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**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) CLOSE OF 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 ACCEPTANCE LEVEL;**

**(2) PUBLIC FLOAT;**

**(3) APPOINTMENT AND RESIGNATION OF DIRECTORS;**

**(4) CHANGE OF CHAIRMAN OF THE BOARD;**

**(5) RE-DESIGNATION OF DIRECTOR;**

**(6) CHANGES IN COMPOSITION OF BOARD COMMITTEES;**

**AND**

**(7) CHANGE OF AUTHORISED REPRESENTATIVE  
AND COMPLIANCE OFFICER**

**Financial adviser to Handsome Global Investments Limited**



**Alliance Capital Partners Limited**

**同人融資有限公司**

## **CLOSE OF THE OFFER AND THE LEVEL OF ACCEPTANCE**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 27 March 2017. The Offer has not been revised or extended by the Offeror.

As at 4:00 p.m. on Monday, 27 March 2017, being the latest time and date for acceptance of the Offer, the Offeror had received nil valid acceptances under the Offer.

## **PUBLIC FLOAT OF THE SHARES**

Upon close of the Offer, 225,000,000 Shares, representing approximately 30.41% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules is satisfied by the Company.

## **APPOINTMENT OF DIRECTORS**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, (i) Ms. Lu, the Chief Executive Officer of the Company, has been appointed as an executive Director, and (ii) Mr. Lee Tin Yau, Eugene has been appointed as a non-executive Director.

## **RESIGNATION OF DIRECTORS**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, Mr. Liu, Mr. Law Kin Wah, Kenneth and Ms. Sun Wing Man, Doris have resigned as executive Directors. Mr. Liu has also resigned as chairman of the Board with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

## **CHANGE OF CHAIRMAN OF THE BOARD**

Following the resignation of Mr. Liu, Ms. Lu has been appointed as chairman of the Board with effect after close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

## **RE-DESIGNATION OF DIRECTOR**

Ms. Yang has been re-designated from an independent non-executive Director to a non-executive Director with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, the compositions of the Board committees have been changed to as follows:

### **(i) Remuneration Committee**

Mr. Zhang Tianbao, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee and Ms. Lu has been appointed as a member of the Remuneration Committee. Ms. Yang has resigned as chairman of the Remuneration Committee but she will remain as a member of the Remuneration Committee. Mr. Liu has resigned as a member of the Remuneration Committee.

### **(ii) Nomination Committee**

Ms. Lu has been appointed as the chairman of the Nomination Committee. Mr. Liu and Ms. Yang have resigned as the chairman of the Nomination Committee and a member of the Nomination Committee, respectively.

## **CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, (i) Mr. Liu has ceased to be an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules; and (ii) Ms. Lu has been appointed as an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules.

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, (i) Mr. Law Kin Wah Kenneth has ceased to be the compliance officer of the Company under Rule 5.19 of the GEM Listing Rules; and (ii) Mr. Yun Ligu, an executive Director, has been appointed as the compliance officer of the Company under Rule 5.19 of the GEM Listing Rules.

Reference is made to the composite document (the “**Composite Document**”) jointly issued by China Hanya Group Holdings Limited (the “**Company**”) and Handsome Global Investments Limited (the “**Offeror**”) dated 6 March 2017 in relation to, among other matters, 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 (other than those already owned or agreed to be acquired by the Offeror). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER AND THE LEVEL OF ACCEPTANCE**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 27 March 2017. The Offer has not been revised or extended by the Offeror.

As at 4:00 p.m. on Monday, 27 March 2017, being the latest time and date for acceptance of the Offer, the Offeror had received nil valid acceptances under the Offer.

### **Shareholding structure of the Company**

Immediately after Completion and before the commencement date of the Offer Period (i.e. 16 January 2017), the Offeror and parties acting in concert with it held, controlled or directed 515,000,000 Shares, representing approximately 69.59% of the entire issued share capital of the Company.

Upon close of the Offer, the Offeror and parties acting in concert with it are interested in an aggregate of 515,000,000 Shares, representing approximately 69.59% of the total issued share capital of the Company as at the date of this joint announcement.

Save for the acquisitions of the Sale Shares, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement. Neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement. Other than the Sale Shares, the Offeror and parties acting in concert with it do not hold, control or direct any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before Completion; (ii) immediately after Completion and prior to the commencement of the Offer Period; and (iii) immediately after the close of the Offer:

	Immediately before Completion		Immediately after Completion and prior to the commencement of the Offer Period		Immediately after the close of the Offer	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with it	—	—	515,000,000	69.59	515,000,000	69.59
<b>Other Shareholders</b>						
China Merit	515,000,000	69.59	—	—	—	—
Public Shareholders	<u>225,000,000</u>	<u>30.41</u>	<u>225,000,000</u>	<u>30.41</u>	<u>225,000,000</u>	<u>30.41</u>
<b>Total</b>	<b><u>740,000,000</u></b>	<b><u>100.00</u></b>	<b><u>740,000,000</u></b>	<b><u>100.00</u></b>	<b><u>740,000,000</u></b>	<b><u>100.00</u></b>

## PUBLIC FLOAT OF THE SHARES

Upon close of the Offer, 225,000,000 Shares, representing approximately 30.41% of the entire issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules is satisfied by the Company.

