

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



VAN SHUNG CHONG HOLDINGS LIMITED

Website: <http://www.vschk.com>
(Incorporated in Bermuda with limited liability)
(Stock Code: 1001)

CHANGE OF EXECUTIVE DIRECTORS AND IMPORTANT EXECUTIVE FUNCTION

The Board hereby announces the following changes of the Company, all with effect from 25 November 2015:

- (i) Mr. Frank Muñoz has resigned as an executive director of the Company and the CEO;
- (ii) Mr. Yao Cho Fai Andrew, the chairman of the Board and an executive director of the Company, has been appointed as the CEO in succession of Mr. Frank Muñoz;
- (iii) Ms. Luk Pui Yin Grace, the chief financial officer of the Company, has been appointed as an executive director of the Company; and
- (iv) Mr. Lau Chi Chiu, the managing director of the Hong Kong Steel and International Trading of the Group, has been appointed as an executive director of the Company.

RESIGNATION OF EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Van Shung Chong Holdings Limited (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) announces that, with effect from 25 November 2015, Mr. Frank Muñoz (“**Mr. Muñoz**”) has resigned as an executive director and the chief executive officer (the “**CEO**”) of the Company due to personal matters and consequently ceased to be a member of the executive committee (the “**Executive Committee**”) of the Company on the same day.

Mr. Muñoz confirmed that he has no disagreement with the Board and that he is not aware of any matters in relation to his resignation that needs to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board hereby announces that, with effect from 25 November 2015, Ms. Luk Pui Yin Grace (“**Ms. Luk**”) and Mr. Lau Chi Chiu (“**Mr. Lau**”) have been appointed as executive directors of the Company and become members of the Executive Committee. The biographical details of each of them are set out below:

Ms. Luk Pui Yin Grace

Ms. Luk, aged 50, is the chief financial officer of the Company and also acts as a director of certain subsidiaries and a joint venture of the Company. Prior to joining the Group in May 2013, she was the chief operating officer and chief financial officer of North Asia Strategic Holdings Limited (listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Ms. Luk has over 10 years of private equity experience and more than 25 years of financial management experience in the Greater China region. During the period from 1994 to 2001, Ms. Luk was the director and financial controller of Kleinwort Benson China Management Limited, the investment manager of the London-listed China Investment & Development Fund. She was also the vice president of Dresdner Kleinwort Capital, the private equity arm of Dresdner Bank from 2001 to 2002. Prior to her service at Kleinwort Benson China Management Limited, Ms. Luk was the department head of the category financial management department at Colgate-Palmolive (H.K.) Limited and was an auditor at Arthur Andersen & Co in Hong Kong from 1988 to 1994. She received her Bachelor degree in Business Administration from the Chinese University of Hong Kong. Ms. Luk is a fellow of the UK Association of Chartered Certified Accountants and an associate of both the UK Chartered Institute of Management Accountants and the Hong Kong Institute of Certified Public Accountants.

Following her appointment, Ms. Luk entered into a letter of appointment with the Company for a term of three years subject to retirement and re-election at general meetings in accordance with the Company’s bye-laws. Ms. Luk is not entitled to any fee for acting as an executive director of the Company but will continue to receive salary, currently being HK\$1,877,904 per annum, pursuant to the employment agreement entered into between the Company and Ms. Luk in respect of her duties as chief financial officer. Her emolument will be reviewed annually by the remuneration committee (the “**Remuneration Committee**”) of the Company, she may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and/or the Board having regard to the Company’s corporate goals and objectives and her performance.

As at the date of this announcement, Ms. Luk has a direct interest (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”) in 4,493,244 share options granted to her under the Company’s share option scheme adopted on 11 August 2011.

Save as disclosed above, as at the date of this announcement, Ms. Luk (i) does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any director, senior management, substantial or controlling shareholders (having the meaning ascribed to them in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company; and (iii) does not hold any other position with the Company or any other members of the Group.

Mr. Lau Chi Chiu

Mr. Lau, age 49, is the managing director of Hong Kong Steel and International Trading of the Group and also acts as a director and legal representative of a PRC subsidiary of the Company. He joined the Group in June 1991 and has served the Group for about 24 years. Mr. Lau is responsible for the daily operations of the business of the Group and has held various sales and marketing and supply chain positions in the plastics and steel businesses of the Group. He was the general manager of Group’s plastics business from April 2003 to November 2011 and the general manager of Group’s steel business from December 2011 to May 2013. Mr. Lau graduated from Curtin University of Technology in Australia and obtained a Bachelor Degree in Commerce (Marketing & Management).

Following his appointment, Mr. Lau entered into a letter of appointment with the Company for a term of three years subject to retirement and re-election at general meetings in accordance with the Company's bye-laws. Mr. Lau is not entitled to any fee for acting as an executive director of the Company but will continue to receive salary, currently being HK\$1,223,640 per annum, pursuant to the employment agreement entered into between the Company and Mr. Lau in respect of his duties as managing director of Hong Kong Steel and International Trading of the Group. His emolument will be reviewed annually by the Remuneration Committee, he may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and/or the Board having regard to the Company's corporate goals and objectives and his performance.

As at the date of this announcement, Mr. Lau has a direct interest (within the meaning of Part XV of the SFO) in (i) 124,663 share options granted to him under the Company's share option scheme adopted on 12 November 2001; and (ii) 2,246,662 share options granted to him under the Company's share option scheme adopted on 11 August 2011.

Save as disclosed above, as at the date of this announcement, Mr. Lau (i) does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any director, senior management, substantial or controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; and (iii) does not hold any position with the Company or other members of the Group.

