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CHINA TRENDS HOLDINGS LIMITED

中國趨勢控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8171)

(Warrant Code: 8015)

**DISCLOSEABLE TRANSACTION:
ACQUISITION OF USE AND DISTRIBUTION RIGHTS OF
CONTENTS COPYRIGHTS
AND
ISSUE OF NON-LISTED WARRANTS UNDER GENERAL MANDATE**

ACQUISITION

On 26 April 2018 (after trading hours of the Stock Exchange), the Company entered into the Acquisition Agreement with Fuda Investment, Great Chapter and Wuxi Weiwo, pursuant to which Fuda Investment has conditionally agreed to procure to sell and the Company has conditionally agreed to acquire the Rights, at a total consideration of HK\$30,000,000.

As the applicable percentage ratios of the transaction exceed 5% but is less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

ISSUE OF WARRANTS

On 26 April 2018 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreement with Fuda Investment, in relation to the issue of 2,250,000,000 Warrants by the Company to Fuda Investment at the Warrant Issue Price of around HK\$0.00018 per Warrant, each entitles the holder thereof to subscribe for one New Share during the Exercise Period.

The Warrant Subscription Price is initially at HK\$0.037 per New Share, subject to adjustments as set out below.

The gross proceeds from the Subscription will be HK\$408,600. The net proceeds from the Subscription, after the deduction of related expenses, are estimated to be approximately HK\$408,600, representing a net issue price of approximately HK\$0.00018 per Warrant. Such net proceeds will be applied by the Company as the general working capital of the Group.

If the subscription rights attached to the Warrants are fully exercised, it is expected that an additional net amount of HK\$8,325,000 will be raised. It is intended that such further net proceeds will be applied as the general working capital of the Group.

(I) ACQUISITION

On 26 April 2018 (after trading hours of the Stock Exchange), the Company entered into the Acquisition Agreement with Fuda Investment, Great Chapter and Wuxi Weiwo, pursuant to which Fuda Investment has conditionally agreed to procure to sell and the Company has conditionally agreed to acquire the Rights, at a total consideration of HK\$30,000,000. Details of the Acquisition Agreement are set out below:

THE ACQUISITION AGREEMENT

Date

26 April 2018 (after trading hours of the Stock Exchange)

Parties

- (1) The Company
- (2) Fuda Investment
- (3) Great Chapter
- (4) Wuxi Weiwo

Fuda Investment is a company incorporated in the British Virgin Islands. The principal business of Fuda Investment is investment holding.

Great Chapter is a company incorporated in the British Virgin Islands with limited liability. The principal business of Great Chapter is investment holding.

Wuxi Weiwo is a company established in the PRC with limited liability. The principal business of Wuxi Weiwo is an internet service provider focusing on mobile media content's new media industry and provides operation support services and paid content sales services to China Mobile Migu Digital and other digital media contents.

To the best of the Directors' knowledge, information and belief having made all

reasonable enquiries, each of Fuda Investment, Great Chapter, Wuxi Weiwo and their respective ultimate beneficial owner(s) is an Independent Third Party.

Assets to be acquired

The rights of use and the distribution rights of the content copyright of the website of “暢讀” at <http://www.vivame.cn>. “暢讀” is the all-digital content reading platform covering the mainstream smartphone and tablet operating systems. There are around 400 million registered users and over 35 million monthly active users on the platform.

Consideration

The Consideration of HK\$30,000,000 for the sale and purchase of the Rights shall be settled by the Company issuing Convertible Bonds to Fuda Investment within ten business days after the Completion Date.

The Consideration has been arrived at after arm’s length negotiations between Fuda Investment and the Company with reference to the valuation report issued by the third independent valuer.

In view of the above, the Directors consider that the terms and conditions of the Acquisition, including the settlement of the Consideration by way of issuing the Convertible Bonds, are fair and reasonable and are on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Condition precedent

Completion is conditional upon and subject to the GEM Listing Committee having granted the listing of and permission to deal in the Conversion Shares.

The condition precedent is not capable of being waived by either party. In the event that the above condition is not fulfilled on or before 30 May 2018 (or such other date that may be agreed by both parties in writing), the Acquisition Agreement shall cease and determine and thereafter, none of the parties to the Acquisition Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place on the third business day after fulfilment of the above condition.

