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**DYNAMIC PEAK LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

**PROSTEN TECHNOLOGY HOLDINGS LIMITED**

**長達科技控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8026)**

**JOINT ANNOUNCEMENT  
APPOINTMENT OF DIRECTORS**

**Financial adviser to Dynamic Peak Limited**



**KINGSTON CORPORATE FINANCE LTD.**

**Independent Financial Adviser to the Independent Board Committee**



**普頓資本有限公司  
PROTON CAPITAL LIMITED**

**APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that the six proposed directors nominated by the Offeror, namely Mr. Xu Zhigang and Ms. Ding Pingying as executive Directors, Mr. Chen Weixi as non-executive Director, and Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors, have been appointed with effect from 25 June 2015 after the despatch of the Composite Document.

Details of the above newly appointed Directors are set out in this joint announcement.

Following the appointments of Mr. Xu Zhigang and Ms. Ding Pingying as executive Directors, Mr. Chen Weixi as non-executive Director, and Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors, the Board will consist of thirteen Directors. Upon completion of the Offers, it is intended that save for Mr. Yip Heon Keung, who will be re-designated from an executive Director to a non-executive Director, and Mr. Han Jun, who will remain as an executive Director, each of the existing Directors, namely Mr. Yip Heon Ping, Ms. Li Luyi, Mr. Tam Chun Wan, Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun, will resign as a Director with effect from the earliest time permitted under the GEM Listing Rules, the Takeovers Code or other applicable laws (whichever is the latest).

It is expected that after completion of the Offers, the Board will consist of eight Directors, with (i) Mr. Xu Zhigang, Ms. Ding Pingying and Mr. Han Jun being the executive Directors, (ii) Mr. Chen Weixi and Mr. Yip Heon Keung being the non-executive Directors and (iii) Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong being the independent non-executive Directors. The Company will publish further announcement once the change in the composition of the Board is confirmed as and when required under the GEM Listing Rules.

Reference is made to the joint announcement of Dynamic Peak Limited (the “**Offeror**”) and Prosten Technology Holdings Limited (the “**Company**”) dated 29 April 2015 (the “**Joint Announcement**”) and the composite offer and response document dated 25 June 2015 jointly issued by the Offeror and the Company in respect of the Offers (the “**Composite Document**”) and the joint announcement of the Offeror and the Company dated 25 June 2015 in respect of the despatch of the Composite Document. Terms defined in the Joint Announcement and the Composite Document shall have the same meanings when used herein unless the context otherwise requires.

## **APPOINTMENT OF DIRECTORS**

The Board is pleased to announce that the six proposed directors nominated by the Offeror, namely Mr. Xu Zhigang and Ms. Ding Pingying as executive Directors, Mr. Chen Weixi as non-executive Director, and Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors, have been appointed with effect from 25 June 2015 after the despatch of the Composite Document.

### **Executive Directors**

Mr. Xu Zhigang (“**Mr. Xu**”), aged 44, holds a master’s degree in business management from Southwest Jiaotong University in the PRC. Mr. Xu has extensive experience in areas such as corporate management, business financing, corporate investment and asset acquisition. Mr. Xu worked in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) since March 2003 and he subsequently worked as a financial controller, chief executive and took up other positions in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) and 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*), companies which carry on the businesses of production of electronic

products and property leasing. During the tenure of Mr. Xu in 深圳市智偉龍實業有限公司 (Shenzhen Zhiweilong Holdings Limited\*) and 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*), he led or participated in some of the major investment and asset acquisition projects. Since 2014, Mr. Xu acted as the vice president of Mega Medical Technology Limited (formerly know as “Wing Tai Investment Holdings Limited”) (stock code: 876), a company listed on the Stock Exchange, carrying on electronic manufacturing services business. As a vice president, Mr. Xu was responsible for assisting the president for the administration of Mega Medical Technology Limited. Mr. Xu was an executive director and later re-designated as a non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from September 2014 to March 2015, a company listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Xu. Mr. Xu is not appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Mr. Xu with reference to his duties and responsibilities within the Group.

As at the date of this joint announcement, Mr. Xu was interested in 294,276,619 Shares by virtue of his 20% shareholding in the Offeror.

