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**SUNLEY HOLDINGS LIMITED**

**新利控股有限公司**

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

**(Stock code: 1240)**

**CHANGE OF COMPOSITION OF AUDIT COMMITTEE,  
NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The board (the “Board”) of directors (the “Directors”) of Sunley Holdings Limited (the “Company”) announces that with effect from 25 June 2014:

**Audit Committee of the Company**

- (a) Mr. Zhang Zhihua, a non-executive Director, was appointed as an additional member of the audit committee.

**Nomination Committee of the Company**

- (b) Mr. Du Bo, the chairman of the Board and an executive Director, was appointed as the chairman of the nomination committee.
- (c) Mr. Ching Kwok Hoo, Pedro, an independent non-executive Director, resigned as the chairman of the nomination committee but remains as a member.
- (d) Mr. Cheng Wing On, Michael, an executive Director, resigned as a member of the nomination committee.

**Remuneration Committee of the Company**

- (e) Mr. Cheng Wing On, Michael, an executive Director, was appointed as a member of the remuneration committee in place of Mr. Ho Chi Ling, an executive Director, who resigned as a member of the remuneration committee.

The terms of reference of the audit committee have been revised to reflect the appointment of additional member with effect from 25 June 2014.

By order of the Board  
**Sunley Holdings Limited**  
**Du Bo**  
*Chairman*

Hong Kong, 25 June 2014

*As at the date of this announcement, the Board comprises (i) four executive Directors, namely Mr. Du Bo (Chairman), Mr. Cheng Wing On, Michael, Mr. Ho Chi Ling and Mr. Zhang Yuqiang; (ii) two non-executive Directors, namely Mr. Zhang Zhihua and Mr. Ding Hongbin; and (iii) three independent non-executive Directors, namely Mr. Chuck Winston Calptor, Mr. Ching Kwok Hoo, Pedro and Mr. Tam Tak Kei, Raymond.*