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:

May 10, 2005

ITEM 3 —— News Release:

Issued on May 10, 2005 via CCN Matthews.

ITEM 4 —— Summary of Material Change:

Hanfeng Evergreen Inc. (“Hanfeng”) announced that it entered into an underwriting agreement with a syndicate of underwriters led by CIBC World Markets Inc. and including Paradigm Capital Inc. for an offering of 6,383,000 common shares at a price of $2.35 per common share, for total gross proceeds of $15,000,050. Hanfeng also granted to the underwriters an option to purchase an additional 957,450 common shares on the same terms and conditions, exercisable until 30 days following closing of the offering to cover over-allotments, if any, and for market stabilization purposes. The Toronto Stock Exchange has conditionally approved the listing of the common shares, subject to satisfaction of customary conditions of the Exchange. Closing of the offering is anticipated to occur on or about May 19, 2005.

The net proceeds of the offering will be used to partially fund the cost of construction of a sulfur coated urea fertilizer plant in Jiangyan, Jiangsu Province, China. Hanfeng expects to finance the balance of plant costs by raising additional debt and using cash on hand.

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 Officer:

Kim Oishi
President
Tel: (416) 368-8588
Fax: (416) 368-5688

DATED this 12th day of May, 2005.

SCHEDULE "A"

NOT FOR DISTRIBUTION IN THE UNITED STATES OR OVER UNITED STATES WIRE SERVICES.

HANFENG EVERGREEN INC.
PRICES $15 MILLION OFFERING OF COMMON SHARES

TORONTO, ONTARIO – May 10, 2005 – Hanfeng Evergreen Inc. (TSX: HF) ("Hanfeng" or the "Company") announced today that it has entered into an underwriting agreement with a syndicate of underwriters led by CIBC World Markets Inc. and including Paradigm Capital Inc. for an offering of 6,383,000 common shares at a price of $2.35 per common share, for total gross proceeds of $15,000,050. Hanfeng has also granted to the underwriters an option to purchase an additional 957,450 common shares on the same terms and conditions, exercisable until 30 days following closing of the offering to cover over-allotments, if any, and for market stabilization purposes. The Toronto Stock Exchange has conditionally approved the listing of the common shares, subject to satisfaction of customary conditions of the Exchange. Closing of the offering is anticipated to occur on or about May 19, 2005.

The net proceeds of the offering will be used to partially fund the cost of construction of a sulfur coated urea fertilizer plant in Jiangyan, Jiangsu Province, China. The Company expects to finance the balance of plant costs by raising additional debt and using cash on hand.

The Company will be filing its final short form prospectus relating to the offering with the Canadian securities regulatory authorities. The prospectus and the documents incorporated by reference therein will be available for viewing on the SEDAR website at www.sedar.com. Printed copies of the prospectus will be available from the underwriters of the offering.

This news release does not constitute an offer to sell or the solicitation of an offer to buy the securities in any jurisdiction. The common shares offered have not been and will not be registered under the United States Securities Act of 1933 as amended or any state securities laws and may not be offered or sold in the United States or to U.S. persons unless registered or an exemption from such registration is available.

About Hanfeng Evergreen Inc.

Hanfeng is a leader in China's growing market for urban greening and high value agricultural products and services. Headquartered in Toronto, Canada and with operations in Dalian, Shanghai and Beijing, China, Hanfeng has its own production facilities in China and also imports greening products sourced from leading North American and European suppliers of fertilizers and horticultural products.

This press release contains forward-looking statements based on current expectations. These forward-looking statements entail various risks and uncertainties that could cause actual results to differ materially from those reflected in these forward-looking statements. Risks and uncertainties about the Company's business are more fully discussed in Hanfeng's disclosure materials, including its annual information form and MD&A, filed with the securities regulatory authorities in Canada.

For more information, please contact:

Kim Oishi President Hanfeng Evergreen Inc. Phone: (416) 368-8588 Fax: (416) 368-5688 Info@hanfengevergreen.com	Jay Hussey Investor Relations The Equicom Group Inc. Phone: (416) 815-0700 ext. 225 Fax: (416) 815-0080 jhussey@equicomgroup.com