Save as disclosed above, as at the date of this joint announcement, Mr. Xu did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Mr. Xu that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Ms. Ding Pingying (“**Ms. Ding**”), aged 38, has extensive experience in business administration, management and operation. She held senior management positions in the hotels in the PRC. Ms. Ding served as the general manager of 常德國際大酒店 (Changde International Hotel\*) in Hunan from 2005 to 2008, the general manager of 深圳市登喜路酒店管理有限公司 (Dayhello Hotel Management Limited\*) in Shenzhen from 2008 to 2013. Ms. Ding has been serving as the vice-general manager of 義烏小商品市場管理有限公司 (Yiwu Small Commodity Market Management Limited\*) of 深圳市智偉龍實業集團 (Shenzhen Zhiweilong Holdings Group\*) since 2013.

There is no service contract entered into between the Company and Ms. Ding. Ms. Ding is not appointed for a specific term. She will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Ms. Ding with reference to her duties and responsibilities within the Group.

Save as disclosed above, as at the date of this joint announcement, Ms. Ding did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and she is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Ms. Ding that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

### **Non-executive Director**

Mr. Chen Weixi (“**Mr. Chen**”), aged 28, is a graduate from the department of economics from Southern Methodist University in the United States. Mr. Chen is currently the general manager of 深圳市金茂會投資有限公司 (Shenzhen Jin Mao Hui Investment Limited\*) and 深圳前海紅鼎投資基金管理有限公司 (Shenzhen Qian Hai Hong Ding Investment Funds Management Limited\*) and the chief investment officer of 深圳市紅鼎資產管理有限公司 (Shenzhen Hong Ding Assets Management Limited\*). Mr. Chen has engaged in various areas in finance and real estate, managed different investment projects and conducted in-depth studies in the field of crowd-sourcing and online to offline aspects.

There is no service contract entered into between the Company and Mr. Chen. Mr. Chen is not appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Mr. Chen with reference to his duties and responsibilities within the Group.

As at the date of this joint announcement, Mr. Chen was interested in 294,276,619 Shares by virtue of his 80% shareholding in the Offeror.

Save as disclosed above, as at the date of this joint announcement, Mr. Chen did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO (save as the 294,276,619 Shares held by Mr. Chen through the Offeror as stated above) and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Mr. Chen that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

## **Independent non-executive Directors**

Ms. Wong Chi Yan (“**Ms. Wong**”), aged 33, holds a bachelor degree of business administration in accounting from Hong Kong Baptist University. Ms. Wong is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Ms. Wong is currently the executive director and company secretary of Aurum Pacific (China) Group Limited (stock code: 8148), the executive director and company secretary of PPS International (Holdings) Limited (stock code: 8201) and the company secretary of U-RIGHT International Holdings Limited (stock code: 627), which are all companies listed on the Stock Exchange. Ms. Wong has extensive experience in auditing, accounting, financing as well as merger and acquisition.

There is no service contract entered into between the Company and Ms. Wong. Ms. Wong is not appointed for a specific term. She will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Ms. Wong with reference to her duties and responsibilities within the Group.

Save as disclosed above, as at the date of this joint announcement, Ms. Wong did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and she is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Ms. Wong that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Xu Xiaoping (“**Mr. Xu**”), aged 50, is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited\*), 天奇電子有限公司 (Tian Qi Electrons Limited\*), which were companies carrying on the business of online banking services in the PRC. Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited\*), a company carrying on the business of air cargo services in the PRC. Mr. Xu is currently the investor of 嘉興友奔投資合伙企業 (Jia Xing You Ben Investment Partnership\*), which is engaged in the venture capital business.

There is no service contract entered into between the Company and Mr. Xu. Mr. Xu is not appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Mr. Xu with reference to his duties and responsibilities within the Group.

Save as disclosed above, as at the date of this joint announcement, Mr. Xu did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Mr. Xu that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Mr. Lam Kwok Cheong (“**Mr. Lam**”), aged 61, is a Justice of the Peace, a holder of a Bronze Bauhinia Star and a solicitor of the High Court of Hong Kong. Mr. Lam holds a bachelor of laws degree from the University of Hong Kong and has been a practising solicitor for over 32 years. Mr. Lam is currently a member of the Buildings Ordinance Appeal Tribunal Panel, a member of the Panel of Adjudicators, Obscene Articles Tribunal, an ex-officio member of Heung Yee Kuk New Territories, a civil celebrant of marriages, a China-appointed Attesting Officer and a fellow of the Hong Kong Institute of Directors. Mr. Lam is a non-executive director of Mega Medical Technology Limited (formerly known as “Wing Tai Investments Holdings Limited”) (stock code: 876), and an independent non-executive director of Southwest Securities International Securities Limited (formerly known as “Tanrich Financial Holdings Limited”) (stock code: 812) and Sparkle Roll Group Limited (stock code: 970), all of which are companies with shares listed on the Stock Exchange. Mr. Lam was an independent non-executive director of Same Time Holdings Limited (now known as “GCL New Energy Holdings Limited”) (stock code: 451) from November 1997 to May 2014 and 21 Holdings Limited (stock code: 1003) from September 2010 to September 2011, both of which are companies with shares listed on the Stock Exchange.

