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**華邦金融控股有限公司**

**Huabang Financial Holdings Limited**

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

**(Stock code: 3638)**

**(1) RE-DESIGNATION OF DIRECTOR;  
(2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR; AND  
(3) PROPOSED GRANT OF SHARE OPTIONS**

**RE-DESIGNATION OF DIRECTOR**

The Board (the “**Board**”) of directors (the “**Directors**”) of Huabang Financial Holdings Limited (the “**Company**”) announces that Mr. Lau Wan Po (“**Mr. Lau**”) has been re-designated from an executive Director to a non-executive Director and ceased to be the vice chairman of the Company with effect from 29 June 2018.

Mr. Lau, aged 42, is currently a non-executive director of New Sports Group Limited (stock code: 299), the shares of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. Lau was appointed as a non-executive Director and the vice chairman of the Company on 26 January 2017 and re-designated to an executive Director on 7 March 2017.

Save as disclosed above, Mr. Lau did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Lau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. Further, as at the date of this announcement, Mr. Lau is interested in 100,000,000 share options granted by the Company. Save as disclosed and as at the date of this announcement, Mr. Lau does not have any interests in the 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. Lau does not have a service agreement with the Group. Mr. Lau is not appointed for a specific term and shall be subject to retirement by rotation and re-election in accordance with the Company’s Articles of Association and the Listing Rules. Mr. Lau does not receive remuneration from the Company on the appointment and subject to the recommendation of the remuneration committee of the Company and review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the re-designation of Mr. Lau that needs to be brought to the attention of the shareholders of the Company (the “Shareholders”), and Mr. Lau confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The board is pleased to announce that Mr. YEUNG Wai Fai Andrew (“**Mr. Yeung**”) has been appointed as a non-executive Director of the Company with effect from 29 June 2018.

Mr. Yeung Wai Fai Andrew, aged 45, joined the Company as the principal and one of the responsible officers of Huabang Corporate Finance Limited, an indirect wholly-owned subsidiary of the Company since November 2016. Mr. Yeung has been appointed as an independent non-executive director of VPower Group International Holdings Limited (stock code: 1608) since October 2016, and was an independent non-executive Director of the Company (formerly known as Goldenmars Technology Holdings Limited) between June 2016 and September 2016, and he was a non-executive director and the deputy chairman of Qianhai Health Holdings Limited (stock code: 911) from 23 January 2017 to 29 June 2018, companies whose shares are listed on the Main Board of the Stock Exchange.

Mr. Yeung has over 17 years of experience in investment and private banking. He had been the head of investment banking and advisory of Kim Eng Securities (Hong Kong) Limited from July 2015 to October 2016. He was an independent director of Eversol Corporation (stock code: 3647.TT), which was delisted on the Taiwan GreTai Securities Market in October 2016, from June 2014 to June 2016. Mr. Yeung was the head of corporate finance advisory of Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, from August 2014 to May 2015. Prior to joining Edmond de Rothschild (Suisse) S.A., Hong Kong Branch, he was the managing director of DBS Asia Capital Limited and he worked at DBS Asia Capital Limited for over 10 years. He worked as the corporate finance associate in BNP Paribas Peregrine Capital Limited from April 2000 to May 2002. Mr. Yeung graduated from the Hong Kong Polytechnic University with a bachelor of arts (Hons.) in accountancy in 1994. Mr. Yeung has been a certified public accountant with the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Yeung did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Yeung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Further, as at the date of this announcement, save as the grant of 85,000,000 share options subject to approval of the Shareholders, Mr. Yeung does not have any interests in the 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. Yeung does not have a service agreement with the Group. Mr. Yeung is not appointed for a specific term and shall be subject to retirement by rotation and re-election in accordance with the Company's Articles of Association and the Listing Rules. Mr. Yeung does not receive remuneration from the Company on the appointment and subject to the recommendation of the remuneration committee of the Company and review by the Board from time to time.

Save as disclosed above, the Board is not aware of any matters relating to the appointment of Mr. Yeung that needs to be brought to the attention of the Shareholders, and Mr. Yeung confirmed that there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Yeung for joining the Board.

## **PROPOSED GRANT OF SHARE OPTIONS**

Pursuant to Rule 17.06A of the Listing Rules, the Board hereby announces that, on 29 June 2018 (the "**Date of Grant**"), the Company resolved to conditionally grant 85,000,000 share options (the "**Option(s)**") under the share option scheme (the "**Share Option Scheme**") adopted by the Company on 21 August 2013 and refreshed on 24 February 2017, to Mr. YEUNG Wai Fai Andrew (the "**Grantee**"), a non-executive Director of the Company, to subscribe for up to 85,000,000 ordinary shares of HK\$0.0008333 each in the share capital of the Company (the "**Share(s)**"), subject to acceptance of the Grantee and approval by the Shareholders in general meeting. The total of 85,000,000 Shares to be subscribed under the Options granted represent approximately 2.08% of the existing issued share capital of the Company as at the Date of Grant and approximately 2.04% of the enlarged issued share capital of the Company, assuming the Options are fully exercised. Details of the Options granted are as follows:

Date of Grant	:	29 June 2018
Exercise price of Options granted	:	HK\$0.62 per Share, representing the highest of: <ul style="list-style-type: none"><li>(i) the closing price of HK\$0.60 per Share as stated in the Stock Exchange's daily quotation sheets on the Date of Grant;</li><li>(ii) the average closing price of HK\$0.518 per Share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Date of Grant; and</li><li>(iii) the nominal value of HK\$0.0008333 per Share.</li></ul>
Number of Options granted	:	85,000,000 Options (each Option shall entitle the Grantee to subscribe for one Share)

- Validity period of Options : 3 years, from the Date of Grant up to 28 June 2021, both dates inclusive
- Vesting period of Options : (i) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from the Date of Grant to 28 June 2021;
- (ii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 29 June 2019 to 28 June 2021; and
- (iii) one-third of the Options (rounded down to the nearest whole number) shall be exercisable from 29 June 2020 to 28 June 2021.

As at the Date of Grant, the Company had 4,089,492,000 Shares in issue.

## **LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, the grant of the options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the options concerned). The grant of the Options to Mr. Yeung has been reviewed and approved by the independent non-executive Directors of the Company.

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of the options to any participant would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme or any other schemes of the Group to such person (including options exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by the Shareholders in general meeting. The Grantee and his associates must abstain from voting at the general meeting.

As the total number of Shares issued and to be issued upon exercise of the Options granted to the Grantee would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to and acceptance thereof by the Grantee is subject to the approval by Shareholders pursuant to the Listing Rules and the Grantee and his associates must abstain from voting in favour of such resolution(s) at the Shareholders general meeting.

## **GENERAL**

The Shareholders general meeting will be convened and held for the Shareholders to consider and, if thought fit, approve the grant of the Options to the Grantee. A circular containing, among other things, further information in relation to the grant of the Options to the Grantee as required under the Listing Rules, together with the notice of the Shareholders general meeting, will be despatched to the Shareholders in due course.

By Order of the Board  
**Huabang Financial Holdings Limited**  
**George Lu**  
*Chairman & Chief Executive Officer*

Hong Kong, 29 June 2018

*As at the date of this announcement, the executive Directors of the Company are Mr. George Lu and Ms. Lau Wing Sze; the non-executive Directors of the Company are Mr. Pang Chung Fai Benny, Mr. Lau Wan Po and Mr. Yeung Wai Fai Andrew; and the independent non-executive Directors of the Company are Mr. Loo Hong Shing, Vincent, Mr. Shin Yick Fabian and Mr. Lam Allan Loc.*