## APPOINTMENT OF DIRECTORS

The Board announces that (i) Ms. Lu Zhuo (呂卓) (“**Ms. Lu**”), the Chief Executive Officer of the Company, has been appointed as an executive Director, and (ii) Mr. Lee Tin Yau, Eugene (李天佑) (“**Mr. Lee**”) has been appointed as a non-executive Director, with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

The biographical details of the new Directors are set out below:

***Executive Director***

Ms. Lu, aged 33, holds a Master's Degree in Interpreting from University of Newcastle in the United Kingdom. She has significant experience in investment banking, financial advisory and corporate financing. Ms. Lu had previously worked at Goldman Sachs in London. Ms. Lu had served as an independent non-executive director of Neo Telemedia Limited, a company listed on the GEM (stock code: 8167) between March 2014 and May 2014.

Ms. Lu has been appointed as an executive Director for a term of three years from 27 March 2017 pursuant to a service agreement entered into with the Company, but she will be subject to retirement at the next following annual general meeting of the Company after her 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 she shall vacate her office. Ms. Lu is entitled to a director's fee of HK\$230,000 per month together with year end discretionary bonus, which is determined by the Board taking into account the condition of similar companies in the market.

***Non-Executive Director***

Mr. Lee, aged 45, has over 13 years of experience in corporate finance, capital markets and asset managements in Hong Kong. Currently, Mr. Lee is the responsible officer of China Goldjoy. Mr. Lee holds a Bachelor of Science in electrical engineering from the University of Pennsylvania.

Mr. Lee has entered into a service agreement with the Company for an initial term of one year commencing from 27 March 2017 renewable but subject to retirement by rotation and re-election at the next following annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Lee is not entitled to any remuneration for his role as a non-executive Director.

Save as disclosed above and in the sections headed “Changes in composition of Board Committees” and “Change of authorised representative and compliance officer” below:

- (i) each of the new Directors has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) as at the date of this joint announcement, each of the new Directors does not have any interest in the Shares or underlying Shares in the Company (within the meaning of Part XV of the SFO);
- (iii) each of the new Directors (a) does not hold any other position in the Company or its subsidiaries; and (b) does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined under the GEM Listing Rules);
- (iv) there is no other information in relation to the appointment of the new Directors that is required to be disclosed nor are/were they involved in any of the matters required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules; and
- (v) there is no other matter that needs to be brought to the attention of the Shareholders.

The Company would like to extend its welcome to the new Directors to the Board.

## **RESIGNATION OF DIRECTORS**

The Board announces that Mr. Liu, Mr. Law Kin Wah, Kenneth and Ms. Sun Wing Man, Doris have resigned as executive Directors (collectively the “**Former Directors**”), with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017. Mr. Liu has also resigned as chairman of the Board with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

Each of the Former Directors has confirmed to the Board that he or she has no disagreements with the Board and that there are no other matters in relation to his or her resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its sincere gratitude and appreciation to the Former Directors for the valuable contribution towards the Company during their respective terms of service.

## **CHANGE OF CHAIRMAN OF THE BOARD**

Following the resignation of Mr. Liu, Ms. Lu has been appointed as chairman of the Board with effect after close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

## **RE-DESIGNATION OF DIRECTOR**

The Board announces that Ms. Yang Haibi (“**Ms. Yang**”) has been re-designated from an independent non-executive Director to a non-executive Director with effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017.

## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, the compositions of the Board committees have been changed to as follows:

### **(i) Remuneration Committee**

Mr. Zhang Tianbao, an independent non-executive Director, has been appointed as the chairman of the remuneration committee of the Company (“**Remuneration Committee**”) and Ms. Lu has been appointed as a member of the Remuneration Committee. Ms. Yang has resigned as chairman of the Remuneration Committee but she will remain as a member of the Remuneration Committee. Mr. Liu has resigned as a member of the Remuneration Committee.

### **(ii) Nomination Committee**

Ms. Lu has been appointed as the chairman of the nomination committee of the Company (“**Nomination Committee**”). Mr. Liu and Ms. Yang have resigned as the chairman of the Nomination Committee and as a member of the Nomination Committee, respectively.

## **CHANGE OF AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER**

With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, (i) Mr. Liu has ceased to be an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules; and (ii) Ms. Lu has been appointed as an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules.



With effect after the close of the Offer at 4:00 p.m. on Monday, 27 March 2017, (i) Mr. Law Kin Wah, Kenneth has ceased to be the compliance officer of the Company under Rule 5.19 of the GEM Listing Rules; and (ii) Mr. Yun Ligu, an executive Director, has been appointed as the compliance officer of the Company under Rule 5.19 of the GEM Listing Rules.

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

**Lu Zhuo**  
*Chairman*

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

**Yun Ligu**  
*Sole Director*

Hong Kong, 27 March 2017

*As at the time of issue of this joint announcement, the Board comprises Ms. Lu Zhuo and Mr. Yun Ligu as executive Directors, Mr. Lee Tin Yau, Eugene and Ms. Yang Haibi as non-executive Directors, Ms. Sun Yuan, Mr. Zhang Tianbao and Ms. Sun Huiyan as independent non-executive Directors.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Mr. Yun and parties acting in concert with any of them), 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, Mr. Yun and parties acting in concert with any of them) 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 statement in this joint announcement misleading.*

*All the Former Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Mr. Yun and parties acting in concert with any of them as well as the information relating to the Directors), 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, Mr. Yun and parties acting in concert with any of them as well as those expressed by the Directors) 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 statement in this joint announcement misleading.*

*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 the information relating to the Group), and confirm, having made all reasonable enquires, 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 statement in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.chinahanya.com.hk](http://www.chinahanya.com.hk).*