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CHINA STARCH HOLDINGS LIMITED

中國澱粉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3838)

**CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND
CHANGES OF MEMBERS OF AUDIT COMMITTEE,
NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of China Starch Holdings Limited (the “**Company**”) announces that:

(A) Retirement and resignation of independent non-executive Directors and members of Board committees

Ms. Dong Yanfeng (“**Ms. Dong**”) has retired from her office as an independent non-executive Director with effect from 5 September 2013 due to her age and her intention to devote more time and commitment to her family. Following her retirement, she also ceased to be a member of the audit committee, the nomination committee and the remuneration committee of the Board. Ms. Dong confirmed that there is no disagreement with the Board and there are no other matters relating to her retirement that need to be brought to the attention of the shareholders of the Company.

Mr. Cao Zenggong (“**Mr. Cao**”) has resigned as an independent non-executive Director with effect from 5 September 2013 due to his other business commitments. Following his resignation, he also ceased to be a member of the audit committee, the nomination committee and the remuneration committee of the Board. Mr. Cao confirmed that there is no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Ms. Dong and Mr. Cao for their valuable contributions to the Company during their tenure of service as the independent non-executive Directors, and as members of the relevant Board committees.

(B) Appointments of independent non-executive Directors and members of Board committees

The Board also announces the appointments of Mr. Chen Zhijun (“**Mr. Chen**”) and Mr. Sun Mingdao (“**Mr. Sun**”) as independent non-executive Directors and members of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 5 September 2013.

The biographical details of Mr. Chen and Mr. Sun are set out below.

MR. CHEN ZHIJUN

Mr. Chen Zhijun (陳志軍), aged 47, is a professor and the Vice-Dean of the School of Management of Shandong University. Mr. Chen obtained a doctoral degree in Business Management* (企業管理) from Nankai University in 2006. He has been the Chief Academic Consultant (Group's Management)* (首席集團公司管理學術顧問) of China Centre for Enterprise Group Research at Central South University* (中南大學中國企業集團研究中心) since June 2011 for a term of three years. Mr. Chen is a part-time professor of Anhui University of Finance & Economics and also serves as a distinguished lecturer* (特聘主講教授) for the Advanced Strategy Management Programme for Outstanding Teachers* (戰略管理骨幹教師高級研修班) organised by the National Higher Education Institutions Teacher Online Training Center* (全國高校教師網絡培訓中心) under the Ministry of Education of the People's Republic of China.

Mr. Chen was appointed as an independent director for a term from 24 January 2013 to 16 November 2013 of Taifu Industry Co., Ltd. (泰復實業股份有限公司) ("Taifu"). Mr. Chen was also an independent director of Huayi Compressor Co., Ltd. (華意壓縮機股份有限公司) ("Huayi") for the period from May 2011 to March 2012. The shares of Taifu and Huayi are listed on the Shenzhen Stock Exchange. Save as disclosed above, Mr. Chen has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Chen has entered into a letter of appointment with the Company for a fixed term of one year commencing from 5 September 2013 and is automatically renewable annually upon the expiry of the fixed term. His directorship is subject to retirement by rotation and re-election in accordance with the Company's articles of association. Mr. Chen is entitled to an annual director's fee of RMB50,000 under his letter of appointment, which is determined with reference to his duties and responsibilities in the Company and is to be reviewed by the remuneration committee of the Board.

As at the date of this announcement, Mr. Chen does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and he does not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO").

Save as disclosed above, Mr. Chen is not aware of any matter that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") or any other matters that need to be brought to the attention of the shareholders of the Company.

MR. SUN MINGDAO

Mr. Sun Mingdao (孫明導), aged 64, was appointed as the chief secretary of China Starch Industry Association* (中國澱粉工業協會) in November 2011 for a term of four years. Mr. Sun had been a deputy director of the research centre and a vice general manager of Wuhan Huali Environmental Technology Co., Ltd.* (武漢華麗環保科技有限公司) from 2001 to 2007.

Mr. Sun has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Sun has entered into a letter of appointment with the Company for a fixed term of one year commencing from 5 September 2013 and is automatically renewable annually upon the expiry of the fixed term. His directorship is subject to retirement by rotation and re-election in accordance with the Company's articles of association. Mr. Sun is entitled to an annual director's fee of RMB50,000 under his letter of appointment, which is determined with reference to his duties and responsibilities in the Company and is to be reviewed by the remuneration committee of the Board.

As at the date of this announcement, Mr. Sun does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, and he does not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Sun is not aware of any matter that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Chen and Mr. Sun for joining the Board.

By Order of the Board
China Starch Holdings Limited
Tian Qixiang
Chairman

Shouguang, 5 September 2013

* *For identification purpose only*

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Tian Qixiang (Chairman)

Mr. Gao Shijun (Chief Executive Officer)

Mr. Yu Yingquan

Mr. Liu Xianggang

Independent non-executive Directors:

Mr. Yue Kwai Wa, Ken

Mr. Chen Zhijun

Mr. Sun Mingdao