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天虹紡織集團有限公司
TEXHONG TEXTILE GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2678)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE OF MEMBER OF AUDIT COMMITTEE,
NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board announces that it has:

1. accepted the resignation of Ms. Zhu Lanfen as an independent non-executive Director with effect from 18 April 2013. Accordingly, Ms. Zhu Lanfen has also ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee upon her resignation as an independent non-executive Director; and
2. Ms. Zhu Beina has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 18 April 2013.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER
OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION
COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Texhong Textile Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that it has accepted the resignation of Ms. Zhu Lanfen as an independent non-executive Director of the Company with effect from 18 April 2013 as she has reached her retirement age.

Accordingly, Ms. Zhu Lanfen has also ceased to be a member of each of the audit committee (the “**Audit Committee**”), the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company. Ms. Zhu Lanfen has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board wishes to express its appreciation for Ms. Zhu Lanfen's contribution and leadership during her term of appointment.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

The Board is pleased to announce that Ms. Zhu Beina has been appointed as an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 18 April 2013.

Ms. Zhu Beina, aged 54, has been the deputy secretary-general, secretary-general and deputy chairman since 1998 and is currently the chairman of China Cotton Textile Industry Association (中國棉紡織行業協會). She has been in the textile industry for over 30 years. Ms. Zhu Beina is a senior engineer in textile engineering of the PRC. She was awarded the Science and Technology Improvement Award by the China Textile Industry Association (中國紡織工業協會) in October 2006 and October 2008 respectively. Ms. Zhu Beina graduated from Huadong Textile Industrial College (華東紡織工學院) (currently known as Donghua University (東華大學)) of the PRC in July 1983. In addition, she was an independent director of Changjiang Publishing & Media Co., Ltd. (長江出版傳媒股份有限公司) (previously known as Shanghai Worldbest Industry Development Co., Ltd. (上海華源企業發展股份有限公司)), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600757) from December 2006 to January 2011 and Henan Xinye Textile Co., Ltd. (河南新野紡織股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002087) from September 2009 to November 2012. She is currently an independent director of Bros Holding Limited (百隆東方股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 601339), Silverman Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 1616) and Shijiazhuang Changshan Textile Co., Ltd. (石家莊常山紡織股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000158).

Save as disclosed above, Ms. Zhu Beina did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years before the date of this announcement.

Ms. Zhu Beina has entered into an appointment letter with the Company for a term of one year commencing from 18 April 2013 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Zhu Beina is entitled to a director's fee of HK\$120,000 per annum which is determined by the Board with reference to Ms. Zhu Beina's skill, knowledge and expected involvement in the Company's affairs, profitability of the Group, remuneration benchmarks in the industry, and prevailing market conditions.

As at the date of the announcement, Ms. Zhu Beina does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. She does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the date of this announcement.

Save as disclosed herein, there are no other matters relating to the appointment of Ms. Zhu Beina that need to be brought to the attention of the shareholders of the Company and there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to express its warm welcome to Ms. Zhu Beina on the Board.

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Hong Tianzhu
Mr. Zhu Yongxiang
Mr. Tang Daoping
Mr. Gong Zhao

Independent non-executive Directors:

Ms. Zhu Beina
Prof. Cheng Longdi
Mr. Ting Leung Huel, Stephen

By order of the Board
Texhong Textile Group Limited
Hong Tianzhu
Chairman

Hong Kong, 18 April 2013