



CHEVALIER INTERNATIONAL HOLDINGS LIMITED

其士國際集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock code: 025)

CHANGE IN DIRECTORSHIPS

The board of directors (the "Board") of Chevalier International Holdings Limited ("the Company") announces that Mr. WONG Wang Fat, Andrew resigned as an Independent Non-Executive Director and a member of each of Audit Committee and Remuneration Committee of the Company with effect from 31st March, 2006 for personal reasons. Mr. Wong confirmed that there is no disagreement with the Board and there is no other matter relating to his resignation that will need to be brought to the attention of the holders of securities of the Company. The Board would like to express its appreciation to Mr. Wong for his invaluable contribution to the Company over the past years.

The Board is pleased to announce that Mr. SUN Kai Dah, George has been appointed as an Independent Non-Executive Director and a member of each of Audit Committee and Remuneration Committee of the Company with effect from 31st March, 2006.

Mr. Sun, aged 65, has extensive experience in business management. Prior to his appointment as an Independent Non-Executive Director, he was the founder of Zindart Limited, a company incorporated in 1978 and listed on the United States NASDAQ. He has retired from the position of Chief Executive Officer of Zindart Limited since 1998. Mr. Sun was also an independent non-executive director of Chevalier Construction Holdings Limited until his resignation in November 2004, following its privatisation in February 2004. Mr. Sun serves as a director of Chevalier (Travel Agency) Limited ("CTA"), a subsidiary of the Company, with non-executive role since 15th April, 2002. Despite Mr. Sun's directorship with CTA, the Board considers that Mr. Sun is eligible to act as an independent non-executive director of the Company as (i) Mr. Sun is able to meet all other independence guidelines set out under Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"); and (ii) Mr. Sun is not involved in the management of CTA, neither has he received any remuneration from CTA for his appointment. Mr. Sun does not have an office at CTA and does not attend work there. Since his appointment in 2002, Mr. Sun's involvement in CTA has been to provide an independent overview and guidance on the financial standing and performance of CTA. He is provided with the audited accounts of CTA on an annual basis for his review and is asked to give comments and suggestions thereon. Based on the records of CTA, Mr. Sun has given remarks on the audited accounts of CTA generally, such as requesting CTA's management to note the need of broadening its revenue sources and exploring possible cost cutting measures. Except for this, Mr. Sun has no material direct involvement in the management and operation of CTA.

Save as disclosed above, in compliance with Rule 13.51(2) of the Listing Rules, Mr. Sun has confirmed to the Board that:

- (i) he has not held any directorship in any listed public companies in the last three years;
- (ii) he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company;
- (iii) he is not interested in or deemed to be interested in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement; and
- (iv) neither he has been a party or a subject matter nor has he been convicted, sentenced, adjudged, disqualified or refused admission, as the case may be, in respect of those matters as mentioned under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

There is neither any service contract between the Company and Mr. Sun nor any specified term for the length or proposed length of service with the Company in respect of the directorship. Mr. Sun is subject to retirement by rotation and re-election in accordance with the Company's Bye-laws. The director fee payable to Mr. Sun will be fixed by the Board subject to shareholders' approval in annual general meeting and the emolument of director is determined by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company.

The Board would like to take this opportunity to welcome Mr. Sun to join the Board.

By Order of the Board of
Chevalier International Holdings Limited
Chow Yei Ching
Chairman and Managing Director

Hong Kong, 31st March, 2006

* for identification only

As at the date of this announcement, the Board of the Company comprises Dr. Chow Yei Ching, Messrs. Kuok Hoi Sang, Fung Pak Kwan, Tam Kwok Wing, Kan Ka Hon, Chow Vee Tsung, Oscar and Ho Chung Leung as executive Directors and Dr. Chow Ming Kuen, Joseph, Mr. Li Kwok Heem, John and Mr. Sun Kai Dah, George, as independent non-executive Directors.

Please also refer to the published version of this announcement in The Standard.