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FinTronics

銀創控股

FINTRONICS HOLDINGS COMPANY LIMITED

銀創控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 706)

CHANGE IN DIRECTORS

The Board announces that:

- (i) Mr Song Jing Sheng resigned as an executive Director and a member of the Executive Committee under the Board on with effect from 25 March 2013;
- (ii) Mr Wong Po Yan resigned as an independent non-executive Director, a member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee with effect from 25 March 2013;
- (iii) Mr Mao Zhenhua was redesignated from an independent non-executive Director to an executive Director and a member of the Executive Committee and ceased to be a member of the Audit Committee and the chairman of the Nomination Committee with effect from 25 March 2013;
- (iv) Mr. Shentu Jun has been appointed as an executive Director and a member of the Executive Committee with effect from 25 March 2013;
- (v) Mr Chan Ming Sun Jonathan has been appointed as an independent non-executive Director, a member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee with effect from 25 March 2013; and
- (vi) Mr Lai Yip Wing has been appointed as an independent non-executive Director, a member of the Audit Committee and Remuneration Committee and the chairman of the Nomination Committee with effect from 25 March 2013.

RESIGNATION OF DIRECTORS

The board (“**Board**”) of directors (“**Directors**”) of Fintronics Holdings Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that:

- (i) Mr Song Jing Sheng (“**Mr Song**”) resigned as an executive Director and a member of the executive committee of the Company (“**Executive Committee**”) under the Board with effect from 25 March 2013 because he has to devote time in other business engagements; and
- (ii) Mr Wong Po Yan (“**Mr Wong**”) resigned as an independent non-executive Director, a member of the audit committee of the Company (“**Audit Committee**”) and nomination committee of the Company (“**Nomination Committee**”) and the chairman of the remuneration committee of the Company (“**Remuneration Committee**”) with effect from 25 March 2013 due to age reason.

Each of Mr Song and Mr Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as a director of the Company that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr Song and Mr Wong for their valuable contribution to the Company as Directors during their term of office.

REDESIGNATION OF DIRECTOR

The Board also announces that, because of the Group’s redeployment of human resources, Mr Mao Zhenhua (“**Mr Mao**”) (i) was redesignated from an independent non-executive Director to an executive Director and a member of the Executive Committee; and (ii) ceased to be a member of the Audit Committee and the chairman of the Nomination Committee with effect from 25 March 2013. Further details of Mr Mao are disclosed in the paragraph headed Information of the Directors Appointed/Redesignated below.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, in order to fill in the vacancies of Directors due to the resignation of Mr Song and Mr Wong and the redesignation of Mr Mao as an executive Director:

- (i) Mr Shentu Jun has been appointed as executive Director and a member of the Executive Committee with effect from 25 March 2013;
- (ii) Mr. Chan Ming Sun Jonathan has been appointed as an independent non-executive Director, a member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee with effect from 25 March 2013; and

- (iii) Mr Lai Yip Wing has been appointed as an independent non-executive Director, a member of the Audit Committee and Remuneration Committee and the chairman of the Nomination Committee with effect from 25 March 2013.

INFORMATION OF THE DIRECTORS APPOINTED/REDESIGNATED

Brief biographical details of Messrs. Mao Zhenhua, Shentu Jun, Chan Ming Sun Jonathan and Lai Yip Wing are set out below:

Executive Directors

Mr Mao Zhenhua, aged 49 and has been an independent non-executive Director until 25 March 2013 due to his redesignation as an executive Director. He joined the Group in February 2001. Mr. Mao graduated from Wuhan University with a Doctorate Degree in Economics. Mr. Mao is currently the Board Chairman and Chief Economist of China Chengxin Credit Management Co., Ltd.. He has extensive experience in investment banking and the management of listed companies in Hong Kong. Mr. Mao had carried out economic analysis and policies research for Hubei Provincial Government, Hainan Provincial Government and Research Office of the State Council.

Save as disclosed above, Mr Mao did not hold any 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 and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr Mao does not hold any position in the Company or any subsidiary of the Company and he does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities (“**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)) of the Company.

As at the date of this announcement, Mr Mao was interested in 2,500,000 ordinary shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, laws of Hong Kong) (“**SFO**”).

