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中國瀚亞
CHINA HANYA
**CHINA HANYA GROUP
HOLDINGS LIMITED**

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8312)

**HANDSOME GLOBAL
INVESTMENTS LIMITED**

(Incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

(1) DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO MANDATORY UNCONDITIONAL OFFER BY



中國金洋證券有限公司

CHINA GOLDJOY SECURITIES LIMITED

中國金洋集團成員(上市公司編號: 01282.HK)

**FOR AND ON BEHALF OF HANDSOME GLOBAL INVESTMENTS LIMITED TO
ACQUIRE ALL THE ISSUED SHARES IN
CHINA HANYA GROUP HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY
HANDSOME GLOBAL INVESTMENTS LIMITED)**

AND

(2) APPOINTMENT OF DIRECTOR

Financial adviser to Handsome Global Investments Limited



Alliance Capital Partners Limited

同人融資有限公司

Reference is made to (i) the joint announcement of China Hanya Group Holdings Limited (the “**Company**”) and Handsome Global Investments Limited (the “**Offeror**”) dated 16 January 2017 (the “**Joint Announcement**”); and (ii) the composite document jointly issued by the Company and the Offeror dated 6 March 2017 (the “**Composite Document**”) in relation to, among other things, the mandatory unconditional offer made by China Goldjoy Securities Limited for and on behalf of the

Offeror, for all the issued shares of the Company that are not already owned or agreed to be acquired by the Offeror. Unless otherwise stated, terms used herein shall have the same meanings as ascribed to them in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the expected timetable of the Offer; (ii) the letter from China Goldjoy setting out the terms of the Offer; (iii) the letter from the Board containing information on the Group; (iv) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Offer; and (v) the letter from Euto Capital and Nuada, the Joint Independent Financial Advisers to the Independent Board Committee in respect of the Offer, together with the Form of Acceptance and Transfer, has been despatched to the Shareholders on 6 March 2017 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable as set out below is indicative only and may be subject to change. Further announcement(s) will be made as and when appropriate.

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| Despatch date of the Composite Document and the Form of Acceptance and Transfer and commencement date of the Offer (<i>Note 1</i>) | Monday, 6 March 2017 |
| Latest time and date for acceptance of the Offer (<i>Notes 2 and 4</i>) | 4:00 p.m. on Monday, 27 March 2017 |
| Closing Date (<i>Notes 2 and 4</i>) | Monday, 27 March 2017 |
| Announcement of results of the Offer (or its extension or revision, if any) to be posted on the website of the Stock Exchange (<i>Note 2</i>). | no later than 7:00 p.m. on Monday, 27 March 2017 |
| Latest date for posting of remittance in respect of valid acceptances received under the Offer (<i>Notes 3 and 4</i>) | Thursday, 6 April 2017 |

Notes:

- (1) The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Monday, 6 March 2017 until the Closing Date. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of Withdrawal” in Appendix I to the Composite Document.

- (2) In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document was posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Monday, 27 March 2017. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by no later than 7:00 p.m. on Monday, 27 March 2017 stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to revise or extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
- (3) Remittances in respect of the acceptance of the Offer (after deducting the seller's ad valorem stamp duty) will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible but in any event within 7 Business Days following the date on which the duly completed acceptance of the Offer and the relevant document of title of the Shares in respect of such acceptance are received by the Registrar in accordance with the Takeovers Code.
- (4) If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning signal:
 - (a) at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for the posting of remittances will remain on the same Business Day.
 - (b) at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. and the posting of remittances will be the next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

All times and dates contained in this joint announcement refer to Hong Kong times and dates.

IMPORTANT

The Offer is unconditional in all aspects. Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance and Transfer carefully, including the recommendation of the Independent Board Committee and the advice from Euto Capital and Nuada, the Joint Independent Financial Advisers to the Independent Board Committee, in respect of the Offer, before deciding whether or not to accept the Offer. Shareholders and/or potential investors are advised to exercise caution when dealing in the Shares.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that with effect from 6 March 2017 following the despatch of the Composite Document, Mr. Yun Liguo (“**Mr. Yun**”) is appointed as an executive Director.

Mr. Yun (雲利國), aged 38, was appointed as the sole director of the Offeror in 2016. Mr. Yun has more than 9 years of experience in interior design and renovation, as well as experience in investment fund management. Mr. Yun has undertaken various management positions including acting as general manager in different interior design and renovation work related companies since July 2007. Currently,

Mr. Yun is interested in 95% of the total paid up capital of 北京恒銀中嘉投資基金管理有限公司 (Beijing Heng Yin Zhong Jia Investment Fund Management Co., Ltd.*), a company established in the PRC with registered capital of RMB200 million which is mainly engaged in investment management and consultancy.

Mr. Yun has been appointed as an executive Director for a term of three years from 6 March 2017 pursuant to a service agreement entered into with the Company, but he will be subject to retirement at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the articles of association or any other applicable laws from time to time whereby he shall vacate his office. Mr. Yun will not be entitled to a director's fee unless otherwise recommended by the Remuneration Committee.

Mr. Yun did not hold any other directorship in any listed public company which are listed in Hong Kong or the overseas in the last three years preceding the date of his appointment. After Completion, Mr. Yun has been appointed as directors of certain subsidiaries of the Company. Save as disclosed above, Mr. Yun has not previously held any position in the Group, nor has any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the date of this joint announcement, Mr. Yun is interested in 515,000,000 Shares, representing 69.59% of the issued share capital of the Company, through the Offeror, of which Mr. Yun is the sole beneficial owner and director.

Save as disclosed above, there is no other information in relation to Mr. Yun that should be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

By order of the Board of
**CHINA HANYA GROUP
HOLDINGS LIMITED**

Liu Sit Lun
Chairman

By order of the board of director of
**HANDSOME GLOBAL
INVESTMENTS LIMITED**

Yun Ligu
Sole Director

Hong Kong, 6 March 2017

As at the date of this joint announcement, Mr. Yun Ligu is the sole director of the Offeror, who accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the time of issue of this joint announcement, the Board comprises four executive Directors, namely Mr. Liu Sit Lun, Mr. Law Kin Wah, Kenneth, Ms. Sun Wing Man, Doris and Mr. Yun Liguu; and four independent non-executive Directors, namely Ms. Yang Haibi, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at www.chinahanya.com.hk.

The English names of the PRC entities and/or PRC individual mentioned in this joint announcement and marked with the “” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*