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**Vision Fame International Holding Limited**  
**允升國際控股有限公司**

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

**(Stock Code: 1315)**

**APPOINTMENT OF DIRECTORS**  
**AND**  
**CHANGE OF COMPOSITION OF COMMITTEES OF**  
**THE BOARD OF DIRECTORS**

**APPOINTMENT OF DIRECTORS**

The board (the “Board”) of directors (the “Directors”) of Vision Fame International Holding Limited (the “Company”) wishes to announce that with effect from 22 July 2015:

- (1) Mr. Chau Chit (“Mr. Chau”) has been appointed as an executive Director; and
- (2) Mr. Wong Wai Kwan (“Mr. Wong”) has been appointed as an independent non-executive Director.

Biographies of Mr. Chau and Mr. Wong, the newly appointed Directors, are set out below:

**Mr. Chau**

Mr. Chau, aged 50, graduated from the EMBA programme of Zhejiang University with a master’s degree in 2012. Mr. Chau has extensive experience in operation management. He has been an executive director of Jimei International Entertainment Group Limited, whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with stock code 1159, since July 2013.

Mr. Chau was appointed an executive director, the managing director, and the chairman of the executive committee and a member of the investment committee of Shougang Concord Technology Holdings Limited (now known as HNA International Investment Holdings Limited), whose shares are listed on the Stock Exchange with stock code 521, for a period from June 2006 to October 2013.

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

Mr. Chau has entered into a service agreement with the Company as an executive Director for a term of three years commencing from 22 July 2015, which may be terminated by either the Company or Mr. Chau by giving six months written notice or otherwise in accordance with the terms of the service agreement. According to the articles of association of the Company, Mr. Chau shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company.

Pursuant to the service agreement entered into between Mr. Chau and the Company, Mr. Chau is entitled to a remuneration of HK\$200,000 per month and a bonus equal to his monthly remuneration upon finish of twelve-month service, which was determined having considered the experience, duties and responsibilities of Mr. Chau and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Chau owns the entire issued share capital of MEGA START LTD, which holds 30,000,000 shares of the Company, representing 10% of the issued share capital of the Company. Save for the aforesaid, Mr. Chau does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong).

There are no other matters concerning Mr. Chau's appointment that need to be brought to the attention of the shareholders of the Company nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### **Mr. Wong**

Mr. Wong, aged 47, obtained a bachelor's degree in accountancy from City University of Hong Kong in 1992 and a master's degree in business administration from Washington University in St. Louis, U.S.A in 2009. He is a member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Currently, Mr. Wong is the general manager of the financial audit department of Fosun International Limited whose shares are listed on the Stock Exchange with stock code 656. He has extensive working experience in auditing and consulting areas, particularly in IPO exercise, risk management and mergers and acquisitions.

Mr. Wong was an independent non-executive director of Shougang Concord Technology Holdings Limited (now known as HNA International Investment Holdings Limited), whose shares are listed on the Stock Exchange with stock code 521, for a period from June 2010 to October 2013 and served as a member of each of the audit committee, the nomination committee and the remuneration committee of that company. He was also an independent non-executive director of Jimei International Entertainment Group Limited, whose shares are listed on the Stock Exchange with stock code 1159, from September 2013 to November 2014 and served as a member of each of the audit committee, the nomination committee, the remuneration committee and the investment steering committee of that Company.

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

Mr. Wong has entered into a service agreement with the Company as an independent non-executive Director for a term of three years commencing from 22 July 2015, which may be terminated by either the Company or Mr. Wong by giving six months written notice or otherwise in accordance with the terms of the service agreement. According to the articles of association of the Company, Mr. Wong shall retire from office and be eligible for re-election at the forthcoming general meeting of the Company.

Pursuant to the service agreement entered into between Mr. Wong and the Company, Mr. Wong is entitled to a remuneration of HK\$150,000 per year, which was determined having considered the experience, duties and responsibilities of Mr. Wong and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Wong does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong).

There are no other matters concerning Mr. Wong's appointment that need to be brought to the attention of the shareholders of the Company nor is there any information that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Chau and Mr. Wong to join the Board.

## **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

With effect from 22 July 2015, following the change of Directors as mentioned above:

- (1) the audit committee of the Company (the "Audit Committee") comprises Mr. Chiu Sai Chuen Nicholas, Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong. Mr. Tam Tak Kei Raymond remains to act as the chairman of the Audit Committee;
- (2) the remuneration committee of the Company (the "Remuneration Committee") comprises Mr. Wang Zhijun, Mr. Hu Baoyue, Mr. Chau, Mr. Chiu Sai Chuen Nicholas, Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong. Mr. Wong Kai Tung Simon remains to act as the chairman of the Remuneration Committee; and

- (3) the nomination committee of the Company (the “Nomination Committee”) comprises Mr. Wang Zhijun, Mr. Hu Baoyue, Mr. Chau, Mr. Chiu Sai Chuen Nicholas, Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong. Mr. Wang Zhijun remains to act as the chairman of the Nomination Committee.

By Order of the Board  
**Vision Fame International Holding Limited**  
**Wang Zhijun**  
*Chairman*

Hong Kong, 22 July 2015

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Wang Zhijun, Mr. Hu Baoyue, Mr. Chau Chit and Mr. Kwan Ngai Kit; and four independent non-executive Directors, namely Mr. Chiu Sai Chuen Nicholas, Mr. Tam Tak Kei Raymond, Mr. Wong Kai Tung Simon and Mr. Wong Wai Kwan.*