The Convertible Bonds

Set out below are the principal terms of the Convertible Bonds:

Issuer:	The Company
Aggregate principal amount:	HK\$30,000,000

Conversion Price:	<p>The Conversion Price is initially HK\$0.037 per Conversion Share, subject to adjustments as set out below.</p> <p>The Conversion Price is determined after arm's length negotiations between the Company and Fuda Investment with reference to the prevailing market price of the Shares.</p> <p>The Conversion Price represents: (i) a premium of approximately 336% to the closing price of HK\$0.011 per Share as quoted on the Stock Exchange on 25 April 2018, being the last trading day of the Shares prior to the date of the Acquisition Agreement; (ii) a premium of approximately 356% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five consecutive full trading days up to and including the Last Trading Day of HK\$0.0104 per Share; and (iii) a premium of approximately 12,300% over the net assets value per Share of approximately HK\$0.0003 based on the audited consolidated net assets value attributable to the Shareholders as at 31 December 2017.</p>
Conversion Shares:	<p>An aggregate of 810,810,810 new Shares to be issued upon full conversion of the Convertible Bonds. The Conversion Shares represent: (i) approximately 1.90% of the existing number of Shares in issue; (ii) approximately 1.86% of the number of Shares in issue as enlarged by the issue of the Conversion Shares; and (iii) approximately 1.77% of the number of Shares in issue as enlarged by the issue of the Conversion Shares and the New Shares.</p> <p>The Conversion Shares, when allotted and issued, will rank pari passu in all respect with the then existing issued Shares.</p>
Interest:	Nil
Conversion period:	Holder(s) of the Convertible Bonds is entitled to convert the Convertible Bonds at any time from the date of issue to the Initial Maturity Date or the Second Maturity Date (if applicable).
Maturity:	The third anniversary of the date of issue of the Convertible Bonds. Any principal amount of the Convertible Bonds which remains outstanding on the Maturity Date shall be converted into Shares subject

to the Conversion Restriction. In the event that the outstanding principal amount of the Convertible Bonds cannot be converted into Shares due to the Conversion Restriction, the Convertible Bonds shall be automatically renewed for a term of three years from the Initial Maturity Date.

Any Convertible Bonds which cannot be converted into Shares due to the Conversion Restriction will be cancelled at the Second Maturity Date.

- Ranking: The Convertible Bonds will rank *pari passu* with all other present and future unsecured and unsubordinated obligations of the Company.
- Transferability: The Convertible Bonds are freely transferrable to any transferee (other than a connected person of the Company) in all. The Convertible Bonds are transferrable to a connected person of the Company upon obtaining the prior consent of the Stock Exchange.
- Conversion Restriction: The holder(s) of the Convertible Bonds shall not exercise its conversion rights conferred upon the Convertible Bonds if the average of the closing prices of the Shares for the last ten consecutive trading days immediately prior to the date of conversion is lower than HK\$0.10.
- Adjustments to the Conversion Price: The Conversion Price will be adjusted in accordance with the relevant provisions set out in the instrument of the Convertible Bonds upon occurrence of:
- (a) an alteration of the nominal amount of each Share by reason of any consolidation or subdivision;
 - (b) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
 - (c) a capital distribution being made by the Company, whether on a reduction of capital or otherwise, to holders of Shares;
 - (d) an offer of new Shares for subscription by way

of rights, or a grant of options or warrants to subscribe new Shares, at a price which is less than 80% of the market price being made by the Company to holders of Shares;

- (e) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share is less than 80% of the market price, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration is less than 80% of such market price; and
- (f) an issue of Shares being made wholly for cash at a price less than 80% of the market price.

Every adjustment to the Conversion Price shall be certified either by the auditors of the Company or by an approved merchant bank.

Listing:

No application will be made for the listing of the Convertible Bonds on the Stock Exchange or any other stock exchange.

An application will be made by the Company for the listing of, and permission to deal in, the Conversion Shares.

Voting:

The holder(s) of the Convertible Bonds will not be entitled to receive notices of, attend or vote at any meeting of the Company by reason only of it/them being the holder(s) of the Convertible Bonds.

