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## **TAN CHONG INTERNATIONAL LIMITED**

陳唱國際有限公司

*(incorporated in Bermuda with limited liability)*

(Stock code: 693)

### **RE-DESIGNATION OF A DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Tan Chong International Limited (the “**Company**”), together with its subsidiaries, the “**Group**”) announces that Mr. Azman Bin Badrillah (“**Mr. Azman**”) has been re-designated from a non-executive Director (“**NED**”) to an independent non-executive Director (“**INED**”) effective from 14 September 2015. Mr. Azman remains as a member of the audit committee of the Company.

Mr. Azman, aged 67, graduated from the University of Malaya in 1970 with a Bachelor of Economics degree. He joined Bank of America (“**BOA**”) in Malaysia in 1971. In 1974, he was assigned to BOA’s Asia Division and underwent training at its World Banking Division in San Francisco, USA. Upon his return to Malaysia in 1975, he worked at the BOA’s Credit Department for another 3 years before relocation to its South & East Asia Division, Area Credit Administration, Hong Kong. In 1981, he returned back to Malaysia to take up position at BOA in Kuala Lumpur. His last position with BOA was the officer responsible for its Marketing & Strategic Planning Department. He resigned from BOA in 1982.

Mr. Azman joined Tan Chong Motor Holdings Berhad (“**TCMH**”) group, a listed company on Bursa Malaysia, in 1983 as an executive director of its auto parts industry division. He was responsible for the overall performance of one of its key product groups. In April 1994, he was appointed as a director to the board of directors of TCMH. He resigned as a director of TCMH in July 2010.

He was a director of APM Automotive Holdings Berhad (“**APM**”), a listed company on Bursa Malaysia since its listing in 1999. He resigned as a director of APM on 1 June 2013.

Mr. Azman was also a director of the Company’s subsidiary, TC Subaru Sdn. Bhd. (“**TC Subaru**”) until early March 2015.

Save as disclosed in this announcement, Mr. Azman does not hold any other positions within the Group and has not held any directorships in listed public companies in Hong Kong or overseas in the last three years.

Mr. Azman does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Azman does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).

There is no service contract between the Company and Mr. Azman. Mr. Azman has no fixed term of director's service but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws of the Company. His director's fee will be determined by the Board with reference to his job responsibility, prevailing market conditions and the Company's operating performance and profitability.

Mr. Azman has been a NED since 1 April 2015 and was a director of TC Subaru during the two years immediately prior to his re-designation. Thus, Mr. Azman can not meet the independence guideline as set out in Rule 3.13(7) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The Company has assessed the re-designation of Mr. Azman as an INED and has demonstrated to the satisfaction of The Stock Exchange of Hong Kong Limited that Mr. Azman is independent on the following grounds:

- Since Mr Azman's appointment as a NED and a member of the audit committee of the Company on 1 April 2015, his only involvement in the Company has been attendance at Board meetings, sub-committee meetings and audit committee meetings to provide independent advice, opinions and industry inputs. Mr. Azman has not performed, and will not perform, any executive or management function or position in the Company;
- Notwithstanding Mr. Azman's position as a director of TC Subaru, his role in TC Subaru is non-management in nature and limited. It comprises Mr. Azman's participation in board meetings to raise independent comments and provide industry inputs through his experience and expertise in the automobile sector and industrial milieu in Malaysia;
- During the three years immediately preceding the date of Mr. Azman's resignation as a director of TC Subaru, he performed the same function in practice as an INED of TC Subaru and did not receive any director's fees or remuneration in his office; and
- Mr. Azman was not a director of TCMH and APM, both of which are connected persons of the Company (and are not subsidiaries of the Company, or of a holding company of the Company) for the two years immediately prior to his re-designation.

The Company believes that Mr. Azman's qualifications and experience in the automobile sector and industrial milieu in Malaysia will facilitate development and expansion of the Company's business in Malaysia. The Company also wishes to enhance corporate governance and diversity of the Board in terms of balance of skills, experience and professional background. The Company considers the appointment of an additional INED as desirable for achieving such an objective. Following the re-designation of Mr. Azman, the number of INEDs increases from three to four and as a result INEDs comprises more than one-third of the Board.

Save as disclosed above, there is no other matter relating to the re-designation of Mr. Azman as an INED that needs to be brought to the attention of the shareholders of the Company nor any information that is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

By Order of the Board  
**Tan Chong International Limited**  
**Joseph Ong Yong Loke**  
*Deputy Chairman and Managing Director*

Hong Kong, 14 September 2015

Website: <http://www.tanchong.com>

*As at the date of this announcement, the executive Directors are Mr. Tan Eng Soon, Mr. Joseph Ong Yong Loke, Mr. Tan Kheng Leong, Mdm. Sng Chiew Huat and Mr Glenn Tan Chun Hong. Independent non-executive Directors are Mr. Lee Han Yang, Mr. Ng Kim Tuck, Mr. Prechaya Ebrahim and Mr. Azman Bin Badrillah.*