1996 and June 2000, Mr. Cheng worked in the securities lending department of The Bank of New York, Hong Kong Branch. From July 2000 to August 2002, Mr. Cheng worked as an assistant vice president in the equity capital markets division of BOC Asia Limited. In August 2002, Mr. Cheng joined ICEA Capital Limited and worked in its investment banking division until October 2005 when he was a senior vice president. Mr. Cheng was an executive director at the respective capital markets department in the investment banking division of Mitsubishi UFJ Securities (HK) Capital, Limited and Mizuho Securities Asia Limited from November 2005 to October 2016. Mr. Cheng has more than 23 years of experience in investment banking industry. Mr. Cheng obtained a bachelor’s degree in arts majoring in economics from University of Toronto in June 1994 and a master of applied finance degree majoring in corporate finance from Macquarie University of Australia in November 2000.

Mr. Cheng has not entered into any service contract with the Group, but his appointment will be for a term of 3 years, subject to retirement by rotation and is eligible for re-election at general meetings of the Company in accordance with the Company's articles of association. Mr. Cheng is entitled to a fixed Director's fee of HK\$325,000 per annum, which was determined with reference to his duties and responsibilities towards the Company and prevailing market conditions. Such emoluments are subject to review by the Board from time to time pursuant to the power conferred on it in the annual general meeting of the Company.

As at the date of this announcement, Mr. Cheng (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this announcement; and (iv) does not hold other positions with other members of the Group.

Save as disclosed above, there is no other matter in relation to the appointment of Mr. Cheng that needs to be brought to the attention of holders of securities of the Company, and there is no information in relation to Mr. Cheng that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Fung as an independent non-executive Director, he ceased to be the chairman and member of each of the Company's audit committee and remuneration committee, and a member of the Company's nomination committee with effect from the date of this announcement.

Following the re-designation of Mr. Lin as an executive Director, he resigned as a member of the Company's audit committee with effect from the date of this announcement.

Following the appointment of Mr. Cheng as an independent non-executive Director, he has been appointed as a member of the Company's audit committee with effect from the date of this announcement.

Dr. Tao Zhigang, an independent non-executive Director, has been appointed as chairman and member of each of the Company's audit committee and remuneration committee, and a member of the Company's nomination committee with effect from the date of this announcement.

By Order of the Board  
**China Lesso Group Holdings Limited**  
**Wong Luen Hei**  
*Chairman*

Hong Kong, 11 July 2018

*As at the date of this announcement, the executive Directors are Mr. Wong Luen Hei, Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Lai Zhiqiang, Mr. Kong Zhaocong, Mr. Chen Guonan, Dr. Lin Shaoquan, Mr. Huang Guirong, Mr. Luo Jianfeng and Mr. Lin Dewei; and the independent non-executive Directors are Mr. Wong Kwok Ho Jonathan, Mr. Cheung Man Yu, Ms. Lan Fang, Dr. Tao Zhigang and Mr. Cheng Dickson.*