REASONS FOR AND BENEFIT OF THE ACQUISITION

The Group is principally engaged in (i) trading of electronic technologies and related products; and (ii) the low carbon products applications. It mainly develops business of low-carbon digital solutions and provides media and e-commerce platforms and media advertising services.

“暢讀” is the all-digital content reading platform covering the mainstream smartphone and tablet operating systems. There are around 400 million registered users and over 35 million monthly active users on the platform.

Fuda Investment, Great Chapter and Wuxi Weiwo have obtained the full supports signed by Beijing Viva Technologies Limited (北京維旺明科技股份有限公司)

(“Beijing Viva”) to cooperate with the Company and its media and e-commerce platform, ensuring that the media and e-commerce platform can obtain content and links of the “暢讀” platform, and authorizing the media and e-commerce platform the rights of use and distribution, include but not limited to storage, retransmission, and distribution of the full content of the content and links to the content via the internet, cable television networks, mobile communication networks, or offline, editing, aggregating, disseminating, etc., and ensuring that the members of “暢讀” platform is connected with the media and e-commerce platform, so that users of the “暢讀” platform can enjoy the media and e-commerce redemption function of the media and e-commerce platform under the company.

Fuda Investment, Great Chapter, and Wuxi Weiwo promised that the authorised period for the rights to use and distribution of the content of “暢讀” platform is in line with the relevant intellectual property rights period held by Beijing Viva.

The execution of the agreement will help the rapid development of the Company's media and e-commerce business, and it will obtain rich media content resources and an explosion of active users of the media and e-commerce platform.

Based on the above, the Directors are of the view that the terms of the Acquisition Agreement are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios of the transaction exceed 5% but is less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

(II) ISSUE OF WARRANTS

On 26 April 2018 (after trading hours of the Stock Exchange), the Company entered into the Subscription Agreement with Fuda Investment, in relation to the subscription of 2,250,000,000 Warrants by Fuda Investment at the Warrant Issue Price of HK\$0.00018 per Warrant. Details of the Subscription Agreement are set out below:

THE SUBSCRIPTION AGREEMENT

Date

26 April 2018 (after trading hours of the Stock Exchange)

Parties

- (1) The Company
- (2) Fuda Investment

Number of Warrants

Pursuant to the Subscription Agreement, a total of up to 2,250,000,000 Warrants shall be subscribed by Fuda Investment, each entitles the holder thereof to subscribe for one New Share during the Exercise Period.

Warrant Issue Price

The aggregate Warrant Issue Price of HK\$408,600 shall be payable by Fuda Investment to the Company at completion of the Subscription.

Condition precedent

Completion is conditional upon and subject to the GEM Listing Committee of Stock Exchange having granted the listing of and permission to deal in the New Shares.

The condition precedent is not capable of being waived by either party. In the event that the above condition is not fulfilled on or before 30 May 2018 (or such other date that may be agreed by both parties in writing), the Subscription Agreement shall cease and determine and thereafter, none of the parties to the Subscription Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place on the third business day after fulfilment of the above condition.

The Warrants

Set out below are the principal terms of the Warrants:

Issuer: The Company

Warrant Issue Price: The Warrant Issue Price is HK\$0.00018 per Warrant.

The Warrant Issue Price is determined after arm's length negotiations between the Company and Fuda Investment with reference to the result of online option calculator tool.

Warrant Subscription Price: The Warrant Subscription Price is initially at HK\$0.037 per New Share, subject to adjustments as set out below.

The initial Warrant Subscription Price represents: (i) a premium of approximately 336% to the closing price of HK\$0.011 per Share as quoted on the Stock Exchange on 25 April 2018, being the last trading day of the Shares prior to the date of the Subscription

Agreement; (ii) a premium of approximately 356% to the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five consecutive full trading days up to and including the Last Trading Day of HK\$0.0104 per Share; and (iii) a premium of approximately 12,300% over the net assets value per Share of approximately HK\$0.0003 based on the audited consolidated net assets value attributable to the Shareholders as at 31 December 2017.

