

CHINA MINZHONG FOOD CORPORATION LIMITED
(Registration No. 200402715N)

DISCLOSURE BY MR WANG ANSON IN RELATION TO CMIA'S INVESTMENT IN EMERALD ASIA GROUP PTE. LTD.

The Board of Directors (the "Board") of China Minzhong Food Corporation Limited (the "Company") wishes to inform that Mr Wang Anson, a Non-Executive Director, had disclosed to the Board that CMIA Capital Partners Pte Ltd ("CMIA"), of which he is the Managing Partner, has made an investment in Emerald Asia Group Pte. Ltd. ("Emerald Asia"), a company engaged in the cultivation and processing of mushrooms and fungi in China for both the domestic and export markets.

In light of the fact that the Company and Emerald Asia are operating in similar businesses, the Board has further sought clarification from Mr Wang Anson, as attached:

In the event that a conflict of interest arises in the future by virtue of this investment by CMIA, the Board will provide an update to investors on the same.

By Order of the Board
Lin Guo Rong
CEO and Executive Director

9 May 2011

The initial public offering of the Company was sponsored by J.P. Morgan (S.E.A.) Limited, Kim Eng Corporate Finance Pte. Ltd. and Macquarie Capital (Singapore) Pte. Limited. (the "Joint Issue Managers"). The Joint Issue Managers assume no responsibility for the contents of this announcement.

CHINA MINZHONG FOOD CORPORATION LIMITED (THE "COMPANY")

REQUEST FOR INFORMATION

TO: MR ANSON WANG (NON-EXECUTIVE DIRECTOR)

DATE: APRIL 30, 2011

Dear Anson,

We note from your declaration dated 20 October 2010 that CMIA Capital Partners Pte Ltd ("CMIA"), of which you are the Managing Partner, had concluded an investment in Emerald Asia Group Pte. Ltd. ("Emerald Asia") and Emerald Asia is a company engaged in the cultivation and processing of mushrooms and fungi in China for both the domestic and export markets.

In connection with the above declaration, as part of our corporate governance, we would be grateful if you could kindly let us have your response and further information on the following within 2 weeks from the date of this letter.

No.	Query	Response
1	Are you a Director of Emerald Asia or any of its subsidiaries or related companies?	NO
2	Does CMIA have any representative(s) on the board of directors, management committee and/or similar body in Emerald Asia or any of its subsidiaries or related companies?	YES
3	Have you been or will you be involved in the management of Emerald Asia or any of its subsidiaries or related companies, either directly or indirectly? If so, please describe nature of involvement.	NO
4	Will you be involved in making decisions pertaining to CMIA's investment in Emerald Asia or any of its subsidiaries or related companies?	YES
5	Will you have access to information (such as financial, operational or otherwise) pertaining to Emerald Asia or any of its subsidiaries or related companies?	YES

6	<p>Is Emerald Asia or any of its subsidiaries or related companies in direct or indirect competition with the Company?</p> <p>If so, please describe extent of competition having regard to factors such as the following (not exhaustive):</p> <ul style="list-style-type: none"> (a) Customers; (b) Suppliers; (c) Business Scale; and (d) Base of operations. 	NOT AS FAR AS I AM AWARE
7	<p>Please confirm that notwithstanding the investment of CMIA in Emerald Asia, you are not in a position of conflict as a director of the Company, and will be able to perform your duties and act in the best interest of the Company.</p> <p>In this regard, please be reminded that;</p> <ul style="list-style-type: none"> (a) directors are required to declare their personal interest in any transaction involving the Company and abstain from voting if necessary; (b) Directors shall not make improper use of any information acquired by him to gain, directly or indirectly, any advantage for himself or for any other person or to cause detriment to the Company; and (c) Directors may not disclose information to person(s) whose interests he represents or whose directions/instructions he is accustomed to act without first being authorized by the board of directors of the Company to make such disclosure. 	<p>I CONFIRM THAT I AM NOT AWARE OF (I) ANY TRANSACTION OR PROPOSED TRANSACTION BETWEEN EMERALD ASIA AND THE COMPANY. OR (II) ANY CONFLICT CREATED WITH MY DUTIES AS A DIRECTOR OF THE COMPANY AS A RESULT OF MY INTEREST IN OR HOLDING A POSITION AS MANAGING PARTNER OF CMIA. I WILL BE ABLE TO CONTINUE TO PERFORM MY DUTIES AS A DIRECTOR OF THE COMPANY IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY AND APPLICABLE LAW.</p>
8	<p>Please confirm that you will inform the Board if there is any change in circumstance resulting in you being in a position of conflict, including but not limited to the following situations (non-exhaustive):</p> <ul style="list-style-type: none"> (a) Emerald Asia becomes a customer or supplier of the Company. (b) Emerald Asia competes directly with the Company for customers or suppliers. (c) Emerald Asia competes directly with the Company in any proposed acquisition of land. 	<p>I CONFIRM THAT IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY AND APPLICABLE LAW, I WILL CONTINUE TO DISCLOSE TO THE BOARD OF DIRECTORS OF THE COMPANY (I) MY INTERESTS, WHETHER DIRECTOR OR INDIRECT, IN ANY TRANSACTION OR PROPOSED TRANSACTION WITH THE COMPANY, INCLUDING THE NATURE OF SUCH INTEREST AS SOON AS PRACTICABLE</p>

		AFTER THE RELEVANT FACTS HAVE COME TO MY KNOWLEDGE, AND (II) IF I HOLD ANY OFFICE OR POSSESS ANY PROPERTY WHEREBY DUTIES OR INTERESTS MIGHT BE CREATED IN CONFLICT WITH MY DUTIES AS A DIRECTOR OF THE COMPANY, THE FACT AND THE NATURE, CHARACTER AND EXTENT OF THE CONFLICT.
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Should you wish to discuss, please do not hesitate to contact the undersigned.

MR HENG HANG SIONG

Nominating Committee Chairman