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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)**

**CHANGE OF EXECUTIVE DIRECTORS  
AND  
AUTHORISED REPRESENTATIVE**

The Board announces the following change of Directors with effect from 12 May 2016:

1. Mr. Lai has tendered his resignation as an executive Director and ceased to act as the Authorised Representative; and
2. Ms. Chan has been appointed as an executive Director and act as the Authorised Representative.

**RESIGNATION OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Dynamics (Holdings) Limited (the “**Company**”) announces that Mr. Lai Kwok Wai (“**Mr. Lai**”) has tendered his resignation as an executive director of the Company and ceased to act as an authorised representative of the Company (the “**Authorised Representative**”) under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 12 May 2016 but will remain as a consultant of the Company so as to devote more time to his family and personal affairs.

Mr. Lai has confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its appreciation to Mr. Lai for his contributions to the Board during his tenure of services with the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE**

The Board also pleased to announce that Ms. Chan Hoi Ying (陳凱盈) (“**Ms. Chan**”) has been appointed as an executive Director and the Authorised Representative with effect from 12 May 2016.

Ms. Chan, aged 28, holds a Master’s of Actuarial Practice from Macquarie University in Australia. She had worked for the audit department of RSM Hong Kong for several years.

Ms. Chan joined the Company in 2014 and is presently the investment relationship manager of the Company. Ms. Chan is responsible for the investor relationship of the Company.

Ms. Chan 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. Ms. Chan will receive director’s remuneration of HK\$1,170,000 per annum. The emoluments are determined with reference to the Company’s performance as well as remuneration benchmark in the industry and the prevailing market conditions.

As confirmed by Ms. Chan, Ms. Chan owns 25% of the interest in Entrust Limited. Entrust Limited has interest in 390,000,000 shares of the Company and 490,000,000 underlying shares from the conversion of the convertible notes in the principal amount of HK\$367,500,000 issued by the Company. Entrust Limited also directly holds 49% of the shareholding of Sino PowerHouse Corporation, which has interest in 95,232,469 shares of the Company and 1,236,000,000 underlying shares from the conversion of the convertible notes in the principal amount of HK\$927,000,000 issued by the Company.

As at the date of this announcement, Ms. Chan has interest in share options to subscribe for 3,700,000 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, Ms. Chan 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.

As confirmed by Ms. Chan, her brother, Mr Chan Tok Yu, has beneficial interest in 34% of the shareholding interest in Entrust Limited. Save as disclosed herein, Ms. Chan does not hold any other positions in the Company or any of its subsidiaries and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company. Ms. Chan did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments during the three years preceding the date of her appointment.

Save as disclosed above, there is no other matter in relation to appointment of Ms. Chan 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 Ms. Chan to join the Board.

For and on behalf of the Board  
**China Dynamics (Holdings) Limited**  
**Cheung Ngan**  
*Chairman*

Hong Kong, 12 May 2016

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Cheung Ngan and Ms. Chan Hoi Ying, two non-executive Directors, namely Messrs. 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.*