

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.



SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

APPOINTMENT OF DIRECTORS

The board of directors (the “**Board**”) of Shifang Holding Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Yu Shiquan, Ms. Chen Min and Mr. Cai Jianquan have been appointed as an executive director, a non-executive director, and an independent non-executive director of the Company respectively to strengthen the composition of the Board and further enhance the expertise in the Board, all with effect from 20 December 2011.

APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Yu Shiquan (“**Mr. Yu**”), aged 35. Mr. Yu is a qualified accountant as conferred by the Ministry of Finance of the People’s Republic of China (the “**PRC**”). Mr. Yu was an accountant at Fujian Lan Tian Tax Accounting Co., Ltd. from 1996 to 1997, a finance supervisor of Fujian Huanyu Investment Development Co., Ltd from 1997 to 1998 and a finance supervisor of 福建十方投資有限公司 (Fujian ShiFang Investment Co. Ltd.*) from 1998 to 2000. Mr. Yu joined our Group in 2000 and became the finance supervisor of 福建十方文化傳播有限公司 (Fujian ShiFang Culture Communication Co., Ltd.*). In 2008, he became the finance supervisor of Olympia Media Holdings Limited, and, subsequently, became the deputy financial officer of China TopReach Inc. (listed and traded on the OTC Bulletin Board in the United States of America) in 2009.

Mr. Yu graduated from Fujian Radio and Television University in 1996 with a diploma in finance and accounting. He has gained significant management experience from his work with Fujian ShiFang and continues to assist our chief financial officer with the overall financial operations of our Company.

Presently, Mr. Yu is a director of 福州漢鼎網絡科技有限公司 (Fuzhou HanDing Network Science & Technology Co., Ltd.*), 福建十方文化傳播有限公司 (Fujian ShiFang Culture Communication Co., Ltd.*), 瀋陽祝秦十方傳媒發展有限公司 (Shenyang ZhuQin ShiFang Media Development Co., Ltd.*), and 北京漢鼎廣告有限公司 (Beijing HanDing Advertisement Co., Ltd.*), which are all subsidiaries of our Company. Mr. Yu has not held any directorship in any listed companies in the last three years.

Mr. Yu has entered into a service contract with the Company for a term of two years commencing from 20 December 2011 and would continue thereafter until terminated by either party, but in any event shall not exceed three (3) years from the commencement date of the service contract. Mr. Yu's appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Yu will receive a director fee of RMB600,000 per annum during his term of appointment, which is determined by the Board and the remuneration committee of the Company (the "**Remuneration Committee**") by reference to his duties and responsibilities with the Company and prevailing market conditions, and will be reviewed by the Board and the Remuneration Committee from time to time. Mr. Yu will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Company's articles of association.

As at the date hereof, Mr. Yu has interests in options to subscribe for 1,098,246 shares in the Company pursuant to the Company's share option scheme and owns 30% of shareholdings of Keep Profit International Capital Limited, a company which holds 21,142,026 shares of the Company (representing approximately 2.94% of the issued share capital of the Company). Save as disclosed above, Mr. Yu does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or has previously held any other position with the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter or information that needs to be disclosed to or brought to the attention of the shareholders of the Company in relation to Mr. Yu pursuant to any of the requirements of 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on Stock Exchange (the "**Listing Rules**").

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Ms. Chen Min (“**Ms. Chen**”), aged 41, graduated from the College of Chinese Language and Literature Fujian Normal University with a bachelor’s degree in arts in June 1993 and a master’s degree in arts specialising in contemporary Chinese drama in June 2002. She also obtained a doctorate degree in arts specialising in theatrical aesthetics from the Central Academy of Drama in June 2006. Ms. Chen had taken up various academic teaching posts at the College of Chinese Language and Literature Fujian Normal University between September 1993 and May 2007 and has been an associate professor of drama literature at the Central Academy of Drama since May 2007. Ms. Chen has also served as a secretary and a member of council of the China Branch of The International Association of Theatre Critics and a member of the expert panel of academic degrees and graduate education of the Ministry of Education of the PRC since May 2007.

Ms. Chen currently is an non-executive director of China TopReach Inc (listed and traded on the OTC Bulletin Board in the United States of America). She is also the sister of Mr. Chen Zhi, the executive director and the chairman of the Company. Ms. Chen has entered into a service contract with the Company for a term of two years commencing from 20 December 2011 and would continue thereafter until terminated by either party, but in any event shall not exceed three (3) years from commencement date of the service contract. Ms. Chen’s appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Ms. Chen will receive a director fee of RMB120,000 per annum during her term of appointment, which is determined by the Board and the Remuneration Committee by reference to her duties and responsibilities with the Company and prevailing market conditions, and will be reviewed by the Board and the Remuneration Committee from time to time. Ms. Chen will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Company’s articles of association.

As at the date hereof and save as disclosed above, Ms. Chen does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or has previously held any position with the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter or information that needs to be disclosed to or brought to the attention of the shareholders of the Company in relation to Ms. Chen pursuant to any of the requirements of 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Cai Jianquan (“**Mr. Cai**”), aged 49, graduated from the Anhui University of Finance & Economics with a bachelor’s degree in financial accounting in July 1984. Mr. Cai was a finance manager of the finance department of 上海百貨總公司鐘錶眼鏡分公司 (Shanghai Baihuo Headquarters Watches and Glasses Branch*) between July 1984 and June 1992. He was the general manager of the sales department of Shenyin & Wanguo Securities Co. Ltd. between June 1992 and June 2002. He has also been the chairman of the board of directors of 上海冠通投資有限公司 (Shanghai Guantong Investment Co. Ltd.*) since September 2002. Mr. Cai has not held any directorship in any listed companies in the last three years.

Mr. Cai has accepted a letter of appointment from the Company for a term of two years commencing from 20 December 2011 and would continue thereafter until terminated by either party, but in any event shall not exceed three (3) years from commencement date of the appointment letter. Mr. Cai’s appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. He will receive a director fee of RMB120,000 per annum during his term of appointment, which is determined by the Board and the Remuneration Committee by reference to his duties and responsibilities with the Company and prevailing market conditions, and will be reviewed by the Board and the Remuneration Committee from time to time. Mr. Cai will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Company’s articles of association.

As at the date hereof and save as disclosed above, Mr. Cai does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance or have any relationship with any directors, senior management or substantial or controlling shareholders of the Company or its subsidiaries or has previously held any position with the Company or any of its subsidiaries.

Save as disclosed above, there is no other matter or information that needs to be disclosed to or brought to the attention of the shareholders of the Company in relation to Mr. Cai pursuant to any of the requirements of 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Yu, Ms. Chen and Mr. Cai to join the Board.

By order of the Board of
ShiFang Holding Limited
Chen Zhi
Chairman

Hong Kong, 20 December 2011

As at the date of this announcement, the executive directors of the Company are Mr. Chen Zhi (Chairman), Mr. Hong Pei Feng and Mr. Zhang Tie Zhu; the non-executive director is Mr. Wang Ping; and the independent non-executive directors are Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry and Mr. Zhuo Ze Yuan.

** for the purpose of identification only*