The aggregate of the Warrant Issue Price and the initial Warrant Subscription Price represents: (i) a premium of approximately 338% over the closing price of HK\$0.011 per Share as quoted on the Stock Exchange on 25 April 2018, being the last trading day of the Shares prior to the date of the Subscription Agreement; (ii) a premium of approximately 358% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five consecutive full trading days up to and including the Last Trading Day of HK\$0.0104 per Share; and (iii) a premium of approximately 12,400% over the net assets value per Share of approximately HK\$0.0003 based on the audited consolidated net assets value attributable to the Shareholders as at 31 December 2017.

New Shares:

An aggregate of 2,250,000,000 new Shares to be issued upon full exercise of the subscription rights attached to the Warrants. The New Shares represent: (i) approximately 5.27% of the existing number of Shares in issue; (ii) approximately 5.00% of the number of Shares in issue as enlarged by the issue of the New Shares; and (iii) approximately 4.92% of the number of Shares in issue as enlarged by the issue of the Conversion Shares and the New Shares.

The New Shares, when allotted and issued, will rank pari passu in all respect with the then existing issued Shares.

Exercise period:

Holder(s) of the Warrants is entitled to exercise the Warrants at any time from the date of issue to the third anniversary of the date of issue of the Warrants. Any subscription rights attached to the Warrants which have not been exercised upon the exercise period shall lapse.

Transferability:

The Warrants are freely transferrable to any

transferee (other than a connected person of the Company) in all. The Warrants are transferrable to a connected person of the Company upon obtaining the prior consent of the Stock Exchange.

Exercise restriction: The holder(s) of the Warrants shall not exercise its subscription rights conferred upon the Warrants if the average of the closing prices of the Shares for the last ten consecutive trading days immediately prior to the date of exercise is lower than HK\$0.10.

Adjustments to the Warrant Subscription Price: The Warrant Subscription Price will be adjusted in accordance with the relevant provisions set out in the instrument of the Warrants upon occurrence of:

- (g) an alteration of the nominal amount of each Share by reason of any consolidation or subdivision;
- (h) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (i) a capital distribution being made by the Company, whether on a reduction of capital or otherwise, to holders of Shares;
- (j) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe new Shares, at a price which is less than 80% of the market price being made by the Company to holders of Shares;
- (k) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share is less than 80% of the market price, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration is less than 80% of such market price; and
- (l) an issue of Shares being made wholly for cash at a price less than 80% of the market price.

Every adjustment to the Warrant Subscription Price shall be certified either by the auditors of the Company or by an approved merchant bank.

Listing: No application will be made for the listing of the Warrants on the Stock Exchange or any other stock exchange.

An application will be made by the Company for the listing of, and permission to deal in, the New Shares.

Voting: The holder(s) of the Warrants will not be entitled to receive notices of, attend or vote at any meeting of the Company by reason only of it/them being the holder(s) of the Warrants.

REASONS FOR THE SUBSCRIPTION AND THE USE OF PROCEEDS

The Directors consider that the Subscription represents an opportunity to raise additional funds for the Company. In particular, (i) the Warrants are not interest bearing; (ii) it raises capital immediately upon completion of the Subscription, and if the Warrants are exercised, further funds will be raised for general working capital of the Company, which would allow the Company to have sufficient funds to operate media and e-commerce platform; and (iii) the financial position and the Shareholders and capital base of the Company will be strengthened upon the issue of the New Shares.

The gross proceeds from the Subscription will be HK\$408,600. The net proceeds from the Subscription, after the deduction of related expenses, are estimated to be approximately HK\$408,600, representing a net issue price of approximately HK\$0.00018 per Warrant. Such net proceeds will be applied by the Company as the general working capital of the Group.

If the subscription rights attached to the Warrants are fully exercised, it is expected that an additional net amount of HK\$8,325,000 will be raised. It is intended that such further net proceeds will be applied as the general working capital of the Group.

Based on the above, the Directors consider that the Subscription Agreement was entered into upon normal commercial terms following arm's length negotiations between the Company and Fuda Investment and that the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any fund raising activities in the past twelve months immediately preceding the date of this announcement.

GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 21.02(1) of the GEM Listing Rules, the New Shares to be issued upon exercise of the Warrants must not, when aggregated with all other equity securities which remain to be issued on exercise of any other subscription rights, if all such rights were immediately exercised, whether or not such exercise is permissible, exceed 20% of the number of issued Shares at the time the Warrants are issued. Options granted under share option schemes which comply with Chapter 23 of the GEM Listing Rules are excluded for the purpose of such limit.

As at the date of this announcement, the Company has 6,283,350,568 outstanding listed warrants issued by the Company, representing approximately 14.71% of the number of issued Shares. Save for the above and the options granted under the share option scheme of the Company, the Company did not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

If all condition precedent under the Subscription Agreement are fulfilled, the Company shall issue 2,250,000,000 Warrants, representing approximately 5.27% of the number of Shares in issue, to Fuda Investment on the date of completion. The total number of outstanding warrants of the Company will then represent approximately 19.98% of the number of issued Shares, which is less than the 20% limit under Rule 21.02(1) of the GEM Listing Rules.

GENERAL MANDATE

The Conversion Shares and the New Shares will be issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 28 June 2017 subject to the limit up to 20% of the then number of Shares in issue as at the date of the annual general meeting.

Under the General Mandate, the Company was authorised to issue up to 8,543,216,884 Shares. As at the date of this announcement, no Share has been issued under the General Mandate. The issue of 810,810,810 Conversion Shares upon full exercise of the conversion rights attached to the Convertible Bonds and 2,250,000,000 New Shares upon full exercise of the subscription rights attached to the Warrants will utilise 35.83% of the General Mandate. Accordingly, the issue of the Conversion Shares and the New Shares will not be subject to Shareholders' approval at a general meeting.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the full exercise of the subscription rights attached to the Warrants; (iii) immediately after the full exercise of the conversion rights attached to the Convertible Bonds; and (iv) immediately after the full exercise of the subscription rights attached to the Warrants and full exercise of the conversion rights attached to the Convertible Bonds (assuming that there is no change in the shareholding structure of the Company from the date of this announcement) is as follows:

As at the date of this announcement	Assuming the conversion of the Convertible Bonds in full, but none of the	Assuming the exercise of the Warrants in full, but none of the Convertible	Assuming the conversion of the Convertible Bonds in full and the exercise of the
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			Warrants have been exercised		Bonds have been converted		Warrants in full	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Honour Sky International Limited (Note 1)	12,583,683,830	29.46	12,583,683,830	28.91	12,583,683,830	27.98	12,583,683,830	27.49
Kuan Hsin Huei (Note 2)	1,637,440,000	3.83	1,637,440,000	3.76	1,637,440,000	3.64	1,637,440,000	3.58
Ruan Xiaoping (Note 2)	1,500,000,000	3.51	1,500,000,000	3.45	1,500,000,000	3.34	1,500,000,000	3.28
Yu Bin (Note 2) (Note 3)	3,255,360,000	7.62	3,255,360,000	7.48	3,255,360,000	7.24	3,255,360,000	7.11
Chen Yingjiu (Note 2)	602,400,000	1.41	602,400,000	1.38	602,400,000	1.34	602,400,000	1.32
Zheng Yan (Note 2) (Note 3)	3,255,360,000	7.62	3,255,360,000	7.48	3,255,360,000	7.24	3,255,360,000	7.11
Wang Jianjun (Note 2)	300,000,000	0.70	300,000,000	0.69	300,000,000	0.67	300,000,000	0.66
<i>Public Shareholders</i>								
Fuda Investment	-	-	810,810,810	1.86	2,250,000,000	5.00	3,060,810,810	6.69
Other public Shareholders	22,837,234,192	53.47	22,837,234,192	52.47	22,837,234,192	50.79	22,837,234,192	49.89
	42,716,084,422	100.00	43,526,895,232	100.00	44,966,084,422	100.00	45,776,895,232	100.00

