

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



HL Technology Group Limited

泓淋科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

APPOINTMENT OF DIRECTORS AND CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

APPOINTMENT OF DIRECTORS

The Board announces that with effect from 25 June 2015,

- (1) Mr. Wu has been appointed as an executive Director and vice chief executive officer of the Company;
- (2) Mr. Qu and Mr. Lu have been appointed as independent non-executive Directors.

CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that with effect from 25 June 2015,

- (1) Mr. Qu has been appointed as a member of the Nomination Committee, the Audit Committee and the Compensation and Benefits Committee;
- (2) Mr. Lu has been appointed as a member of the Audit Committee and the Compensation and Benefits Committee.

* *For identification purposes only*

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) of HL Technology Group Limited (the “**Company**”) announces that with effect from 25 June 2015:

- (1) Mr. Wu Chi Luen (吳季倫) (“**Mr. Wu**”) has been appointed as an executive Director and vice chief executive officer of the Company;
- (2) Mr. Qu Wen Zhou (屈文洲) (“**Mr. Qu**”) has been appointed as an independent non-executive Director, a member of the nomination committee (the “**Nomination Committee**”) of the Company, the audit committee (the “**Audit Committee**”) of the Company and the compensation and benefits committee (the “**Compensation and Benefits Committee**”) of the Company; and
- (3) Mr. Lu, Brian Yong Chen (呂永琛) (“**Mr. Lu**”) has been appointed as an independent non-executive Director, a member of the Audit Committee and the Compensation and Benefits Committee.

The biographical details of the above appointed Directors are as follows:

EXECUTIVE DIRECTOR

Mr. Wu Chi Luen (吳季倫先生)

Mr. Wu Chi Luen, aged 38, graduated from the Department of Mathematics (Applied Mathematics Section), College of Science and Engineering and was conferred the Degree of Bachelor of Science in June 2000, and graduated from the Graduated School of Management (Master’s Program), College of Management with a Degree of Master of Business Administration in June 2002, both at the Fu-Jen Catholic University in Taiwan.

Mr. Wu served as a Territory Sales Representative of Seagate Technology Taiwan Limited from October 2010 to October 2014.

Mr. Wu has over 5 years of experience in the industry of information technology, and is knowledgeable on technology trend and industry know-how.

Save as disclosed in this announcement, Mr. Wu (i) does not hold any directorships in other public companies which securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other 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. Wu has entered into a service agreement with the Company as an executive Director for a term of 3 years commencing from 25 June 2015, which may be terminated by either the Company or Mr. Wu by giving three months written notice or otherwise in accordance with the terms of the service agreement. According to the articles of association (the “**Articles**”) of the Company, Mr. Wu shall retire from office and be eligible for re-election at the forthcoming annual general meeting of the Company.

Under the service agreement entered into between the Company and Mr. Wu, Mr. Wu is entitled to a remuneration of HK\$200,000 per year, payable on a monthly basis. Mr. Wu is also entitled a discretionary bonus in respect of each financial year of the Company in an amount to be determined by the Compensation and Benefits Committee, provided that the total amount of bonuses payable to all the executive Directors for the relevant time shall not exceed 5% of the combined audited net profit of the Group (after taxation and minority interests and the payment of such bonuses but before extraordinary items) for that financial year. The remuneration of Mr. Wu was determined having considered the experience, duties and responsibilities of Mr. Wu and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Wu 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. Wu's appointment that need to be brought to the attention of the shareholders of the Company (the "**Shareholders**") 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**").

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Qu Wen Zhou (屈文洲先生)

Mr. Qu, aged 43, graduated from the Department of Applied Mathematics with a Degree of Bachelor of Science in July 1995, and graduated from the Department of Finance with a Degree of Master of Economics in June 1999, and graduated with a Degree of Master of Business Administration in July 2001, all at 廈門大學 (Xiamen University*) in the People's Republic of China (the "**PRC**"). He obtained a PhD degree in Finance from Xiamen University in 2003 and he was a Postdoctoral Fellow in Business Administration of Tsinghua University in 2005. Furthermore, Mr. Qu has been a Chartered Financial Analyst (CFA) charterholder since November 2004 and he has been a certified public accountant (CPA) of 中國註冊會計師協會 (Chinese Institute of Certified Public Accountants*) since November 2003.

Mr. Qu served as a professor of Business Management in Xiamen University from August 2010 to July 2013.

Mr. Qu has been appointed an independent director of Geo-Jade Petroleum Corporation (stock code: 600759: Shanghai Stock Exchange), Shenzhen Laibao Hi-Tech Co, Ltd. (stock code: 002106: Shenzhen Stock Exchange), Shandong Airlines Co., Ltd. (stock code: 200152: Shenzhen Stock Exchange), Fujian Cosunter Pharmaceutical Co., Ltd. (stock code: 300436: Shenzhen Stock Exchange), Guangdong Baolihua New Energy Stock Company Limited (stock code: 000690: Shenzhen Stock Exchange), and an independent non-executive director of Mingfa Group (International) Company Limited (stock code: 846: Hong Kong Stock Exchange).

