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Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01239)

**PROFIT ALERT
AND
APPOINTMENT OF EXECUTIVE DIRECTOR**

PROFIT ALERT

This announcement is made by Jin Bao Bao Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, based on the unaudited management accounts of the Group for the year ended 31 December 2016, the Group is expected to record a net profit for the year ended 31 December 2016 as opposed to the net loss for the year ended 31 December 2015. The expected net profit was mainly attributable to the financial results contributed by the business segment newly acquired by the Company on 14 November 2016.

As the Company is still in the process of preparing and finalising its audited consolidated accounts for the year ended 31 December 2016, the information contained in this announcement is only based on the preliminary assessment of the unaudited consolidated management accounts of the Group for the year ended 31 December 2016, which have not yet been finalised and are subject to adjustments as appropriate and final review of the Company and its auditor.

Shareholders and potential investors are advised to read carefully the Company’s annual results announcement for the year ended 31 December 2016, which is expected to be announced no later than the end of March 2017.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Ngai Mei (“**Ms. Ngai**”) has been appointed as an executive Director with effect from 28 February 2017.

Ms. Ngai, aged 34, graduated from Manchester Metropolitan University, UK and has more than ten years working experience in corporate management and merge and acquisition. Ms. Ngai once worked in China Minsheng Banking Corporation Limited (“**CMBC**”), during which time she participated in the CMBC Initial Public Offerings, was responsible for overall planning of overseas investor relations and participated in various large roadshows cooperated closely with investment banks, financial public relation and related professional teams. She also joined the acquisition of Asia Commercial Bank and participated in the license application of CMBC’s Hong Kong Branch. Ms. Ngai was also responsible for investor relations and corporate financing of Hong Kong listed companies, leading a number of financing projects.

As at the date of this announcement, Ms. Ngai has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Ms. Ngai did not hold any directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of her appointment and she does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, there are no other matters relating to the appointment of Ms. Ngai that should be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

As at the date of this announcement, Ms. Ngai has entered into the letter of appointment with the Company and will hold office until the next general meeting of the Company and will be subject to retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Pursuant to such appointment letter, Ms. Ngai will receive a director’s fee of HK\$3,600,000 per annum. Such director’s fee is determined with reference to her duties and responsibilities with the Company, the Company’s remuneration policy as well as prevailing market rates and will be subject to review by the remuneration committee of the Company from time to time.

The Board would like to take this opportunity to extend a warm welcome to Ms. Ngai for joining the Board.

By Order of the Board
Jin Bao Bao Holdings Limited
Xie Yan
Executive Director

Hong Kong, 28 February 2017

As at the date of this announcement, the Board of the Directors comprises Mr. Ling Zheng, Mr. He Xiaoming, Ms. Ngai Mei and Ms. Xie Yan as executive Directors; Mr. Lee Chi Hwa, Joshua, Mr. Lam Chi Wai and Mr. Chan Chun Kau as independent non-executive Directors.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.