

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.



HONG KONG LIFE GROUP HOLDINGS LIMITED

香港生命集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8212)

CHANGE OF DIRECTORSHIPS, CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

With effect from 18 April 2011, (i) Ms. Leung Wai Kuen, Cerene has been appointed as an executive director of the Company; (ii) Mr. Siu Kwok Chung and Mr. Sit Bun have been appointed as independent non-executive directors of the Company; (iii) Mr. Yuen Shiu Hang, Terry and Mr. So Chi Yin resigned as independent non-executive directors; (iv) Mr. Poon Lai Yin, Michael resigned as the Company Secretary and Mr. Leung King Fai has been appointed to fill the vacancy; (v) Mr. Lau Chi Kwong resigned as Authorised Representative. Mr. Leung King Fai have been appointed to fill the vacancy.

The Board of directors (the “**Board**”) of Hong Kong Life Group Holdings Limited (the “**Company**”) announces the following:

APPOINTMENT OF EXECUTIVE DIRECTOR

With effect from 18 April 2011, Ms. Leung Wai Kuen, Cerene has been appointed as an executive director of the Company.

Ms. Leung Wai Kuen, Cerene (“Ms. Leung”), aged 42, holds a Bachelor’s degree in Business Administration from the San Francisco State University, the USA. She has over 10 years’ experience in finance and accounting, including auditing, budgeting, cost control, and formulating policies and strategies over the financial operations and management for various companies.

Ms. Leung did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Ms. Leung and the Company. Her appointment has no fixed term and is subject to retirement and rotation at the annual general meeting of the Company. Ms. Leung's remuneration will be determined by the Board with reference to her duties and responsibilities with the Company. Ms. Leung has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does she hold any other position with the Company or any of its subsidiaries. As at the date of this announcement, Ms. Leung has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Ms. Leung pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and there is no other information that need to be brought to the attention of the shareholders.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

With effect from 18 April 2011, Mr. Siu Kwok Chung and Mr. Sit Bun have been appointed as independent non-executive directors and members of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. Siu Kwok Chung ("Mr. Siu"), aged 53, is an expert in Consumer Electronics Industry and Agricultural Industry. In 1988, he founded his Siu's Electronics Production and Trading Company. The products were mainly electronics remotes and household electronics appliances. Owing to fast expansion of business, he had to raise the production scale and moved the Hong Kong production plants to Mainland China in 1991. At that moment, he was responsible for his factory's overall management, strategic planning, business sales and marketing and new products R&D. The business scope was specially focused in Hong Kong and overseas markets such as India, ASEAN and Middle East. In 2005, Mr. Siu joined Chaoda Modern Agriculture (Holding) Limited. Currently, Mr. Siu is the Managing Director of its subsidiary, Chaoda Vegetable & Fruits (Wholesale and Logistics) Limited. He is responsible for the Sale and Marketing Management. Overall, Mr Siu has more than 23 years' experiences in the related fields.

Save as disclosed, Mr. Siu did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Mr. Siu and the Company. His appointment has no fixed term and is subject to retirement and rotation at the annual general meeting of the Company. Mr. Siu's remuneration will be determined by the Board with reference to his duties and responsibilities with the Company. Mr. Siu has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries. As at the date of this announcement, Mr. Siu has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Mr. Siu pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and there is no other information that need to be brought to the attention of the shareholders.

Mr. Sit Bun (“Mr. Sit”), aged 72, is the chairman of 香港華通國際電訊有限公司. Mr. Sit was one of the pioneers in introducing the wireless paging technology into the PRC. He also assisted in modernizing the IDD call services from Guangdong Province to Hong Kong and Macau. Mr. Sit has over 25 years’ experience in telecommunications. He was a member of the Eighth, Ninth and Tenth CPPCC in Beijing.

Mr. Sit did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Mr. Sit and the Company. His appointment has no fixed term and is subject to retirement and rotation at the annual general meeting of the Company. Mr. Sit’s remuneration will be determined by the Board with reference to his duties and responsibilities with the Company. Mr. Sit has no relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries. As at the date of this announcement, Mr. Sit has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Mr. Sit pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited and there is no other information that need to be brought to the attention of the shareholders.

The Board would like to welcome Ms. Leung, Mr. Siu and Mr. Sit to the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yuen Shiu Hang, Terry (“Mr. Yuen”) and Mr. So Chi Yin (“Mr. So”) resigned as independent non-executive directors as well as members of the Audit Committee, the Remuneration Committee and the Nomination Committee due to their intention to achieve their other personal goals.

Mr. Yuen and Mr. So have confirmed that they have no disagreement with the Board and there is no matter relating to their resignations that will need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank Mr. Yuen and Mr. So for their invaluable contributions to the Company throughout the term of their service.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND AGENT FOR THE SERVICE OF PROCESS AND NOTICES

For the purposes of more concentration on other administrative affairs of the Company, Mr. Poon Lai Yin, Michael (“Mr. Poon”), the company secretary of the Company, Mr. Lau Chi Kwong (“Mr. Lau”), an authorized representative of the Company had tendered in their resignation letter to the Board with effect from 18 April 2011. Mr. Poon and Mr. Lau will still remain as executive directors of the Company after the above-mentioned resignations. Mr. Poon and Mr. Lau confirmed to the Board that they had no disagreement with the Board and there were no other matters which need to be brought to the attention of the shareholders of the Company in relation to their resignation.

The Board also announces that Mr. Leung King Fai (“Mr. Leung”) has been appointed as the Company Secretary and Authorised Representative of the Company and Authorised Representative for the acceptance of service of process and notices on behalf of the Company in Hong Kong with effect from 18 April 2011. The serving address represents Unit B, 20th floor, Times Media Centre, 133 Wanchai Road, Wanchai, Hong Kong. Mr. Leung, aged 39, is a member of the CPA Australia and an associate member of Hong Kong Institute of Certified Public Accountants. Mr. Leung worked for a number of listed companies in Hong Kong as company secretary and has extensive experience in company secretarial matters.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Poon and Mr. Lau for their contribution to the Company during their tenure and also extend its welcome to Mr. Leung on his appointments.

By order of the Board
Hong Kong Life Group Holdings Limited
Lam Wai Pong
Executive Director

Hong Kong, 18 April 2011

As at the date of this announcement, the directors of the Company are:

Executive Directors

Mr. Lam Wai Pong

Mr. Lau Chi Kwong

Mr. Poon Lai Yin Michael

Ms. Leung Wai Kuen, Cerene

Independent Non-executive Directors

Ms. Li Mei Kuen

Mr. Siu Kwok Chung

Mr. Sit Bun

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days and on the website of the Company at www.hk-lifegroup.com.