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**中國動力**  
China Dynamics

**China Dynamics (Holdings) Limited**

**中國動力(控股)有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 476)**

## **APPOINTMENT OF NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of China Dynamics (Holdings) Limited (the “**Company**”) is pleased to announce that each of Mr. Zhao Hong Feng (趙洪峰) (“**Mr. Zhao**”) and Mr. Zhou Jin Kai (周金凱) (“**Mr. Zhou**”) has been appointed as a non-executive Director with effect from 1 September 2014.

### **Zhao Hong Feng (趙洪峰)**

Mr. Zhao, aged 43, was graduated from the Beijing University of Agriculture, majoring in agricultural economics. He was also a research student from the Party School of the Central Committee of C.P.C.. Mr. Zhao had been serving the PRC government since 1993, primarily in the field of economic development and trade cooperation. Mr. Zhao joined the Committee of Economics of Shunyi District, Beijing, in 2000, and later took the position as the chief of the Department of Automobile of the Industrial Bureau of Shunyi District in 2005. In 2007, he was appointed as the deputy general manager of the Beijing Automobile City Investment & Management Co., Limited (the “**Beijing Automobile City**”) and was subsequently promoted as the general manager in 2010. During his years of service in Beijing Automobile City, Mr. Zhao was responsible for the supervision and coordination of investment, advancement and progression of the industrial projects in the Beijing Automobile Production Base (the “**BJAPB**”). In 2012, Mr. Zhao became the director of the Management Committee of BJAPB.

As shown in the corporate substantial shareholder notice on 21 August 2014, Beijing Automobile City directly and indirectly held 5.05% of the shareholding of the Company and hence is one of the substantial shareholder of the Company as at 21 August 2014.

Mr. Zhao have entered into a service contract with the Company for a term of two years, subject to re-election at the forthcoming annual general meeting of the Company and retirement by rotation in accordance with the bye-laws of the Company. Mr. Zhao agreed to waive his entitlement to receive remuneration as a non-executive Director.

As at the date of this announcement, Mr. Zhao is a director of 北京中銅首航環保動力科技有限公司, which is one of the subsidiary of the Company. Save as disclosed herein, Mr. Zhao does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of the Company. Mr. Zhao did not hold any directorships in any other listed companies on the Stock Exchange of Hong Kong Limited and any other stock exchange or other major appointments or professional qualifications during the three years preceding the date of his appointment.

As at the date of this announcement, Mr. Zhao has interest in share options to subscribe for 10,000,000 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 “**SFO**”). Save as disclosed herein, Mr. Zhao does not have any other interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter in relation to appointment of Mr. Zhao as Director that need to be brought to the attention of the shareholders of the Company and there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Zhou Jin Kai (周金凱)**

Mr. Zhou, aged 62, is an experienced investor who has substantial experience in the PRC markets. Since 2014, Mr. Zhou has shown to the Company his remarkable business acumen, by sharing his keen insights on the prospects of the PRC market as well as introducing to the Company investment opportunities.

Mr. Zhou has entered into a service contract with the Company for a term of two years, subject to re-election at the forthcoming annual general meeting of the Company and retirement by rotation in accordance with the bye-laws of the Company. Mr. Zhou agreed to waive his entitlement to receive remuneration as a non-executive Director.

As at the date of this announcement, Mr. Zhou does not hold any other positions in the Company or any of its subsidiaries and is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Mr. Zhou did not hold any directorships in any other listed companies on the Stock Exchange of Hong Kong Limited and any other stock exchange or other major appointments or professional qualifications during the three years preceding the date of his appointment.

As at the date of this announcement, Mr. Zhou has interest in 36,000,000 shares of the Company and 909,000,000 underlying shares from the conversion of the convertible notes in the principal amount of HK\$681,750,000 issued by the Company within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Zhou does not have any other interests or deemed interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter in relation to appointment of Mr. Zhou as Director that need to be brought to the attention of the shareholders of the Company and there is no other 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. Zhao and Mr. Zhou to join the Company as its non-executive Directors.

By order of the Board  
**China Dynamics (Holdings) Limited**  
**Cheung Ngan**  
*Chairman*

Hong Kong, 1 September 2014

*As at the date of this announcement, the Board comprises two executive Directors, namely Messrs. Cheung Ngan and Chan Chung Chun, Arnold, three non-executive Directors, namely Messrs. Li Shaofeng, Zhao Hong Feng and Zhou Jin Kai, and three independent non-executive Directors, namely Messrs. Chan Francis Ping Kuen, Hu Guang and Chan Chak Paul.*