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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF MEMBERS OF NOMINATION COMMITTEE, AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that with effect from 1 July 2020, the change of Independent Non-executive Directors, and members of the Nomination Committee, the Audit Committee and the Remuneration Committee will be as follows:

- (i) Mr. CHEUNG Ching Leung, David will resign as an Independent Non-executive Director, and as a member of each of the Audit Committee and the Remuneration Committee;
- (ii) Mr. HO Pak Chuen Patrick will be appointed as an Independent Non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee; and
- (iii) Mr. AU YANG Pak Hong Bernard, an Executive Director and the Chief Executive Officer, will be appointed as a member of the Nomination Committee.

The board of directors (the “**Board**”) of Computime Group Limited (the “**Company**”) announces that Mr. CHEUNG Ching Leung, David (“**Mr. CHEUNG**”) has tendered his resignation as an independent non-executive director of the Company (“**Independent Non-executive Director**”), and as a member of each of the audit committee (“**Audit Committee**”) and the remuneration committee (“**Remuneration Committee**”) of the Company, to pursue other opportunities and his resignation will be effective from 1 July 2020. Mr. HO Pak Chuen Patrick (“**Mr. HO**”) has been appointed to replace Mr. CHEUNG to act as an Independent Non-executive Director with effect from 1 July 2020. Mr. HO will also be appointed as a member of each of the Audit Committee, the nomination committee (“**Nomination Committee**”) and the Remuneration Committee, with effect from 1 July 2020.

The Board further announces that Mr. AU YANG Pak Hong Bernard (“**Mr. Bernard AU YANG**”), an executive director of the Company (“**Executive Director**”) and the chief executive officer of the Company (“**Chief Executive Officer**”), will be appointed as a member of the Nomination Committee with effect from 1 July 2020.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

With effect from 1 July 2020, Mr. CHEUNG will resign as an Independent Non-executive Director, and as a member of each of the Audit Committee and the Remuneration Committee, to pursue other opportunities.

Mr. CHEUNG has confirmed to the Board that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (“**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Mr. CHEUNG has also confirmed that he has no outstanding claims against the Company of any nature, including fees, compensation for loss of office, remuneration nor expenses as at the date of this announcement.

The Board would also like to take this opportunity to express its sincere gratitude to Mr. CHEUNG for his valuable efforts and contributions to the Company during his tenure as an Independent Non-executive Director.

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. HO has been appointed as an Independent Non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee, with effect from 1 July 2020.

Details of Mr. HO, as disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), are set out below:

Mr. HO Pak Chuen Patrick, aged 65, is currently the Group Managing Director of the Group Chairman Office of Fung (1937) Management Limited, as well as the Chief Operating Officer of Global Brands Group Holding Limited, a company listed on the Main Board of the Stock Exchange (stock code: 787). He also holds directorship in a number of private companies within the Fung Group of companies. Mr. HO previously worked for The Dow Chemical Company and retired in 2018 after 40 years of service. He has extensive experience in the chemical industry while working for The Dow Chemical Company. Mr. HO was the global business director for Ethylene Oxide, Propylene Oxide and Derivatives in Chemicals and Metals in The Dow Chemical Company’s headquarters in Midland, Michigan, USA. He returned to Hong Kong in 1998 as President for The Dow Chemical Company, Asia Pacific region, Global Vice President for Epoxy & Specialty Chemicals, then Asia Pacific Vice President for manufacturing, public & government affairs. Mr. HO was the chairman of the Association of International Chemical Manufacturers (AICM) in Hong Kong/China from 2001 to 2003.

Mr. HO is currently an independent non-executive director, the chairman of the remuneration committee, and a member of both audit committee and health, safety and environment committee of Yip's Chemical Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 408).

Mr. HO obtained a bachelor's degree in Chemical Engineering from Queen's University at Kingston, Canada.

Save as disclosed above, Mr. HO is not or has not been a director of any public companies listed on any securities market in Hong Kong or overseas for the last three years. Mr. HO has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company and does not hold any other position with the Company or any of its subsidiaries as at the date of this announcement.

LENGTH OF SERVICE

Pursuant to letter of appointment agreed upon by the Company and Mr. HO, Mr. HO will be appointed as an Independent Non-executive Director from 1 July 2020 to 8 October 2021 which may be terminated by either party giving to the other not less than two months' prior notice in writing. He is also subject to retirement and re-election in general meeting of the Company in accordance with the Company's articles of association.

INTERESTS IN SHARES

As far as the directors of the Company are aware, Mr. HO does not have or is not deemed to have any interest in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

DIRECTOR'S EMOLUMENTS

Pursuant to the letter of appointment agreed upon by the Company and Mr. HO, Mr. HO is entitled to receive a fixed director's fee of HK\$144,000 per annum and a fee of HK\$8,400 for attending each scheduled Board meeting, Nomination Committee meeting or Remuneration Committee and a fee of HK\$12,000 for attending each scheduled Audit Committee meeting. Except for the Company's share option scheme, Mr. HO is not eligible to participate in any bonus schemes or other benefits of the kind available to Executive Directors.

The above emoluments of Mr. HO are recommended by the Remuneration Committee and approved by the Board with reference to his experience, duties and responsibilities and are subject to review by the Board from time to time.

OTHER INFORMATION AND MATTERS THAT NEED TO BE DISCLOSED OR BROUGHT TO THE ATTENTION OF SHAREHOLDERS

Save as disclosed above, there is no information of Mr. HO that needs to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters relating to the appointment of Mr. HO that need to be brought to the attention of the Shareholders.

APPOINTMENT OF A MEMBER OF NOMINATION COMMITTEE

The Board is pleased to announce that Mr. Bernard AUYANG, an Executive Director and the Chief Executive Officer, will be appointed as a member of Nomination Committee with effect from 1 July 2020.

By Order of the Board
Computime Group Limited
AUYANG Ho
Chairman

Hong Kong, 23 June 2020

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. AUYANG Ho (*Chairman*)

Mr. AUYANG Pak Hong Bernard (*Chief Executive Officer*)

Dr. OWYANG King

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony

Mr. Arvind Amratlal PATEL

Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. LUK Koon Hoo

Mr. Patrick Thomas SIEWERT

Mr. CHEUNG Ching Leung, David

* *For identification purposes only*