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VALUE PARTNERS GROUP LIMITED

惠理集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 806)

RE-DESIGNATION AND APPOINTMENT OF CO-CHAIRMEN AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

RE-DESIGNATION AND APPOINTMENT OF CO-CHAIRMEN

Value Partners has built a valuable brand and platform. As part of succession planning, the Board is pleased to announce the re-designation of Dato' Seri Cheah Cheng Hye (currently Chairman and Co-Chief Investment Officer of the Company) and the appointment of Mr. So Chun Ki Louis (currently Deputy Chairman and Co-Chief Investment Officer of the Company) as Co-Chairmen of the Board, conditional upon certain amendments to the Articles being approved by the shareholders of the Company. Dato' Seri Cheah has confirmed that he remains fully committed to the Group.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles to facilitate the appointment of more than one chairman of the Company and align the Articles with certain amendments to the Listing Rules.

DESPATCH OF AGM CIRCULAR

A circular containing, among other things, details of the proposed amendments to the Articles and a notice convening the AGM will be despatched to shareholders in due course.

RE-DESIGNATION AND APPOINTMENT OF CO-CHAIRMEN

Value Partners has built a valuable brand and platform. As part of succession planning, the board (the “**Board**”) of directors (“**the “Director(s)”**”) of Value Partners Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce the re-designation of Dato' Seri Cheah Cheng Hye (“**Dato' Seri Cheah**”) (currently Chairman and Co-Chief Investment Officer of the Company) and the appointment of Mr. So Chun Ki Louis (“**Mr. So**”) (currently Deputy Chairman and Co-Chief Investment Officer of the Company) as Co-Chairmen of the Board. Following the appointment, Mr. So, who is mainly responsible for managing the Group's investment research and portfolio management functions, will continue working closely with Dato' Seri Cheah to oversee the overall business strategies of the Group. Dato' Seri Cheah has confirmed that he remains fully committed to the Group. He will continue to play an active role in steering the Group's overall business and investment strategies. The Company expects the collaboration between Dato' Seri Cheah and Mr. So to bring about more growth potential and facilitate the Group's transformation from a regional player to a world-class asset manager.

The re-designation and appointment of Co-Chairmen of the Board is conditional upon certain amendments to the articles of association of the Company (the “**Articles**”) as described below and accordingly will only take effect after shareholders’ approval for the proposed amendments to the Articles has been obtained.

Dato’ Seri Cheah Cheng Hye

The biographical details of Dato’ Seri Cheah are set out as follows:

Dato’ Seri Cheah Cheng Hye, aged 65, is Chairman and Co-Chief Investment Officer of Value Partners Group. He is in charge of Value Partners’ fund management and investment research, business operations, product development and corporate management. He sets the Group’s overall business and portfolio strategy.

Dato’ Seri Cheah has been in charge of Value Partners since he co-founded the firm in February 1993 with his partner, Mr. V-Nee YEH. Throughout the 1990s, he held the position of Chief Investment Officer and Managing Director of Value Partners, responsible for managing both the firm’s funds and business operation. He led Value Partners to a successful listing on the Main Board of the Hong Kong Stock Exchange in 2007. The firm became the first asset management company listed in Hong Kong. Dato’ Seri Cheah has more than 30 years of investment experience, and is considered one of the leading practitioners of value-investing in Asia and beyond. Value Partners and he personally have received numerous awards – a total of more than 200 professional awards and prizes since the firm’s inception in 1993.

Dato’ Seri Cheah currently serves as an Independent Non-executive Director of Hong Kong Exchanges and Clearing Limited (“**HKEX**”), a member of The Hong Kong University of Science and Technology (“**HKUST**”) Business School Advisory Council, as well as Co-Chairman of The Malaysian Chamber of Commerce (Hong Kong and Macau). He was previously a member of the Financial Services Development Council (“**FSDC**”) (from February 2015 to January 2019), and a member of the New Business Committee of FSDC (from 2013 to 2018). FSDC is a high-level, cross-sector advisory body established by the Hong Kong Special Administrative Region Government.

In August 2016, Dato’ Seri Cheah was conferred Darjah Gemilang Pangkuan Negeri (“**DGPN**”), one of the highest civil honours granted by the state of Penang in Malaysia to recognize exceptional individuals. The DGPN award comes with the title of “Dato’ Seri”. In 2013, he was conferred Darjah Setia Pangkuan Negeri (“**DSPN**”) with the title of “Dato’ ”. In the same year, he was named an Honorary Fellow of the HKUST for outstanding achievements.

Dato’ Seri Cheah was named “Outstanding Manager of the Year – Greater China equity category” in the Fund of the Year Awards 2017 by *Benchmark*, and co-winner of “CIO of the Year in Asia” along with Mr. Louis So in the 2011 Best of the Best Awards by *Asia Asset Management*. In 2010, he was named by *AsianInvestor* as one of the Top-25 Most Influential People in Asian Hedge Funds. In 2009, he was named by *AsianInvestor* as one of the 25 Most Influential People in Asian Asset Management. He was also named “Capital Markets Person of the Year” by *FinanceAsia* in 2007, and in 2003, he was voted the “Most Astute Investor” in the Asset Benchmark Survey.

