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FIRST NATURAL FOODS HOLDINGS LIMITED

第一天然食品有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1076)

**(1) CHANGES OF DIRECTORS, MEMBERS OF EXECUTIVE COMMITTEE,
AUDIT COMMITTEE, NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE,
(2) CHANGE OF COMPANY SECRETARY, AND
(3) CHANGE OF AUTHORISED REPRESENTATIVES AND
AGENT FOR SERVICE OF PROCESS IN HONG KONG**

The Company is pleased to announce that the following appointments of the Directors and Company Secretary of the Company with effect from 21 November 2013:

- (a) Ms. Cai Lingli was appointed as an Executive Director and the chairperson of the Executive Committee;
- (b) Ms. Xia Yuki Yu was appointed as an Executive Director and a member of the Executive Committee;
- (c) Mr. Ng Hoi Yue was appointed as an Independent Non-executive Director and the chairman of the Audit Committee, Nomination Committee and Remuneration Committee;
- (d) Mr. Tso Hon Sai Bosco was appointed as an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee;
- (e) Mr. Lee Kwok Leung was appointed as an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee; and
- (f) Ms. Lee Yuen Ting was appointed as the Company Secretary.

The Company also announces that the following resignation of the Directors and Company Secretary of the Company with effect from 21 November 2013:

- (a) Mr. Huang Kunyan resigned as the chairman of the Board, an Executive Director and the chairman of the Executive Committee and Nomination Committee;
- (b) Mr. Shun Chin Tong Peter resigned as an Executive Director and a member of the Executive Committee;
- (c) Mr. Yau Dennis Wai Tak resigned as an Executive Director and a member of the Executive Committee;
- (d) Mr. Lee Wa Lun Warren resigned as a Non-executive Director;
- (e) Mr. Wong Chi Keung resigned as an Independent Non-executive Director, the chairman of the Audit Committee and Remuneration Committee and a member of the Nomination Committee due to other commitments;
- (f) Mr. Leung King Yue Alex an Independent Non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee;
- (g) Mr. Tang Chi Chung Matthew resigned as an Independent Non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee; and
- (h) Mr. Li Chak Hung resigned as the Company Secretary.

APPOINTMENT OF DIRECTORS, MEMBERS OF EXECUTIVE COMMITTEE, AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

First Natural Foods Holdings Limited (the “Company”) is pleased to announce that the following appointments of the Directors and Company Secretary of the Company with effect from 21 November 2013:

- (a) Ms. Cai Lingli was appointed as an Executive Director and the chairperson of the Executive Committee;
- (b) Ms. Xia Yuki Yu was appointed as an Executive Director and a member of the Executive Committee;
- (c) Mr. Ng Hoi Yue was appointed as an Independent Non-executive Director and the chairman of the Audit Committee, Nomination Committee and Remuneration Committee;
- (d) Mr. Tso Hon Sai Bosco was appointed as an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee; and
- (e) Mr. Lee Kwok Leung was appointed as an Independent Non-executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee.

The biographies of the new Directors are set out below:

Executive Directors

Ms. Cai Lingli (“Ms. Cai”), aged 32, holds a Bachelor Degree in Art and Design and has over eight years of experience in the media and entertainment industry. During her terms of service in a number of film production companies in the PRC, Ms. Cai has played a part in the role of film producer and participated in the fund-raising and overseas distribution for a number of motion pictures, documentary films, and commercial advertisements. Ms. Cai then joined a gaming corporation in Macau as an executive assistant to provide support on the overall operation and business strategies in the gaming industry.

Ms. Xia Yuki Yu (“Ms. Xia”), aged 40, has over twelve years of experience in the public relation and marketing industry. Since 2010, Mrs. Xia has held executive positions in various enterprise groups operating in the gaming industry.

Independent Non-Executives Directors

Mr. Ng Hoi Yue (“Mr. Ng”), aged 49, is an associate member of The Institute of Chartered Accountants in England and Wales and a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has been practising as a certified public accountant in Hong Kong since 1989. Mr. Ng is currently an independent non-executive director of See Corporation Limited (stock code: 491) and Asian Citrus Holdings Limited (stock code: 73), both are companies listed on the Stock Exchange. He was an independent non-executive director of Landing International Development Limited (stock code: 582), a company listed on the Stock Exchange, for the period from 26 November 2010 to 2 October 2013.

