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Changhong Jiahua Holdings Limited
(長虹佳華控股有限公司)

(Incorporated in Bermuda with limited liability)

(Stock Code: 8016)

**CHANGE OF COMPANY SECRETARY, AUTHORISED
REPRESENTATIVE AND FINANCIAL CONTROLLER**

The Board would like to announce the following changes with effect from 10 November 2017:

- (1) Mr. LEE Wing Lun has ceased to be the Company Secretary and the Authorised Representative;
- (2) Ms. KO Nga Kit has been appointed as a Joint Company Secretary;
- (3) Mr. ZHAO Qilin has been appointed as a Joint Company Secretary and Authorised Representative;
- (4) Mr. ZHAO Qilin has resigned as the Financial Controller; and
- (5) Ms. YANG Na has been appointed as the Financial Controller.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

Cessation of Company Secretary and Authorised Representative under mutual agreement

The board (the “**Board**”) of directors (“**Directors**”) of Changhong Jiahua Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, in order to cope with the Group’s reorganisation of the management, Mr. LEE Wing Lun (“**Mr. Lee**”) has ceased to be the company secretary (the “**Company Secretary**”) and an authorised representative (the “**Authorised Representative**”) of the Company for the purpose of Rule 5.24 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) with effect from 10 November 2017. Mr. Lee has confirmed that he has no disagreement with the Board and there are no matters with regard to his cessation to be the Company Secretary and the Authorised Representative which need to be brought to the attention of the shareholders of the Company.

Appointment of Joint Company Secretaries and Authorised Representative

The Board announces that Ms. KO Nga Kit (“**Ms. Ko**”) and Mr. ZHAO Qilin (“**Mr. Zhao**”) have been appointed as joint company secretaries of the Company (“**Joint Company Secretaries**”) with effect from 10 November 2017. In addition, Mr. Zhao has also been appointed as the Authorised Representative for the purpose of Rule 5.24 of the GEM Listing Rules and Part 16 of the Companies Ordinance with effect from 10 November 2017.

Ms. Ko is a vice president of SW Corporate Services Group Limited and has over 25 years of experience in the corporate services field. She is a fellow member of both The Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom. In addition, she holds a bachelor’s degree in laws and a post-graduate diploma in corporate compliance.

Mr. Zhao joined Sichuan Changhong Electric Co, Limited, a company listed on the Shanghai Stock Exchange (stock code: 600839) (“**Sichuan Changhong**”), in July 1999. Prior to his appointment as a Joint Company Secretary with effect from 10 November 2017, he was the financial controller of the Company and was responsible for the financial and accounting management as well as the internal control of the Group. Mr. Zhao holds a bachelor’s degree in economics from Southwestern University of Finance and Economics in the People’s Republic of China (the “**PRC**”) and has more than 10 years of experience in accounting and financial management. Mr. Zhao obtained the qualification of intermediate economist conferred by the Ministry of Human Resources and Social Security of the PRC in 2009 and the qualification of listed company board secretary issued by the Shanghai Stock Exchange in 2010.

Waiver from strict compliance with Rules 5.14 and 11.07(2) of the GEM Listing Rules

Under Rule 11.07(2) of the GEM Listing Rules, the Company must appoint a company secretary who satisfies Rule 5.14 of the GEM Listing Rules. Under Rule 5.14 of the GEM Listing Rules, the Company must appoint an individual as its company secretary who, by virtue of his academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Mr. Zhao currently does not possess the above qualifications of company secretary as required under Rule 5.14 of the GEM Listing Rules. The Company has applied for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with Rules 5.14 and 11.07(2) of the GEM Listing Rules on 7 November 2017 with respect to the appointment of Mr. Zhao as a Joint Company Secretary for a period of three years from the date of his appointment as a Joint Company Secretary (the “**Waiver Period**”) on the conditions that:

- (i) Mr. Zhao will be assisted by Ms. Ko during the Waiver Period;
- (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for them to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Zhao satisfies Rule 5.14 of the GEM Listing Rules, having had the benefit of Ms. Ko’s assistance such that further waiver will not be necessary; and
- (iii) the Company will announce details of the Waiver, including its reasons and conditions.

The Waiver will be revoked immediately if Ms. Ko ceases to provide assistance to Mr. Zhao. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

As an employee of the Company, Mr. Zhao participates in the Group’s day-to-day operation and is familiar with the business and internal operation of the Group, while Ms. Ko, as an external service provider, is not familiar with the business and internal operation of the Group. Mr. Zhao has the benefit of being able to closely communicate with the Board and collect timely and comprehensive on-the-ground information from the Board when considering actions or steps to be taken for complying with the GEM Listing Rules. On the other hand, given Ms. Ko’s professional and qualifications and experience, she will be able to explain to both Mr. Zhao and the Board the relevant requirements under the GEM Listing Rules as well as the applicable laws and regulations. Ms. Ko is expected to work closely with Mr. Zhao and ensure that he has access to the relevant training and support that would enhance his understanding of the GEM Listing Rules and the duties of a company secretary of an issuer listed on the Stock Exchange, and to receive updates on the latest changes to the applicable laws, regulations and the GEM Listing Rules.

The Board hopes that via the above arrangement, Ms. Ko can help Mr. Zhao to gain the relevant experience as required under Rule 5.14 of the GEM Listing Rules and become familiar with the requirements of the GEM Listing Rules and other applicable laws and regulations sooner.

CHANGE OF FINANCIAL CONTROLLER

Resignation of Financial Controller

The Board announces that following the appointment of Mr. Zhao as a Joint Company Secretary, Mr. Zhao will cease to be the financial controller of the Company (the “**Financial Controller**”) with effect from 10 November 2017. Mr. Zhao has confirmed that he has no disagreement with the Board and there are no matters with regard to his resignation as the Financial Controller which need to be brought to the attention of the shareholders of the Company.

Appointment of Financial Controller

The Board further announces that Ms. YANG Na (“**Ms. Yang**”) has been appointed as the Financial Controller with effect from 10 November 2017.

Ms. Yang, aged 36, is currently the financial controller of Sichuan Changhong IT Information Products Company Limited (四川長虹佳華信息產品有限責任公司) (“**Changhong IT**”), an indirect subsidiary of the Company. Since April 2005, she had served various positions including the head of Changhong IT’s financial analysis department and the financial controller and general manager of product division of HP product business department. She obtained a bachelor’s degree in management from the Qinhuangdao branch of the Northeastern University in the PRC in 2003 and a master’s degree of business administration from the Graduate School of the Chinese Academy of Social Sciences in the PRC in 2012 and has 14 years of experience in accounting and financial management.

The Board would like to take this opportunity to thank Mr. Lee for his valuable contribution to the Company during his tenure of services and extend a warm welcome to Ms. Ko, Mr. Zhao and Ms. Yang on their new appointment.

By Order of the Board
Changhong Jiahua Holdings Limited
ZHAO Yong
Chairman

Hong Kong, 10 November 2017

As at the date of this announcement, the Company's executive directors are Mr. Zhao Yong, Mr. Zhu Jianqiu, Mr. Li Jin, Mr. Yang Jun and Ms. Shi Ping and the independent non-executive directors of the Company are Mr. Jonathan Chan Ming Sun, Mr. Robert Ip Chun Chung, Mr. Sun Dongfeng and Mr. Cheng Yuk Kin.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 appear on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the day of its posting thereon and on the website of the Company at www.changhongit.com.hk.