There is no service contract entered into between the Company and Mr. Lam. Mr. Lam is not appointed for a specific term. He will hold office until the next annual general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the articles of association of the Company. The Board will determine the emoluments of Mr. Lam with reference to his duties and responsibilities within the Group.

Save as disclosed above, as at the date of this joint announcement, Mr. Lam did not (1) hold any positions in other members of the Group; (2) hold any directorship in listed public companies in Hong Kong or overseas during the past three years; (3) hold other major appointments and professional qualifications; (4) have any relationships with any other directors, senior management or substantial or controlling Shareholders; and (5) have any interest in the Shares, underlying Shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters that need to be brought to the attention of the holders of the securities of the Company.

Save as disclosed above, there is no information in relation to Mr. Lam that should be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

Following the appointments of Mr. Xu Zhigang and Ms. Ding Pingying as executive Directors, Mr. Chen Weixi as non-executive Director, and Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong as independent non-executive Directors, the Board will consist of thirteen Directors. Upon completion of the Offers, it is intended that save for Mr. Yip Heon Keung, who will be re-designated from an executive Director to a non-executive Director, and Mr. Han Jun, who will remain as an executive Director, each of the existing Directors, namely Mr. Yip Heon Ping, Ms. Li Luyi, Mr. Tam Chun Wan, Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun, will resign as a Director with effect from the earliest time permitted under the GEM Listing Rules, the Takeovers Code or other applicable laws (whichever is the latest).

It is expected that after completion of the Offers, the Board will consist of eight Directors, with (i) Mr. Xu Zhigang, Ms. Ding Pingying and Mr. Han Jun being the executive Directors, (ii) Mr. Chen Weixi and Mr. Yip Heon Keung being the non-executive Directors and (iii) Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong being the independent non-executive Directors. The Company will publish further announcement once the change in the composition of the Board is confirmed as and when required under the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Xu Zhigang, Ms. Ding Pingying, Mr. Chen Weixi, Ms. Wong Chi Yan, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong to join the Company.

By Order of the board of directors of  
**Dynamic Peak Limited**  
**Xu Zhigang**  
*Director*

By Order of the Board of  
**Prosten Technology Holdings Limited**  
**Yip Heon Keung**  
*Chairman*

Hong Kong, 25 June 2015

*As at the date of this joint announcement, the Board comprises the following Directors:*

Mr. Yip Heon Keung (*Chairman and Executive Director*)  
Mr. Yip Heon Ping (*Executive Director*)  
Mr. Han Jun (*Executive Director*)  
Mr. Xu Zhigang (*Executive Director*)  
Ms. Ding Pingying (*Executive Director*)  
Ms. Li Luyi (*Non-executive Director*)  
Mr. Chen Weixi (*Non-executive Director*)  
Mr. Tam Chun Wan (*Independent Non-executive Director*)  
Ms. Tse Yuet Ling, Justine (*Independent Non-executive Director*)  
Ms. Lai May Lun (*Independent Non-executive Director*)  
Ms. Wong Chi Yan (*Independent Non-executive Director*)  
Mr. Xu Xiaoping (*Independent Non-executive Director*)  
Mr. Lam Kwok Cheong (*Independent Non-executive Director*)

*Mr. Chen Weixi and Mr. Xu Zhigang, directors and shareholders of the Offeror, jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendors and parties acting in concert with each of them) and confirm, having made all reasonable*

*enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Directors, the Vendors, the directors of Vendors (where applicable) and parties acting in concert with each of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any of the statements in this joint announcement misleading.*

*This joint announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this joint announcement misleading.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the website of the Company at <http://www.prosten.com>.*

*In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*

*The English names of the PRC entities mentioned in this joint announcement and marked with the “\*” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*