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## **BEP INTERNATIONAL HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 2326)**

### **CHANGE OF DIRECTORS AND MEMBERS OF THE AUDIT AND REMUNERATION COMMITTEE**

The Board announces that each of Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming Edmond has been appointed as an independent non-executive Director and members of the audit and remuneration committee of the Company with effect from 5 June 2009.

The Board also announces that Mr. Hong Po Kui, Martin has tendered his resignation as the independent non-executive Director, member of audit committee and chairman of remuneration committee with effect from 3 June 2009. Mr. Yam Tak Fai, Ronald and Mr. Wong Man Hin, Raymond also tendered their resignation as independent non-executive Directors and members of the audit and remuneration committee of the Company, with effect from 5 June 2009.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “Board”) of directors (the “Directors”) of BEP International Holdings Limited (the “Company”) announces that each of Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming Edmond has been appointed as an independent non-executive Director and members of the audit and remuneration committee of the Company with effect from 5 June 2009.

**Mr. Siu Hi Lam, Alick**, aged 54, is the managing director of Fortune Take International Limited, a company engaging in providing financial consultancy services. Mr. Siu has worked in the finance and banking field for more than 25 years. He had been the senior vice president of AIG Finance (Hong Kong) Limited and the vice president of Bank of America. He was responsible for business development and credit risk management. Mr. Siu obtained a Master degree in Business Administration from the University of Hull in 1995. Mr. Siu was an independent non-executive director of Sun International Group Limited, a company listed on the GEM Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) from August 2006 to January 2009. Save as disclosed, Mr. Siu did not hold any directorship in any other listed companies over the last three years.

Mr. Siu will enter into a letter of appointment with the Company. His appointment is fixed for a term of one year and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company. Mr. Siu is entitled to receive an annual director's fee in the sum of HK\$60,000 for his roles as independent non-executive director, member of the audit committee and the remuneration committee. The director's fee payable to him is determined by reference to his level or responsibilities undertaken and prevailing market conditions.

Save as disclosed above, Mr. Siu does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company, nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO").

Mr. Siu is not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Siu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

**Mr. Chan Kwong Fat, George**, aged 49, is the executive director of a consultancy company engaging in providing financial investment consultancy services. Mr. Chan has worked in the finance and commercial field for more than 20 years. He had been the principal corporate planner of Airport Authority Hong Kong and he was responsible for corporate planning in the areas of commercial and financial strategies. Mr. Chan obtained his Bachelor degree in Social Sciences from the University of Hong Kong in 1982, Master degree in Business Administration from The Chinese University of Hong Kong in 1987 and Master degree in Accounting from Curtin University of Technology, Australia, Mr. Chan is also a member of CPA Australia. Other than the present appointment, Mr. Chan did not hold any directorship in any other listed companies over the last three years.

Mr. Chan will enter into a letter of appointment with the Company. His appointment is fixed for a term of one year and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company. Mr. Chan is entitled to receive an annual director's fee in the sum of HK\$60,000 for his roles as independent non-executive Director, member of the audit committee and the remuneration committee. The director's fee payable to him is determined by reference to his level or responsibilities undertaken and prevailing market conditions.

Save as disclosed above, Mr. Chan does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company, nor any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan is not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. To Yan Ming, Edmond**, aged 37, is a practicing accountant and presently the director of Fortitude C.P.A. Limited and Edmond To CPA Limited. He is a member of the CPA Australia and Hong Kong Institute of Certified Public Accountants. He worked for the international accounting firm Deloitte Touche Tohmatsu and has over 10 years of experience in auditing, accounting, floatation and taxation matters. Mr. To holds a bachelor degree in Commerce in Accounting from Curtin University of Technology in Western Australia. Mr. To is an independent non-executive director, a member of the audit committee and the remuneration committee of Aptus Holdings Limited, a company listed on the GEM Board of the Stock Exchange. Mr. To is also an independent non-executive director, a member of the audit committee and the remuneration committee of China Vanguard Group Limited, a company listed on the GEM Board of the Stock Exchange. Mr. To was an independent non-executive director, a member of the audit committee and the remuneration committee of Century Sunshine Group Holdings Limited, a company listed on the main board of the Stock Exchange, from August 2007 to April 2008. Save as disclosed, Mr. To did not hold any other directorship in any other listed companies over the last three years.

Mr. To will enter into a letter of appointment with the Company. His appointment is fixed for a term of one year and subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company. Mr. To is entitled to receive an annual director's fee in the sum of HK\$60,000 for his roles as independent non-executive director, member of the audit committee and the remuneration committee. The director's fee payable to him is determined by reference to his level or responsibilities undertaken and prevailing market conditions.

Save as disclosed above, Mr. To does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Company, nor any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. To is not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. To that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board also announces that Mr. Hong Po Kui, Martin ("Mr. Hong") has tendered his resignation as independent non-executive Director, member of the audit committee and chairman of the remuneration committee due to his other personal commitments with effect from 3 June 2009. Further, with effect from 5 June 2009, Mr. Yam Tak Fai, Ronald ("Mr. Yam") has tendered his resignation as independent non-executive Director, chairman of the audit committee and member of the remuneration committee and Mr. Wong Man Hin, Raymond ("Mr. Wong") has tendered his resignation as independent non-executive Director, member of the audit committee and member of the remuneration committee due to their other personal business commitments. The Board is not aware of any disagreement between each of the independent non-executive Directors and the Board.

Mr. Hong, Mr. Yam and Mr. Wong have confirmed that there are no matters in relation to their resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to express its appreciation to Mr. Hong, Mr. Yam and Mr. Wong for their past valuable contributions made to the Company during his term of service.

By Order of the Board  
**BEP International Holdings Limited**  
**Zhang Xi**  
*Chairman*

Hong Kong, 5 June 2009

*As at the date of this announcement, the Board comprises five executive Directors namely Mr. Zhang Xi, Mr. Cai Duan Hong, Ms. Zhang Yu, Mr. Li Hiu Ming and Mr. Poon Hor On and three independent non-executive Directors, namely Mr. Siu Hi Lam, Alick, Mr. Chan Kwong Fat, George and Mr. To Yan Ming, Edmond.*