

FORM 51-102F3

MATERIAL CHANGE REPORT

**ITEM 1 — Name and Address of Company:**

Hanfeng Evergreen Inc.  
8 King Street East, Suite 838  
Toronto, Ontario M5C 1B5

**ITEM 2 — Date of Material Change:**

September 9, 2004

**ITEM 3 — News Release:**

Issued on September 9, 2004 via Canada News Wire.

**ITEM 4 — Summary of Material Change:**

Hanfeng Evergreen Inc. (“Hanfeng” or the “Company”) announced that the Toronto Stock Exchange has conditionally approved the listing of the common shares of Hanfeng Evergreen Inc. Listing is subject to Hanfeng Evergreen Inc. fulfilling all of the requirements of the TSX on or before November 30, 2004. Trading is expected to commence sometime during the week of September 20, 2004. The actual listing date will be announced closer to the effective date. The trading symbol will remain ‘HF’. Hanfeng will concurrently delist from the TSX Venture Exchange.

**ITEM 5 — Full Description of Material Change:**

Please see the attached Schedule “A” which is incorporated by reference.

**ITEM 6 — Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

n/a

**ITEM 7 — Omitted Information:**

n/a

**ITEM 8 — Executive Officers:**

Lei Li  
Executive Vice President  
Tel: 416-368-8588  
Fax: 416-368-5688  
info@hanfengevergreen.com

Kim Oishi  
Vice President, Corporate Finance  
Tel: (416) 368-8588  
Fax: (416) 368-5688

**DATED** this 9<sup>th</sup> day of September, 2004

## SCHEDULE "A"

### INVESTOR RELATIONS CONTACT:

Jay Hussey  
The Equicom Group Inc.  
(416) 815-0700 ext. 225  
[jhussey@equicomgroup.com](mailto:jhussey@equicomgroup.com)



**Hanfeng Evergreen Inc.**  
[www.hanfengevergreen.com](http://www.hanfengevergreen.com)

**FOR IMMEDIATE RELEASE**

**TSX Venture Exchange symbol: HF**

## **HANFENG ANNOUNCES CONDITIONAL APPROVAL FOR TORONTO STOCK EXCHANGE LISTING**

**TORONTO, ON, September 9, 2004** – Hanfeng Evergreen Inc. (“Hanfeng” or the “Company”), a leading supplier of products and services for the urban greening and high value agriculture market in China, is pleased to announce that the Toronto Stock Exchange has conditionally approved the listing of the common shares of Hanfeng Evergreen Inc. Listing is subject to Hanfeng Evergreen Inc. fulfilling all of the requirements of the TSX on or before November 30, 2004. Trading is expected to commence sometime during the week of September 20, 2004. The actual listing date will be announced closer to the effective date. The trading symbol will remain ‘HF’.

“We are very pleased to receive conditional approval for listing on Canada's premier stock exchange. The Toronto Stock Exchange represents an opportunity for Hanfeng to appeal to a much wider base of potential investors, including international investors,” said Mr. Xinduo Yu, Hanfeng President and CEO. “We believe that a TSX listing will provide Hanfeng with greater access to capital by increasing our profile and liquidity of the common shares. The anticipated listing of Hanfeng's shares on the TSX supports our growth strategy and demonstrates our commitment to enhancing shareholder value.”

Concurrent with its listing on the TSX, Hanfeng Evergreen will delist its common shares from the TSX Venture Exchange.

### **About Hanfeng Evergreen**

Hanfeng Evergreen Inc. is a leading supplier and producer of products and services for the urban greening and high value agriculture market in China. The Company takes advantage of its Canadian base to introduce North American grass seeds, tree seeds and specialty fertilizers to the Chinese greening market and also provides integrated landscaping services for city lands, parks and real estate developments.

*The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this press release.*

### **For more information, please contact:**

Kim Oishi  
Vice President, Corporate Finance  
**Hanfeng Evergreen Inc.**  
Phone: (416) 368-8588  
Fax: (416) 368-5688  
[Info@hanfengevergreen.com](mailto:Info@hanfengevergreen.com)

Jay Hussey  
Investor Relations  
**The Equicom Group Inc.**  
Phone: (416) 815-0700 ext. 225  
Fax: (416) 815-0080  
[jhussey@equicomgroup.com](mailto:jhussey@equicomgroup.com)