Mr. Qu was appointed as an independent director of Xiamen International Airport Co., Ltd. (stock code: 600897: Shanghai Stock Exchange) from May 2007 to May 2014, and Xingye Leather Technology Co., Ltd. (stock code: 002674: Shenzhen Stock Exchange) from December 2008 to December 2013.

Mr. Qu has more than 10 years of experience in securities investment and management.

Save as disclosed in this announcement, Mr. Qu (i) does not hold any directorships in other public companies which securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other 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. Qu has entered into a service agreement with the Company as an independent non-executive Director for a term of 3 years commencing from 25 June 2015, which may be terminated by either the Company or Mr. Qu by giving three months written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Qu shall retire from office and be eligible for re-election at the forthcoming annual general meeting of the Company.

Under the service agreement entered into between the Company and Mr. Qu, Mr. Qu is entitled to a remuneration of HK\$200,000 per year, payable on a monthly basis. The remuneration of Mr. Qu was determined having considered the experience, duties and responsibilities of Mr. Qu and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Qu 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. Qu's appointment that need to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Lu, Brian Yong Chen (呂永琛)

Mr. Lu, aged 51, graduated from the University of New South Wales in Australia with a Degree of Master of Information Science in October 1994.

Mr. Lu served as a Manager, Design/Architecture of IBM Australia Limited from May 1995 to April 2001. He then served as a Client Unit Executive in the IBM Global Technology Services Department of IBM China/Hong Kong Limited from 2001 to 2012, and a partner of the Business Application Consulting Sector of IBM (China) Company Limited from June 2012.

Mr. Lu is a successful corporate executive with excellent business strategy capability and well established business connections in the Asia Pacific region. He has over 20 years of management experience in Fortune 100 companies in Australia, Hong Kong and PRC, assisting in enterprises with their business transformation and growth.

Save as disclosed in this announcement, Mr. Lu (i) does not hold any directorships in other public companies which securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other 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. Lu has entered into a service agreement with the Company as an independent non-executive Director for a term of 3 years commencing from 25 June 2015, which may be terminated by either the Company or Mr. Lu by giving three months written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Lu shall retire from office and be eligible for re-election at the forthcoming annual general meeting of the Company.

Under the service agreement entered into between the Company and Mr. Lu, Mr. Lu is entitled to a remuneration of HK\$200,000 per year, payable on a monthly basis. The remuneration of Mr. Lu was determined having considered the experience, duties and responsibilities of Mr. Lu and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Lu 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. Lu's appointment that need to be brought to the attention of the Shareholders 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. Wu, Mr. Qu and Mr. Lu for joining the Board.

CHANGE IN COMPOSITIONS OF THE BOARD COMMITTEES

With effect from 25 June 2015, the compositions of the Nomination Committee, the Audit Committee and the Compensation and Benefits Committee have been changed as follows:

(i) Nomination Committee

Mr. Qu has been appointed as a member of the Nomination Committee.

Following the change of composition, the Nomination Committee comprises of Mr. Chi Shaolin, Mr. Thomas Tam, Mr. Pao Ping Wing and Mr. Qu, with Mr. Chi Shaolin as the chairman of the Nomination Committee.

(ii) Audit Committee

Mr. Qu and Mr. Lu have been appointed as the members of the Audit Committee.

Following the change of composition, the Audit Committee comprises of Mr. Thomas Tam, Mr. Pao Ping Wing, Ms. Zheng Lin, Mr. Qu and Mr. Lu, with Mr. Thomas Tam as the chairman of the Audit Committee.

(iii) Compensation and Benefits Committee

Mr. Qu and Mr. Lu have been appointed as the members of the Compensation and Benefits Committee.

Following the change of composition, the Compensation and Benefits Committee comprises of Ms. Zheng Lin, Mr. Lu Chengye, Mr. Thomas Tam, Mr. Qu and Mr. Lu, with Ms. Zheng Lin as the chairman of the Compensation and Benefits Committee.

By Order of the Board
HL Technology Group Limited
Chi Shaolin
Chairman and CEO

Hong Kong, 25 June 2015

As at the date of this announcement, the executive Directors are Mr. Chi Shaolin (Chairman and CEO), Mr. Cheng Wen, Mr. Lu Chengye and Mr. Wu Chi Luen and the independent non-executive Directors are Mr. Thomas Tam, Mr. Pao Ping Wing, Ms. Zheng Lin, Mr. Qu Wen Zhou and Mr. Lu, Brian Yong Chen.