



# Golden Dragon Group (Holdings) Limited

金龍集團（控股）有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code 329)

## CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AUDIT COMMITTEE MEMBER AND REMUNERATION COMMITTEE MEMBER

Mr. Song Xiao Hai (“**Mr. Song**”) has resigned as an Independent Non-Executive Director and the member of Audit Committee and Remuneration Committee with effect from 27 July, 2006.

Mr. Ding Xun (“**Mr. Ding**”) has been appointed as Independent Non-Executive Director and the member of Audit Committee and Remuneration Committee with effect from 27 July, 2006.

### Resignation of Independent Non-executive Director and Audit Committee Member and Remuneration Committee Member

The Board of Directors (the “**Board**”) of Golden Dragon Group (Holdings) Limited (the “**Company**”) announces that due to personal reason, Mr. Song Xiao Hai has resigned as an Independent Non-executive Director and the member of Audit Committee and Remuneration Committee with effect from 27 July, 2006. Mr. Song confirmed that there is no matter in relation to his resignation that should be brought to the attention of the shareholders of the Company.

### Appointment of Independent Non-executive Director and Audit Committee Member and Remuneration Committee Member

The Board also announces that Mr. Ding Xun has been appointed as an Independent Non-Executive Director and the member of Audit Committee and Remuneration Committee of the Company with effect from 27 July, 2006. Mr. Ding, aged 46, holds a Bachelor Degree of Economics and a MBA certification from Maritime Transportation University of Shanghai and Beijing University respectively. Mr. Ding worked in The Waterway Transportation Institute of the Ministry of Communications of China and Guangdong Enterprises (Holdings) Limited. He was also a director of Guangdong Investment Limited and the vice-chairman of Guangdong Brewery Holdings Limited. Besides, he has extensive experience in corporate development, and has over 15 years of experience in Commercial Management sector and familiar with Economics and Financial structure and investment environment in PRC and Hong Kong. He is currently an Independent Non-Executive Director of Shenzhen International Holdings Limited, being a company listed on the Stock Exchange of Hong Kong Limited. Save as disclosed, Mr. Ding did not hold any directorship in other listed public companies in the last three years.

Mr. Ding does not have any relationships with any other directors, senior management, substantial shareholders (as defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Ding was not interested or deemed to be interested in any shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance.

Mr. Ding does not enter into a service contract with the Company during the term of his appointment as an Independent Non-Executive Director of the Company. He does not have a fixed term of service and will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the articles of association of the Company. The amount of emoluments to be received by Mr. Ding is determined by the Board of the Company, with reference to his relevant duties and responsibilities with the Company. Mr. Ding will be paid an annual fee at the rate of HK\$100,000. He is not entitled to any bonus. Saved as disclosed above, there are no other matters concerning Mr. Ding that need to be brought to the attention of the shareholders of the Company.

The Board wishes to thank Mr. Song for his valuable contribution to the Company and welcome the joining of Mr. Ding, and deeply believes that his extensive experience will be beneficial to the Company's business development.

As at the date of this announcement, the Executive Directors of the Company comprise Mr. Wong Yin Sen, Mr. Hon Lik, Mr. Wong Hei Lin, and Mr. Li Kim Hung; the Non-Executive Director Ms. Cheng Kong Yin and the Independent Non-Executive Directors Mr. Pang Hong, and Mr. Cheung Kwan Hung, Anthony and Mr. Ding Xun.

By Order of the Board  
**Golden Dragon Group (Holdings) Limited**  
**Wong Yin Sen**  
Chairman

Hong Kong, 27 July, 2006