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SHANGHAI MIN

Xiao Nan Guo Restaurants Holdings Limited

小南國餐飲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3666)

**CHANGE OF JOINT COMPANY SECRETARY
AND AUTHORIZED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28
AND 8.17 OF THE LISTING RULES**

CHANGE OF JOINT COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE

The board of directors (the “**Board**”) of Xiao Nan Guo Restaurants Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that due to re-allocation of her job duties, Ms. Leng Yijia (“**Ms. Leng**”) has tendered her resignation (“**Resignation**”) as a joint company secretary of the Company and ceased to act as an authorized representative of the Company for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), with effect from 7 July 2015. Ms. Leng has confirmed that she 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 Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company. Ms. Mok Ming Wai (“**Ms. Mok**”, the current company secretary of the Company) will continue to act as another joint company secretary of the Company. The Company would like to express its gratitude to Ms. Leng for her valuable contributions to the Company during her term of office.

The Board is pleased to announce that Mr. Wang Shoudong (“**Mr. Wang**”) has been appointed as a joint company secretary of the Company and as an authorized representative of the Company for the purpose of Rule 3.05 of the Listing Rules, with effect from 7 July 2015.

Mr. Wang is a vice president of the Company. He joined the Group in June 2011 and is primarily responsible for the finance, legal and internal audit functions of the Group. Prior to joining the Company, he held various positions at Best Buy Commercial (Shanghai) Co., Ltd. where he served from January 2007 to May 2011, including Finance Manager and Senior Finance Operation Manager. From July 1999 to January 2007, Mr. Wang worked at the finance department of Dazhong Transportation (Group) Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock code: 600611). Mr. Wang obtained his bachelor’s degree in economics from Fudan University in July 1999, and his MBA degree from Fudan University in July 2007.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Wang currently does not possess the qualifications of company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Wang as a joint company secretary of the Company for a period of three years from the date of his appointment as a joint company secretary of the Company (the “**Waiver Period**”) on the grounds that the Company will continue to engage Ms. Mok, another current joint company secretary of the Company who possesses the relevant professional qualifications of company secretary required under Rules 3.28 and 8.17 of the Listing Rules, to provide assistance to Mr. Wang in discharging his duties as one of the joint company secretaries of the Company.

This waiver is granted on the conditions that (i) Mr. Wang will be assisted by Ms. Mok during the Waiver Period and the waiver will be revoked immediately if and when Ms. Mok ceases to be a joint company secretary of the Company; (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to revisit the situation. The Stock Exchange expects that, after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Wang satisfies Rule 3.28 of the Listing Rules, having the benefit of Ms. Mok’s assistance so that a further waiver will not be necessary; and (iii) the Company will announce the details of the waiver, including its reasons and conditions.

The Board would like to extend its welcome to Mr. Wang on his new appointment.

By order of the Board
Xiao Nan Guo Restaurants Holdings Limited
WANG Huimin
Chairlady

Shanghai, the PRC, 7 July 2015

As at the date of this announcement, the executive directors of the Company are Ms. WANG Huimin, Ms. WU Wen and Mr. KANG Jie; the non-executive directors of the Company are Ms. WANG Huili, Mr. WENG Xiangwei and Mr. WANG Hairong; and the independent non-executive directors of the Company are Mr. WANG Chiwei and Dr. WU Chun Wah.