Mr Mao has not entered into any service contract with the Company. He is entitled to an annual director’s fee of HK\$720,000 which was determined based on the duties and responsibility of Mr Mao in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Mao for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed herein, there are no other matters or information relating to the appointment of Mr Mao as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

Mr Shentu Jun, aged 49, is currently a managing director of China Chengxin Financial Consultancy Co., Ltd.. He completed a bachelor degree in Economics at Renmin University of China, majoring in production distribution, in 1985 and obtained an Executive Master of Business Administration at China Europe International Business School (“**CEIBS**”) in 2001. Mr Shentu has been engaging in investment business for 19 years, with experience in various IPOs, restructuring for listing, corporate bond issuance, merger and acquisition of listed issuers in the People’s Republic of China (“**PRC**”) stock markets. Mr Shentu is also currently the director of CEIBS Finance Club and the vice president of CEIBS Environmental Alumni Association.

Mr Shentu did not hold any 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 and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr Shentu does not hold any position in the Company or any subsidiary of the Company and he 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.

As at the date of this announcement, Mr Shentu has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr Shentu has not entered into any service contract with the Company. He is entitled to an annual director’s fee of HK\$720,000 which was determined based on the duties and responsibility of Mr Shentu in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Shentu for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed herein, there are no other matters or information relating to the appointment of Mr Shentu as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

Independent non-executive Directors

Mr. Chan Ming Sun Jonathan, aged 40, graduated from the University of new South Wales, Australia with a Bachelor of Commerce degree in accounting and Computer Information Systems. Mr. Chan is both member of Hong Kong Institute of Certified Public Accountants and Certified Public Accountants, Australia. He has extensive working experience in accounting, investment and corporate finance. Mr. Chan worked in an international accounting firm for about five years and currently, he is an associate director of Go-To-Asia Investment Limited.

Mr. Chan is also an independent non-executive director of Xiang Yu Dredging Holdings Limited (Stock code: 871), Hao Tin Resources Group Limited (Stock code: 474) and Shenyang Public Utility Holdings Company Limited (Stock code: 747), whose securities are listed on the main board of The Stock Exchange of Hong Kong Limited (The” Stock Exchange”), and of the China Data Boardcasting Holdings Limited (Stock code: 8016), whose securities are listed on the growth enterprise market of

the Stock Exchange. He was also an independent non-executive director of Capital VC Limited (Stock code: 2324), a company whose securities are listed on the main board of The Stock Exchange, between August 2004 and April 2012.

Save as disclosed above, Mr Chan did not hold any 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 and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr Chan does not hold any position in the Company or any subsidiary of the Company and he 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.

As at the date of this announcement, Mr Chan has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr Chan has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr Chan in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Chan for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed herein, there are no other matters or information relating to the appointment of Mr Chan as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

Mr Lai Yip Wing, aged 59, graduated from the Chinese University of Hong Kong with a bachelor degree in Economics and a master degree in History. He is renowned as an experienced banker in the Asia-Pacific capital market. Mr Lai was previously a managing director of Calyon, an executive director of Manufacturers Hanover Asia and head of Hong Kong Bond Business of BNP Paribas. He is also the founder of Oakreed Financial Services Limited.

Save as disclosed above, Mr Lai did not hold any 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 and has no other major appointments or professional qualifications. Apart from the relationship arising from his directorship in the Company, Mr Lai does not hold any position in the Company or any subsidiary of the Company and he 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.

As at the date of this announcement, Mr Lai has no interests in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr Lai has not entered into any service contract with the Company. He is entitled to an annual director's fee of HK\$120,000 which was determined based on the duties and responsibility of Mr Lai in the Group. Save as disclosed herein, there are no other benefits provided to Mr. Lai for his directorship in the Company. He is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed herein, there are no other matters or information relating to the appointment of Mr Lai as an executive Director that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements under rule 13.51(2) of the Listing Rules.

By the order of the Board
Sze Wai, Marco
Chairman

Hong Kong, 25 March 2013

As at the date of this announcement, the Board comprises Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Mao Zhenhua and Mr. Shentu Jun as executive Directors, and Mr. Chong Yiu Kan, Sherman, Mr Chan Ming Sun Jonathan and Mr Lai Yip Wing as independent non-executive Directors.