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**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)**

**CHANGE OF JOINT COMPANY SECRETARY**  
**AND**  
**AUTHORIZED REPRESENTATIVES**

The board (the “**Board**”) of directors (the “**Directors**”) of the Newtree Group Holdings Limited (the “**Company**”) announces that Mr. Chan Shiu Yuen Sammy (“**Mr. Chan**”) has tendered his resignation (the “**Resignation**”) as the joint company secretary (the “**Joint Company Secretary**”) and the authorized representative (the “**Authorized Representative**”) of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange Hong Kong Limited and to accept service of process in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) with effect from 28 February 2014. Mr. Chan will remain as a chief financial officer of the Company. Mr. Chan confirmed that he has no disagreement with the Board and there is no matter relating to the Resignation which needs to be brought to the attention of the shareholders of the Company.

Following the Resignation, Mr. Cheng Man Wah (“**Mr. Cheng**”) is appointed as the Authorised Representative and Joint Company Secretary with Mr. Tsang Ho Ka, Eugene, the Authorised Representative, Joint Company Secretary and executive Director.

Mr. Cheng Man Wah, aged 32, graduated from The Hong Kong Polytechnic University in 2003 with Bachelor of Arts degree in accountancy. Mr. Cheng is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an ordinary member of Hong Kong

Securities and Investment Institute, and a member of The Hong Kong Institute of Directors. Mr. Cheng has more than 10 years' experience in corporate finance and compliances matters for the listed companies in Hong Kong. Mr. Cheng has worked for PricewaterhouseCoopers and Golden Resources Development International Limited (stock code: 677) for the period from 2007 to 2009. Mr. Cheng then joined as a financial controller from 2010 to 2012 for Powerwell Pacific Holdings Limited (stock code: 8265) whose shares were successfully listed on the GEM since January 2011. Mr. Cheng then worked for Strong Petrochemical Holdings Limited (stock code: 852) company secretary/chief financial officer and Pearl River Tyre (Holdings) Limited (stock code: 1187) as the joint company secretary in 2012 and 2013 respectively. Mr. Cheng has joined Ming Kei Holdings Limited (stock code: 8239) since August 2012 and is currently working as a company secretary.

The Board would like to express its sincere appreciation to Mr. Chan for his invaluable contribution to the Company during the tenure of his service and also extend its welcome to Mr. Cheng on his appointment.

By Order of the Board  
**Newtree Group Holdings Limited**  
**Mr. Wong Wai Sing**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 28 February 2014

*As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Chum Hon Sing, Mr. Lee Chi Shing, Caesar, Mr. Tsang Ho Ka, Eugene, Ms. Sung Ting Yee, Ms. Yick Mi Ching, Dawnibilly, Ms. Lu Ying and Mr. Chan Kin Lung and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd, Dr. Hui Chik Kwan and Mr. Wang Junqiang.*