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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 AUTHORISED 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 Mr. Wang Shoudong (“**Mr. Wang**”) has tendered his 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 2 February 2016, due to internal re-allocation of his job duties.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter relating to his 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.

The Board is pleased to announce that Ms. Leng Yijia (“**Ms. Leng**”), is appointed as a joint company secretary and as an authorized representative in place of Mr. Wang for the purpose of Rule 3.05 of the Listing Rules, with effect from 2 February 2016.

Ms. Leng, aged 41, is a vice president of the Company and she is primarily responsible for the group’s investor relations, public affairs and corporate affairs. She joined the Group in July 2010. Ms. Leng served as the secretary of the Board and a joint company secretary of the Company from 4 July 2012 to 6 July 2015. She used to be a division business general manager being responsible for management and overseeing the day-to-day operation of part of the Chinese catering business of the Group from May 2014 to December 2015. Ms. Leng has over 17 years of experience in legal and management areas. Prior to joining the Group, she served as a legal manager, senior legal manger and legal director of Carrefour (China) Managing & Consulting Services Co., Ltd. (家樂福(中國)管理諮詢服務有限公司), from October 2003 to June 2010, and worked as a legal consultant at Coudert Brothers LLP from August 2000 to September 2003. From September 1998 to August 1999, she was an associate at the Shanghai office of Kang Da Law Firm (康達律師事務所). Ms. Leng received her L.L.B degree from East China University of Political Science and Law in 1998, her L.L.M degree from Temple University in 2001 and her MBA degree from the program jointly sponsored by Tong Ji University and Ecole Nationale des Ponts et Chaussees (ENPC) in 2006. Ms. Leng holds the PRC lawyer qualification certificate.

Ms. Leng acquired the relevant experience acting as a company secretary of the Company from 4 July 2012 to 6 July 2015 with the assistance of Ms. Mok Ming Wai (“**Ms. Mok**”), the joint company secretary of the Company who meets the requirements under Note 1 to Rule 3.28 of the Listing Rules. The Board is satisfied that Ms. Leng can discharge the functions of a company secretary after reviewing her qualification and experience. Based on the information provided by the Company, the Stock Exchange has agreed that Ms. Leng is qualified to act as a company secretary of the Company under Rule 3.28 of the Listing Rules.

The Board further considers that it would be beneficial to the Company to have two capable company secretaries to attend and discharge duties of company secretaries and assist the Company to comply with the various laws, regulations and rules. Hence, Ms. Mok will continue to act as a joint company secretary of the Company.

The Board would like to take this opportunity to express its sincere gratitude for the contributions that Mr. Wang made to the Company and extend its welcome to Ms. Leng on her new appointment.

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

Shanghai, the People’s Republic of China, 2 February 2016

As at the date of this announcement, the executive directors of the Company are Ms. WANG Huimin, Ms. WU Wen and Ms. ZHU Xiaoxia; 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 Dr. WU Chun Wah and Mr. LUI Wai Ming.