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BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01338)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE

The board of directors (the “**Board**”) of BaWang International (Group) Holding Limited (the “**Company**”) is pleased to announce that Mr. Cheung Kin Wing (“**Mr. Cheung**”) has been appointed as an independent non-executive director and a member of the audit committee of the Company with effect from 13 November 2014.

Mr. Cheung Kin Wing, aged 60, has around 30 years of experience in information technology, financial accounting, auditing and management. Mr. Cheung has been a member of Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales since May 1986 and January 2005, respectively. Since February 1999, Mr. Cheung has been a director and lead consultant of Sunplex Consultants Limited, a company providing human resources management and information technology consultancy services to its clients (including government organisations and private companies). Mr. Cheung has also been an independent director of AXA China Region Trustees Limited since August 1999, and an independent non-executive director of Bank of Communications Trustee Limited since November 2003. Mr. Cheung had held several positions, including Assistant Manager, Manager and Senior Manager between September 1980 and July 1991 in Coopers & Lybrand. Mr. Cheung had been a partner of Coopers & Lybrand since March 1995, and had been a partner of PricewaterhouseCoopers since Coopers & Lybrand was merged with Price Waterhouse into PricewaterhouseCoopers in October 1998 until his resignation in May 1999. Mr. Cheung was a director of the finance and operation department of Hong Kong Institute of Certified Public Accountants between July 2004 and April 2008 and a consultant of Hong Kong Institute of Certified Public Accountants between April 2008 and August 2008. Mr. Cheung obtained a Bachelor of Commerce from The University of Calgary in Canada in June 1979.

Mr. Cheung was a director of Trimpf Services Limited and New Standards Limited (collectively the “**Dissolved Companies**”), which were private companies incorporated in Hong Kong and dissolved by deregistration in December 2000 and July 2002, respectively. Mr. Cheung confirmed that the Dissolved Companies were inactive and had not carried out any business activities since they were incorporated up to their respective

dissolution. Mr. Cheung further confirms that each of the Dissolved Companies was solvent and dormant at the time of each of their dissolution.

Mr. Cheung has not held any other directorship in any listed public companies in the last three years or any other position with the Company. As far as the Board is aware, Mr. Cheung does not have any relationship with any director, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company. As at the date of this announcement, Mr. Cheung does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Cheung has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Pursuant to a letter of appointment for a fixed term of three years signed between Mr. Cheung and the Company, Mr. Cheung is entitled to a director’s fee of HK\$200,000 per annum which was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to his experience, duties, responsibilities and the prevailing market conditions. Mr. Cheung will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election pursuant to the Company’s articles of association.

Save as disclosed above, Mr. Cheung and the Company are not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules in connection with the appointment of Mr. Cheung.

Following the appointment of Mr. Cheung, the Company has complied with Rules 3.10(1) and 3.21 of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Cheung to the Board.

This announcement is made by the order of the Board, and the Directors of the Company individually and jointly accept responsibility for the accuracy of this announcement.

By order of the Board
BaWang International (Group) Holding Limited

CHEN Qiyuan
Chairman

Hong Kong, 13 November 2014

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. CHEN Qiyuan, Ms. WAN Yuhua, Mr. CHEN Zheng He and Mr. WONG Sin Yung, and three independent non-executive directors, namely Dr. NGAI Wai Fung, Mr. LI Bida and Mr. CHEUNG Kin Wing.

**For identification only.*