CHANGE OF IMPORTANT EXECUTIVE FUNCTION

The Board hereby also announces that, with effect from 25 November 2015, Mr. Yao Cho Fai Andrew (“**Mr. Yao**”), an executive director of the Company and the chairman of the Board, has been appointed as the CEO.

Mr. Yao, aged 50, is an executive director of the Company and the chairman of the Board. He is the chairman of the executive committee and nomination committee of the Company and a member of the Remuneration Committee. Mr. Yao also acts a director of most of the subsidiaries and associated companies of the Company and a legal representative of certain PRC subsidiaries of the Company. Mr. Yao has served the Group for more than 21 years. He serves as the Hong Kong Deputy to the 12th National People's Congress (NPC) of the PRC, the standing committee member of All-China Youth Federation, the chairman of Hongkong-Shanghai Economic Development Association, the board member of Lingnan University in Hong Kong, the vice chairman of Shanghai Federation of Industry & Commerce and the board member of Fudan University in Shanghai. He was awarded “Young Industrialist Award of Hong Kong” in 2004. He was awarded Justice of Peace by HKSAR in 2008. Mr. Yao is an independent non-executive director of Kader Holdings Company Limited which is a company listed on main board of the Stock Exchange and 上海大眾公用事業(集團)股份有限公司 (Shanghai Dazhong Public Utilities (Group) Co., Ltd.*) which is a company listed on the Shanghai Stock Exchange. Mr. Yao graduated from the University of California, Berkeley with a Bachelor Degree in Science and Harvard Graduate School of Business with a Master Degree in Business Administration.

No service contract has been entered into between Mr. Yao and the Company. He is subject to retirement and re-election at the general meetings in accordance with the Company's bye-laws. Mr. Yao is currently entitled to receive salary of HK\$1,950,000 per annum as determined by the Remuneration Committee. Mr. Yao's emolument will be reviewed annually by the Remuneration Committee, he may also be entitled to receive discretionary bonuses or other benefits as may be decided by the Remuneration Committee and/or the Board having regard to the Company's corporate goals and objectives and his performance.

As at the date of this announcement, Mr. Yao has the following interests, within the meaning of Part XV of the SFO:

Mr. Yao's long positions in shares ("**Shares**") and options ("**Options**") of the Company

Nature of interest	Attributable interest to Mr. Yao	Number of Shares	Approximate shareholding percentage (%)	Number of Options	Aggregate interest
Beneficial owner	100% (directly)	3,918,000	0.61%	1,869,932	5,787,932
Corporate interest held by Perfect Capital International Corp. (" Perfect Capital ") (Note 1)	deemed interest (indirectly)	89,337,806	13.95%	-	89,337,806
Corporate interest held by Huge Top Industrial Ltd. (" Huge Top ") (Note 2)	deemed interest (indirectly)	190,424,000	29.72%	-	190,424,000
		283,679,806	44.28%	1,869,932	285,549,738

Notes:

- As at the date of this announcement, Perfect Capital, a company legally and beneficially owned by Mr. Yao, held 89,337,806 Shares.
- As at the date of this announcement, Huge Top held 190,424,000 Shares. Mr. Yao is one of the two directors of Huge Top while the remaining director of Huge Top is Ms. Yao Che Li Miriam who is the sister of Mr. Yao. Mr. Yao directly held approximately 11.90% and indirectly through Perfect Capital owned approximately 42.86% of the issued shares of Huge Top and was entitled to exercise more than one-third of the voting power at general meetings of Huge Top. Mr. Yao owned the entire issued share capital of Perfect Capital. These interests in Shares of Mr. Yao were corporate interests.

Save as disclosed above, as at the date of this announcement, Mr. Yao (i) does not hold any other major appointment and professional qualification or directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any director, senior management, substantial or controlling shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; and (iii) does not hold any position with the Company or other members of the Group.

Provision A.2.1 of the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules stipulates that the roles of the chairman and the chief executive should be separated and should not be performed by the same individual. By appointing Mr. Yao as the CEO in succession of Mr. Muñoz, the Company will not have a separate chairman and CEO as Mr. Yao will hold both positions. Prior to the appointment of Mr. Muñoz as the CEO in 1 November 2012, Mr. Yao had served as both the chairman and CEO. The Board continues to believe that the vesting of the roles of both chairman and CEO in Mr. Yao will enable him to continue to provide the Group with strong leadership, efficiency usage of resources as well as allow for effective planning, formulation and implementation of the Company's business strategies which will enable the Group to sustain the development of its business efficiently. The day-to-day management and operation of the Group will continue to be the responsibility of the senior management team under the monitor of the Executive Committee and Mr. Yao's leadership.

Save as disclosed above, there is no other matter relating to the aforesaid change of directorships and important executive function of the Company that needs to be brought to the attention of the shareholders of the Company and there is no information which is discloseable nor are/were Mr. Yao, Ms. Luk and Mr. Lau involved in any matters 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 express its gratitude to Mr. Muñoz for his valuable contribution to the Group during his tenure of services and extend a warm welcome to Ms. Luk and Mr. Lau on taking up their new positions.

On behalf of the Board
Van Shung Chong Holdings Limited
Yao Cho Fai Andrew
Chairman

Hong Kong, 25 November 2015

As at the date of this announcement, the Board comprises Mr. Yao Cho Fai Andrew, Ms. Luk Pui Yin Grace and Mr. Lau Chi Chiu (being the executive directors); Mr. Dong Sai Ming Fernando (being the non-executive director); Mr. Tam King Ching Kenny, Mr. Xu Lin Bao, Mr. Tse Lung Wa Teddy and Mr. Yeung Wing Sun Mike (being the independent non-executive directors).

** For identification purposes only*