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## **YGM TRADING LIMITED**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 00375)**

### **(1) RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) CHANGE OF MEMBERS OF BOARD COMMITTEES**

The Board announces that:

- (1) Mr. Leung Hok Lim has retired as independent non-executive Director with effect after the conclusion of the AGM;
- (2) Mr. So Stephen Hon Cheung has been appointed as an independent non-executive Director with effect after the conclusion of the AGM; and
- (3) Mr. Choi Ting Ki has been appointed as the chairman of the nomination committee of the Company; Mr. So Stephen Hon Cheung has been appointed as the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Company, all with effect after the conclusion of the AGM.

Reference is made to the circular of YGM Trading Limited (the “**Company**”) dated 27 July 2017 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

#### **(1) Retirement and appointment of independent non-executive Director**

Mr. Leung Hok Lim (“**Mr. Leung**”) has retired as independent non-executive Director with effect after the conclusion of the AGM. The Board would like to take this opportunity to express its gratitude to Mr. Leung for his valuable contribution to the Company during his tenure of service.

With effect after the conclusion of the AGM, Mr. So Stephen Hon Cheung (“**Mr. So**”) has been appointed as an independent non-executive Director.

Mr. So, aged 61, has been a director of an accounting firm T.M. Ho So & Leung CPA Limited since August 2003. Currently, he is the chief financial officer and company secretary of Ying Kee Tea Company Limited. Mr. So has over ten years’ experience in the accountancy field and several years’ experience working as the chief financial officer of CY Oriental Holdings Limited and the finance director of Jetion Holdings Limited, both in the manufacturing industry. Mr. So graduated from the University of British Columbia in Canada with a Bachelor of Commerce degree in November 1979. Mr. So has been an associate member of the Institute of Chartered Accountants of British Columbia since December 1985 and a member of the Society of Management Accountants of British Columbia since October 1991, and has been a fellow member of the Hong Kong Institute of Certified Public Accountants since July 1993.

Mr. So’s directorships in other companies listed on the Stock Exchange as at the date of his appointment

and the last three years are set out below:

<b>Company</b>	<b>Position</b>	<b>Period</b>
Jin Bao Bao Holdings Limited (Stock code : 1239)	Independent non-executive director	August 2017 to present
Pinestone Capital Limited (stock code: 804, transferred from GEM Board in May 2017 (stock code on GEM: 8097))	Independent non-executive director	May 2015 to present
PINE Technology Holdings Limited (stock code: 1079)	Independent non-executive director	September 2002 to present
Milan Station Holdings Limited (stock code: 1150)	Independent non-executive director	April 2011 to February 2017 (Note 1)
Skyworth Digital Holdings Limited (stock code: 751)	Independent non-executive director	March 2000 to December 2014 (Note 2)

*Notes:*

1. Mr. So confirmed that he resigned as independent non-executive director of Milan Station Holdings Limited to devote more time for personal commitments. This is consistent with that disclosed in the announcement of Milan Station Holdings Limited dated 3 February 2017.
2. Mr. So confirmed that he resigned as independent non-executive director of Skyworth Digital Holdings Limited due to his other business commitments. This is consistent with that disclosed in the announcement of Skyworth Digital Holdings Limited dated 24 December 2014.

Mr. So was a director of the following companies, which were dissolved or wound-up (but not due to members' voluntary winding-up):

<b>Name of Company</b>	<b>Principal business activity immediately prior to dissolution</b>	<b>Date of dissolution or winding-up</b>	<b>Details</b>
Ansilk Limited	Dormant	11 October 2002	This company incorporated in Hong Kong was dissolved by striking off pursuant to section 291(6) of the Predecessor Companies Ordinance (Note 1)
Clearwater Environmental Limited	Dormant	9 August 2002	This company incorporated in Hong Kong was dissolved by striking off pursuant to section 291(6) of the Predecessor Companies Ordinance (Note 1)
Elegant Heart Limited	Property and shares investments	17 April 2014	This company incorporated in Hong Kong was deregistered under section 291AA of the Predecessor Companies

			Ordinance and accordingly was dissolved upon deregistration ( <i>Note 2</i> )
Suresound Investments Limited	Property investment	19 July 2013	This company incorporated in Hong Kong was deregistered under section 291AA of the Predecessor Companies Ordinance and accordingly was dissolved upon deregistration ( <i>Note 2</i> )
Yanser International Limited	Dormant	13 August 2004	This company incorporated in Hong Kong was deregistered under section 291AA of the Predecessor Companies Ordinance and accordingly was dissolved upon deregistration ( <i>Note 2</i> )
Kee Hing Property Management Limited	Dormant	25 July 2014	This company incorporated in Hong Kong was deregistered under section 291AA of the Predecessor Companies Ordinance and accordingly was dissolved upon deregistration ( <i>Note 2</i> )

*Notes:*

1. Pursuant to section 291 of the Predecessor Companies Ordinance, where the Registrar of Companies has reasonable cause to believe that a company is not carrying on business or is not in operation, the Registrar may strike the name of the company off the register after the expiration of a specified period. Mr. So Stephen Hon Cheung confirmed that the said company was solvent and was not carrying on business or in operation at the time of it being struck off.
2. Pursuant to section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or has ceased operation for more than three months immediately before application; and (c) such company has no outstanding liabilities.

Mr. So confirmed that there was no wrongful act on his part leading to the above dissolutions and strikings out and he is not aware of any actual or potential claim which has been or will be made against him as a result.

Save as disclosed above, as at the date of this announcement, Mr. So does not have any relationships with any other directors, senior management or substantial or controlling shareholders of the Company and does not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the date of this announcement, Mr. So does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. So's appointment as an independent non-executive Director has no specific term, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. Under Mr. So's appointment letter with the company, he is entitled to an annual director's fee of HK\$150,000. The remuneration package of Mr. So was determined by the Board on recommendation of the Remuneration Committee of the Company with reference to his experience, duties and responsibilities, time commitment and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to Mr. So's appointment that needs to be brought to the attention of the shareholders of the Company nor is there other information that is required to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

**(2) Change of members of board committees**

Mr. Choi Ting Ki has been appointed as the chairman of the nomination committee of the Company with effect after the conclusion of the AGM.

Mr. So Stephen Hon Cheung has been appointed as the chairman of the audit committee, a member of the nomination committee and a member of the remuneration committee of the Company with effect after the conclusion of the AGM.

By Order of the Board  
**YGM TRADING LIMITED**  
**Leung Wing Fat**  
*Company Secretary*

Hong Kong, 20 September 2017

*As at the date of this announcement, the Board comprises seven executive Directors, namely Mr. Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley, Mr. Fu Sing Yam, William, Mr. Andrew Chan, Mr. Chan Wing Fui, Peter, Mr. Chan Wing Kee and Mr. Chan Wing To, and four independent non-executive Directors, namely Mr. Lin Keping, Mr. Sze Cho Cheung, Michael, Mr. Choi Ting Ki and Mr. So Stephen Hon Cheung.*