

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Tree Holdings Limited

齊家控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8395)

RE-DESIGNATION OF DIRECTOR, CHANGE OF CHIEF EXECUTIVE OFFICER AND RESIGNATION OF DIRECTOR

With effect from 1 August 2019:

1. Mr. Tong, a non-executive director of the Company, will be re-designated as an executive director and the CEO of the Company;
2. Ms. Babington will resign as the CEO of the Company and will remain as the executive director of the Company and the managing director of Tree Limited and will focus on the business and operation relating to the brand name “TREE”; and
3. Ms. Haslock will resign as the non-executive director of the Company and the director of Tree Limited.

This announcement is made by Tree Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in accordance with Rule 17.50(2) of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RE-DESIGNATION OF DIRECTOR

Ms. Mary Kathleen Babington (“**Ms. Babington**”) was the chief executive officer (the “**CEO**”) of the Company, as initially the only operating company within the Group was Tree Limited, of which Ms. Babington holds the title of managing director/CEO. However, due to the expansion and growth of the Company at a group level, the board of directors of the company (the “**Board**”) has agreed to appoint Mr. Tong Tang Joseph (“**Mr. Tong**”) as the CEO and chairman of the Company, as he retains a broader overview of the Group. Ms.

Babington will remain on the Board in her role of representing Tree Limited, where she continues to be employed as an executive director of the Company and managing director of Tree Limited.

Mr. Tong, a non-executive director of the Company, will be re-designated as an executive director and the CEO of the Company with effect from 1 August 2019. He is responsible for formulating and implementing the strategy of the Group.

Mr. Tong, aged 59, has been a non-executive director and the chairman of the Company since 6 September 2016. He is also the chairman of the nomination committee of the Company, and a director of Tree Limited, a subsidiary of the Company. He joined the Company in April 2016. Mr. Tong has more than 30 years of experience in the financial industry. Mr. Tong was an executive director of Sun Hung Kai & Co. Limited (stock code: 86), a company listed on the Main Board of the Stock Exchange, from December 2003 to January 2016. He also held various senior positions at Sun Hung Kai & Co. Limited from December 2004 to January 2016 such as the chief executive officer of its wealth management, brokerage and capital markets and the chief executive officer of its capital markets and institutional brokerage.

Mr. Tong was chairman of the board of directors of Mason Group Holdings Limited (stock code: 273), a company listed on the Main Board of the Stock Exchange, from April 2016 to September 2016, and joint chairman from September 2016 to January 2018. He was also a substantial shareholder of Mason Group Holdings Limited from May 2016 to December 2017.

Mr. Tong was also an independent director of Jih Sun Financial Holdings Company Limited (stock code: 5820), the shares of which are listed on the Taipei Exchange in Taiwan, between June 2009 and June 2019. From July 2013 to July 2016, he was an independent non-executive director of Carry Wealth Holdings Limited (stock code: 643), a company listed on the Main Board of the Stock Exchange.

Mr. Tong obtained a degree of Bachelor of Social Sciences (Honours) from the University of Hong Kong in November 1982 and a degree of Master of Business Administration from the Chinese University of Hong Kong in October 1988. He was admitted as a member of the Association of Chartered Certified Accountants in November 2000 and advanced to fellowship status in November 2005.

Save as disclosed above, (i) Mr. Tong does not hold other position with the Company or its subsidiaries nor have any relationship with any director, senior management, substantial shareholder of the Company; (ii) Mr. Tong does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) Mr. Tong does not have any other major appointments or professional qualifications.

As at the date of this announcement, Mr. Tong is interested in 1,104,840,000 shares of the Company, representing 69.8% of the total issued share capital of the Company and is the controlling shareholder of the Company. Save as disclosed above, Mr. Tong does not have any other interests of securities in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Pursuant to the letter of appointment, Mr. Tong is entitled to receive a director's fee of HK\$120,000 per annum. Regarding the re-designation of the role of Mr. Tong' as an executive director and the CEO of the Company, with effect from 1 August 2019, his director's fee will remain the same which is determined with reference to his position, level of responsibilities, the remuneration policy of the Company and prevailing market conditions. Mr. Tong may be awarded a bonus in respect of each financial year of the Company for an amount to be determined by the Board in its absolute discretion.

Save as disclosed herein, so far as the Directors are aware, there are no matters concerning the re-designation of Mr. Tong that need to be brought to the attention of the shareholders of the Company or the Stock Exchange nor is there any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (w) of the GEM Listing Rules.

CHANGE OF CHIEF EXECUTIVE OFFICER

Ms. Babington will resign as the CEO of the Company with effect from 1 August 2019. Ms. Babington will remain as the executive director of the Company and the managing director of Tree Limited and will focus on the business and operation relating to the brand name "TREE".

Ms. Babington has confirmed that she has no disagreement with the Board and that there is no other matter in connection with her resignation as the CEO that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

RESIGNATION OF DIRECTOR

Ms. Nicole Lucy Haslock ("**Ms. Haslock**") will resign as the non-executive director of the Company and the director of Tree Limited with effect from 1 August 2019, so that she can focus on her business in the United States of America.

Ms. Haslock has confirmed that she has no disagreement with the Board and that there is no other matter in connection with her resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Haslock for her valuable contribution to the Company during her tenure of office.

CODE PROVISION A.2.1

The above code provision stipulates that the roles of the chairman and the CEO should be separate and should not be performed by the same individual.

After the change of the CEO with effect from 1 August 2019, Mr. Tong will be both the chairman of the Board and the CEO of the Company.

The Board considers that having the same person to perform the roles of both the chairman and the CEO provides the Company with strong and consistent leadership, and allows effective and efficient planning and implementation of business decisions and strategies. Such structure would not impair the balance of power and authority between the Board and

the management of the Company. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals and having meeting regularly to discuss issues affecting the operations of the Group.

For and on behalf of the Board
Tree Holdings Limited
Mr. Tong Tang Joseph
Chairman & CEO

Hong Kong, 1 August 2019

As at the date of this announcement, the Board comprises Mr. TONG Tang Joseph, Ms. Mary Kathleen BABINGTON, and Mr. TSUI Wing Tak as executive Directors; and Mr. YEUNG Man Chung Charles, Mr. TSANG Wai Yin, and Mr. SIT Hoi Wah Kenneth as the independent non-executive Directors.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company’s website at <https://treeholdings.com>.