Mr. Tso Hon Sai Bosco (“Mr. Tso”), aged 49, is currently a partner with Messrs. Tso Au Yim & Yeung, Solicitors and has been a Hong Kong practising solicitor since 1990. Mr. Tso received his Bachelor of Laws degree from King’s College London. He is currently an independent non-executive director of China Fortune Investments (Holding) Limited (stock code: 8116), a company listed on the Stock Exchange. He was an independent non-executive director of Goldin Financial Holdings Limited (stock code: 530) for the period from 30 July 2003 to 15 November 2012 and an independent non-executive director of Rising Development Holdings Limited (stock code: 1004) for the period from 31 August 2007 to 3 August 2012, both are companies listed on the Stock Exchange.

Mr. Lee Kwok Leung (“Mr. Lee”), aged 59, is the managing director of Derico Financial Capital Limited and Success Talent Investments Limited. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000. He was a non-executive director of Karce International Holdings Company Limited (stock code: 1159), a company listed on the Stock Exchange, for the period from 20 April 2001 to 31 August 2013.

Save as mentioned above, as at the date of this announcement, each of the newly appointed Directors:

- (a) did not hold any directorships in other listed company in the last three years;

- (b) did not enter into any written service contract with the Company but will hold office until the next general meeting of the Company and will be subject to retirement by rotation and re-election pursuant to the Bye-laws and memorandum of association of the Company;
- (c) was not interested in and did not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance;
- (d) was not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company; and
- (e) save for disclosed herein, has no further information to be disclosed pursuant to the requirements of Rules 13.51(2) of the Rules Governing the Listing of the Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) relating to her/his appointment as a Director of the Company.

The remuneration of each of the above newly appointed Directors will be determined by the Remuneration Committee and the board of directors (the “Board”) of the Company by reference to his or her duties and responsibilities with the Company, the remuneration policy of the Company as well as prevailing market rates.

RESIGNATION OF DIRECTORS, MEMBERS OF EXECUTIVE COMMITTEE, AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

The Company also announces that the following resignation of the Directors and the Company Secretary of the Company with effect from 21 November 2013:

- (a) Mr. Huang Kunyan resigned as the chairman of the Board, an Executive Director and the chairman of the Executive Committee and Nomination Committee due to other commitments;
- (b) Mr. Shun Chin Tong Peter resigned as an Executive Director and a member of the Executive Committee due to job reallocation;
- (c) Mr. Yau Dennis Wai Tak resigned as an Executive Director and a member of the Executive Committee due to job reallocation;
- (d) Mr. Lee Wa Lun Warren resigned as a Non-executive Director due to other commitments;
- (e) Mr. Wong Chi Keung resigned as an Independent Non-executive Director, the chairman of the Audit Committee and Remuneration Committee and a member of the Nomination Committee due to other commitments;
- (f) Mr. Leung King Yue Alex resigned as an Independent Non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee due to other commitments; and
- (g) Mr. Tang Chi Chung Matthew resigned as an Independent Non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee due to other commitments.

Each of the above resigned directors has confirmed that he has no disagreement with the Board. The Board is not aware of any matter that needs to be brought to the attention of the holders of securities of the Company in respect of their resignation.

CHANGE OF COMPANY SECRETARY

The Company also announces that Mr. Li Chak Hung resigned as the Company Secretary and Ms. Lee Yuen Ting was appointed as the Company Secretary of the Company with effect from 21 November 2013.

Ms. Lee Yuen Ting obtained the Bachelor of Laws degree from The University of Hong Kong in 2008. She is a member of the Law Society of Hong Kong and a solicitor qualified to practise in Hong Kong. She has over 4 years' experience in corporate finance and compliance matters.

CHANGE OF AUTHORISED REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS IN HONG KONG

With effect from 21 November 2013, Mr. Li Chak Hung and Mr. Lee Wa Lun Warren ceased to be the authorised representatives of the Company and Ms. Cai Lingli and Ms. Lee Yuen Ting were appointed as the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules. With effect from 21 November 2013, Mr. Li Chak Hung ceased to be the agent and Ms. Lee Yuen Ting was appointed as the agent for services of process in Hong Kong pursuant to the Companies Ordinance.

The Board would like to take this opportunity to express its sincere gratitude to each of the resigned Directors and the resigned Company Secretary for their valuable contributions to the Company during their tenure.

The Board would also like to extend a warm welcome to each of the newly appointed Directors for joining the Board and Ms. Lee to join the Company.

On behalf of the Board
First Natural Foods Holdings Limited
Cai Lingli
Executive Director

Hong Kong, 21 November 2013

As at the date of this announcement, the Board comprises Ms. Cai Lingli and Ms. Xia Yuki Yu as executive directors; and Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung as independent non-executive directors.

** For identification purpose only*