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# Theme

## THEME INTERNATIONAL HOLDINGS LIMITED

### 榮暉國際集團有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 990)**

#### **APPOINTMENT OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board hereby announces the following appointment of directors with effect from 22 May 2015:

- (1) Ms. Wong Fung Chi was appointed as an executive director; and
- (2) Mr. Chan Chi Ming, Tony and Mr. Wu Shiming were appointed as independent non-executive directors.

The board of directors (the “Board”) of Theme International Holdings Limited (the “Company”) announces the appointment of Ms. Wong Fung Chi (“Ms. Wong”) as an executive director and Mr. Chan Chi Ming, Tony (“Mr. Chan”) and Mr. Wu Shiming (“Mr. Wu”) as independent non-executive directors of the Company with effect from 22 May 2015.

#### **Ms. Wong**

Ms. Wong, aged 53, is the Managing Director and Vice Chairman of Chongqing JiaDuoLi (Hong Kong) Real Estate Development Company Limited (重慶嘉多利(香港)房地產開發有限公司) since June 1994, and has experience in banking consulting, international trading and property development in Hong Kong and the People’s Republic of China (the “PRC”). She was awarded PRC Hundred Person List of the Industry Award (中國百名行業風雲人物獎) in 2005.

Ms. Wong has not entered into any service contract with the Company and has no fixed terms of service with the Company. Ms. Wong is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws of the Company. Ms. Wong is entitled to receive a monthly remuneration of HK\$50,000, which is determined with reference to her duties and responsibilities and the prevailing market conditions. In addition, Ms. Wong shall also be entitled to a discretionary bonus and other incentives as determined by the remuneration committee of the Company from time to time with reference to the remuneration policy of the Company.

Ms. Wong is currently a director of Asia Develop Limited, King Topwell International Limited and Asia Toprich Development Limited, all of which are wholly-owned subsidiaries of the Company.

Save as disclosed above, Ms. Wong did not hold any other positions in the Company and its subsidiaries and did not hold any directorship in any other listed companies in the past three years prior to the date of his appointment as an executive director of the Company.

Save as disclosed above, (a) Ms. Wong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries (as defined by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”)); and (b) there is no other information that needs to be disclosed pursuant to any of requirement as set out in Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Ms. Wong.

As at the date of this announcement, Ms. Wong’s spouse, Mr. Cheng Choi Tak, has interest in 1,860,000 shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **Mr. Chan**

Mr. Chan, aged 47, graduated from Australian National University, with a Bachelor Degree in Commerce (Major in Accounting). Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia and has over 18 years’ experience in the field of business advisory, accounting and auditing. Mr. Chan was formerly a senior manager of an international accounting firm and is currently the chief financial officer, company secretary and authorized representative of Good Fellow Resources Holdings Limited (stock code: 109), whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mr. Chan has entered into an appointment letter with the Company in relation to his appointment as an independent non-executive director for a term of one year commencing from 22 May 2015 unless terminated by at least one month’s written notice served by either party at any time during the then existing term. Mr. Chan is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Chan is entitled to receive a monthly director’s fee of HK\$5,000, which is determined with reference to his duties and responsibilities and the prevailing market conditions. In addition, Mr. Chan shall also be entitled to a discretionary bonus which may be granted by reference to the Group’s results and performance for the financial year concerned and his performance, roles and responsibilities.

Save as disclosed above, Mr. Chan did not hold any other positions in the Company and its subsidiaries and did not hold any directorship in any other listed companies in the past three years prior to the date of his appointment as an independent non-executive director of the Company.

Save as disclosed above, (a) Mr. Chan does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries (as defined by the Listing Rules; and (b) there is no other information that needs to be disclosed pursuant to any of requirement as set out in Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Chan.

As at the date of this announcement, Mr. Chan does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **Mr. Wu**

Mr. Wu, aged 39, is the executive director and deputy chief executive officer of Leyou Technologies Holdings Limited (stock code: 1089), whose shares are listed on the main board of the Stock Exchange. Mr. Wu is also the independent non-executive director of China Putian Food Holding Limited (stock code: 1699), Yueshou Environmental Holdings Limited (stock code: 1191) and Pak Tak International Limited (stock code: 2668), whose shares are listed on the main board of the Stock Exchange.

Mr. Wu has over 16 years of experiences in accounting and financial management. Mr. Wu is a qualified intermediate accountant and he obtained such qualification after he has passed the national examination jointly organized by the Ministry of Finance and the Ministry of Personnel of the PRC. Mr. Wu graduated from a course in foreign economic enterprise financial accounting at Jimei University in 1995.

Mr. Wu has entered into an appointment letter with the Company in relation to his appointment as an independent non-executive director for a term of one year commencing from 22 May 2015 unless terminated by at least one month's written notice served by either party at any time during the then existing term. Mr. Wu is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Wu is entitled to receive a monthly director's fee of HK\$5,000, which is determined with reference to his duties and responsibilities and the prevailing market conditions. In addition, Mr. Wu shall also be entitled to a discretionary bonus which may be granted by reference to the Group's results and performance for the financial year concerned and his performance, roles and responsibilities.

Save as disclosed above, Mr. Wu did not hold any other positions in the Company and its subsidiaries and did not hold any directorship in any other listed companies in the past three years prior to the date of his appointment as an independent non-executive director of the Company.

Save as disclosed above, (a) Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries (as defined by the Listing Rules); and (b) there is no other information that needs to be disclosed pursuant to any of requirement as set out in Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the appointment of Mr. Wu.

As at the date of this announcement, Mr. Wu does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board would like to take this opportunity to welcome Ms. Wong, Mr. Chan and Mr. Wu for joining the Board.

By Order of the Board of  
**Theme International Holdings Limited**  
**Liu Bing**  
*Executive Director*

Hong Kong, 22 May 2015

*As at the date of this announcement, the Board comprises (i) Mr. Wong Lik Ping, Mr. Liu Bing and Ms. Wong Fung Chi as executive Directors; (ii) Mr. Huang Bin as non-executive Director; and (iii) Mr. Kee Wah Sze, Mr. Chan Pat Lam, Mr. To Yan Ming Edmond, Mr. Goh Choo Hwee, Mr. Chan Chi Ming, Tony and Mr. Wu Shiming as independent non-executive Directors.*