Notes

1. Honour Sky International Limited is a private company wholly and beneficially owned by China Technology Education Trust Association (the “**Trust Association**”). Accordingly, the Trust Association is interested in the Shares and the underlying Shares of the Company held by Honour Sky International Limited. The Trust Association is a society registered under the provisions of section 5A(1) of the Societies Ordinance in 2005, which is a charitable society providing charity and financial aid to technology education and employment in Hong Kong and Mainland China. Mr. Xiang Xin, an executive Director, is a chairman of the Trust Association.
2. According to the disclosure of interest of the Stock Exchange, Kuan Hsin Huei, Ruan Xiaoping, Yu Bin, Zheng Yan, Chen Yingjiu and Wang Jiajun are the parties acting in concert. They are interested in shares of approximately 17.07% and in warrants of approximately 4.50% of the total issued share capital of the Company.
3. According to the disclosure of interest of the Stock Exchange, Yu Bin and Zheng Yan are in the interests of Children under 18 and/or spouses.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisition”	the acquisition of the Rights by the Company from Fuda Investment pursuant to the terms of the Acquisition Agreement
“Acquisition Agreement”	the conditional transfer agreement dated 26 April 2018 entered into between the Company, Fuda Investment, Great Chapter and Wuxi Weiwo in relation to the Acquisition

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	board of Directors
“business day(s)”	any day(s) except Saturday, Sunday or other day on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	China Trends Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement
“Completion Date”	the date of fulfillment of the condition precedent as set out in the Acquisition Agreement
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Consideration”	the total consideration for the acquisition of the Rights
“Conversion Price”	the initial conversion price of HK\$0.037 (subject to adjustment) of the Convertible Bonds
“Conversion Shares”	the Shares to be issued by the Company pursuant to the exercise of the conversion rights attached to the Convertible Bonds
“Convertible Bonds”	the convertible bonds in the aggregate principal amount of HK\$30,000,000 to be issued by the Company to settle the Consideration
“Conversion Restriction”	the conversion restriction as set out in the paragraph headed “Conversion Restriction” above
“Director(s)”	director(s) of the Company
“Exercise Period”	the period from the date of issue to the third anniversary of the date of issue of the Warrants
“Fuda Investment”	Fuda Investment Inc., a company incorporated in the British Virgin Islands with limited liability
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on

GEM

“General Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 28 June 2017 to allot, issue and deal in up to 8,543,216,884 Shares
“Great Chapter”	Great Chapter Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who is/are independent of and not connected with the Directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates
“Initial Maturity Date”	the initial maturity date of the Convertible Bonds, being the date falling on the third anniversary of the date of issue of the Convertible Bonds
“Last Trading Day”	25 April 2018, being the last trading day prior to the date of the Acquisition Agreement and the Subscription Agreement
“New Share(s)”	new Share(s) which may fall to be allotted and issued upon the exercise of the subscription rights attached to the Warrant(s)
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Rights”	the rights of use and the distribution rights of the content copyright of the website of “暢讀” at http://www.vivame.cn
“Second Maturity Date”	the second maturity date of the Convertible Bonds, being the date falling on the sixth anniversary of the date of issue of the Convertible Bonds
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of

	the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Warrants pursuant to the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 26 April 2018 entered into between the Company and Fuda Investment in relation to the Subscription
“Warrant(s)”	2,250,000,000 non-listed warrants to be issued by the Company to Fuda Investment, each entitles the holder thereof to subscribe for one New Share at the exercise price of HK\$0.037 (subject to adjustment) at any time during the Exercise Period
“Warrant Issue Price”	the warrant issue price of HK\$0.00018 per Warrant to be issued pursuant to the Subscription Agreement
“Warrant Subscription Price”	an initial subscription price of HK\$0.037 per new Share (subject to adjustment) at which holder of the Warrants may subscribe for the New Shares
“Wuxi Weiwo”	無錫維我新媒體科技有限公司 (transliterated as Wuxi Weiwo New Media Technology Company Limited), a company established in the PRC with limited liability
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
China Trends Holdings Limited
Xiang Xin
Chairman and Chief Executive Officer

Hong Kong, 26 April 2018

As at the date of this announcement, the executive Directors are Mr. Xiang Xin (Chairman) and Mr. Chan Cheong Yee; the independent non-executive Directors are Mr. Wong Chung Kin, Quentin, Ms. An Jing and Mr. Chen Yicheng. Ms. Kung Ching is

an alternate Director to Mr. Xiang Xin.

This announcement, for which the Directors collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regards to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company website at www.8171.com.hk.