Prior to starting Value Partners, Dato' Seri Cheah worked at Morgan Grenfell Group in Hong Kong, where, in 1989, he founded the Company's Hong Kong/China equities research department as the Head of Research and proprietary trader for the firm. Prior to this, he was a financial journalist with the Asian Wall Street Journal and Far Eastern Economic Review, where he reported on business and financial news across East and Southeast Asia markets. Dato' Seri Cheah served for nine years (from 1993 to 2002) as an independent non-executive director of Hong Kong-listed JCG Holdings, a leading microfinance company (a subsidiary of Public Bank Malaysia renamed from 2006 as Public Financial Holdings).

Dato' Seri Cheah has entered into a service agreement with the Group which shall be terminated in accordance with the provisions of the service agreement or, throughout the term of the appointment, by either party giving to the other not less than six months' prior notice in writing. His term of office is subject to retirement by rotation and re-election in accordance with the Articles.

Dato' Seri Cheah is at present entitled to receive a fixed salary of HK\$4,989,660 per annum payable in 12 equal monthly instalments and a discretionary Chinese New Year bonus equivalent to one month of his salary. In addition, Dato' Seri Cheah is entitled to participate in the year-end discretionary bonus scheme under which the Company has agreed to make available up to 20 to 23% (or such greater percentage as may be approved by the Remuneration Committee of the Company) of a net profit pool each year as a management bonus. Dato' Seri Cheah is also eligible to participate in the share option scheme of the Company adopted on 4 May 2017 (the "**Share Option Scheme**"). The emoluments of Dato' Seri Cheah have been approved, and are subject to annual review, by the Remuneration Committee, with reference to prevailing market conditions and to his duties and responsibilities at the Company.

As at the date of this announcement, Dato' Seri Cheah is interested or deemed to be interested (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "**SFO**")) in a total of 462,173,312 shares of the Company (the "**Shares**") and options to subscribe for 56,620,000 Shares.

Save as disclosed above, as at the date of this announcement, Dato' Seri Cheah (i) does not hold any position with the Company or its subsidiaries; (ii) has not held any directorships in listed public companies in the past three years; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company. There is no other information relating to Dato' Seri Cheah which is required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Mr. So Chun Ki Louis

The biographical details of Mr. So are set out as follows:

Mr. Louis So, aged 43, is Deputy Chairman and Co-Chief Investment Officer of Value Partners Group, responsible for assisting Dato' Seri Cheah, Chairman of the Board, in overseeing group affairs and activities, as well as daily operations and overall management of the firm's investment management team. He holds a leadership role in the Group's investment process, including a high degree of responsibility for portfolio management.

Mr. So has 20 years of experience in the financial industry, with a solid track record in research and portfolio management. He joined the Group in May 1999 and was promoted to take up various research and fund management roles since then. His extensive management capability and on-the-ground experience helped the Group establish an unparalleled research and investment team.

He was named "Outstanding Manager of the Year – Greater China equity category" in the Fund of the Year Awards 2017 by *Benchmark*. In the 2011 Best of the Best Awards by *Asia Asset Management*, he was the co-winner of "CIO of the Year in Asia" along with Dato' Seri Cheah.

Mr. So graduated from the University of Auckland in New Zealand with a Bachelor's degree in Commerce and obtained a Master's degree in Commerce from the University of New South Wales in Australia.

Mr. So has entered into a service agreement with the Group which shall be terminated in accordance with the provisions of the service agreement or, throughout the term of the appointment, by either party giving to the other not less than six months' prior notice in writing. His term of office is subject to retirement by rotation and re-election in accordance with the Articles.

Mr. So is at present entitled to receive a fixed salary of HK\$4,989,660 per annum payable in 12 equal monthly instalments and a discretionary Chinese New Year bonus equivalent to one month of his salary. In addition, Mr. So is entitled to participate in the year-end discretionary bonus scheme under which the Company has agreed to make available up to 20 to 23% (or such greater percentage as may be approved by the Remuneration Committee of the Company) of a net profit pool each year as a management bonus. Mr. So is also eligible to participate in the Share Option Scheme. The emoluments of Mr. So have been approved, and are subject to annual review, by the Remuneration Committee, with reference to prevailing market conditions and to his duties and responsibilities at the Company.

As at the date of this announcement, Mr. So is interested in 15,765,723 Shares and 33,390,000 shares options to subscribe for Shares. Save as disclosed, Mr. So does not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Mr. So (i) does not hold any position with the Company or its subsidiaries; (ii) has not held any directorships in listed public companies in the past three years; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. There is no other information relating to Mr. So which is required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles to facilitate the appointment of more than one chairman of the Company and align the Articles with the Listing Rules. The proposed amendments to the Articles, if adopted, will:

- (a) allow the Board to elect more than one chairman of the Company amongst the Directors;
- (b) provide the mechanism for determining the chairman of each meeting of the Board and the chairman of each general meeting where the Company has more than one chairman; and
- (c) reflect certain amendments to the Listing Rules.

The Board also proposes to adopt the amended and restated Articles which consolidates all amendments as approved by the Shareholders.

The proposed amendments to the Articles and adoption of a new set of Articles is subject to the passing of a special resolution by the Shareholders at the annual general meeting to be held (the “AGM”).

Despatch of AGM circular

A circular containing, among other things, details of the proposed amendments to the Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Value Partners Group Limited
CHEUNG Kwong Chi, Aaron
Company Secretary

Hong Kong, 12 March 2019

As at the date of this announcement, our Directors are Dato’ Seri Cheah Cheng Hye, Mr. So Chun Ki Louis, Dr. Au King Lun and Ms. Hung Yeuk Yan Renee as Executive Directors; Dr. Chen Shih-Ta Michael, Mr. Nobuo Oyama and Mr. Wong Poh Weng as Independent Non-executive Directors.