

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.



NEWTREE GROUP HOLDINGS LIMITED

友川集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1323)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that it is expected that the audited results of the Group for the year ended 31 March 2012 may record a loss as compared to a profit for corresponding year ended 31 March 2011.

The information contained in this announcement is only based on the management accounts of the Group which is still in the progress of finalizing the results, such information have not been audited or reviewed by the Company's auditors.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Newtree Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company and potential investors that based on information available, it is expected that the audited results of the Group for the year ended 31 March 2012 may record a loss as compared to a profit for corresponding year ended 31 March 2011. Such decline was primarily attributable to the downturn of economic condition in USA and Europe for the past 12 months which resulted in the decrease in revenue and gross profit of the Company.

As the Company is still in the process of finalizing the results of the year ended 31 March 2012, the information contained in this announcement is only based on the preliminary assessment by the Company's management according to the management accounts of the Group. The audited consolidated annual results of the Group for the year ended 31 March 2012 are expected to be announced by the Company before the end of June 2012.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Newtree Group Holdings Limited
Chum Hon Sing
Chairman

Macau, 8 June 2012

As at the date of this announcement, the executive directors are Mr. Chum Hon Sing, Dr., Sir Wong Wai Sing, Mr. Tsang Ho Ka, Eugene, Ms. Sung Ting Yee, Mr. Lee Chi Shing, Caesar, and the independent non-executive directors are Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd and Dr. Hui Chik Kwan.