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PERFECT SHAPE (PRC) HOLDINGS LIMITED

必瘦站(中國)控股有限公司

(incorporated in the Cayman Islands with limited liability)

(stock code: 1830)

VOLUNTARY ANNOUNCEMENT

SALE OF SHARES BY ONE OF THE SUBSTANTIAL SHAREHOLDERS

The Board was notified by Market Event, one of the substantial Shareholders, that Market Event entered into an Agreement with Templeton on 7 March 2014 pursuant to which Market Event agreed to sell and Templeton agreed to purchase 50,000,000 Shares (representing 5% of the issued share capital of the Company as at the date of this announcement) at a consideration of HK\$1.55 per Share. Completion of the Agreement took place on 10 March 2014.

Upon completion of the Agreement, the shareholding of Market Event in the Company was reduced to 137,500,000 Shares (representing 13.75% of the issued share capital of the Company as at the date of this announcement).

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Under the Agreement, Templeton undertakes to Market Event that without Market Event's prior written consent, it will not sell or transfer any of the Shares purchased under the Agreement for a period of 183 days from the completion date of the Agreement.

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

Templeton uses one of her Funds, Templeton BRIC Fund (the "Fund") to hold the 50,000,000 Shares purchased under the Agreement. The Fund was formed to make strategic investments throughout emerging markets. The Fund is managed by Templeton's Emerging Markets Group, which has more than 50 investment professionals based in 18 offices located throughout emerging market countries. Templeton's Emerging Markets Group is headed by Dr. Mark Mobius, who has over 40 years of emerging markets investment experience. The group manages assets of more than US\$47 billion as of 31 December 2013.

Templeton is a subsidiary of Franklin Resources, Inc. [NYSE:BEN], which is a global investment management organization operating as Franklin Templeton Investments. Franklin Templeton Investments provides global and domestic investment management solutions managed by its Franklin, Templeton, Mutual Series, Bissett, Fiduciary Trust, Darby, Balanced Equity Management and K2 investment teams. Franklin Resources, Inc. has more than 65 years of investment experience and over US\$850 billion in assets under management by its subsidiaries as of 31 January 2014.

The Directors believe that the Agreement represents an opportunity to broaden the shareholders' base of the Company by bringing in an international top notch investor like Templeton.

The following illustrates the shareholding structure of the Company: (i) immediately before the completion of the Agreement; and (ii) immediately after the completion of the Agreement:

| | Immediately before the completion of the Agreement | | Immediately after the completion of the Agreement | |
|---|---|----------------------|--|----------------------|
| | <i>Shares</i> | <i>%</i> | <i>Shares</i> | <i>%</i> |
| Sure Sino Investments Limited (<i>Note 1</i>) | 382,500,000 | 38.25 | 382,500,000 | 38.25 |
| Market Event (<i>Note 2</i>) | 187,500,000 | 18.75 | 137,500,000 | 13.75 |
| Earlson Holdings Limited (<i>Note 3</i>) | 180,000,000 | 18.00 | 180,000,000 | 18.00 |
| Templeton BRIC Fund | 0 | 0.00 | 50,000,000 | 5.00 |
| Other public Shareholders | <u>250,000,000</u> | <u>25.00</u> | <u>250,000,000</u> | <u>25.00</u> |
| Total | <u>1,000,000,000</u> | <u>100.00</u> | <u>1,000,000,000</u> | <u>100.00</u> |

Notes:

- (1) Dr. Au-Yeung Kong beneficially owns the entire issued share capital of Sure Sino Investments Limited. By virtue of the SFO, Dr. Au-Yeung Kong is deemed to be interested in the shares held by Sure Sino Investments Limited.
- (2) Ms. Au-Yeung Hung beneficially owns the entire issued share capital of Market Event. By virtue of the SFO, Ms. Au-Yeung Hung is deemed to be interested in the shares held by Market Event.
- (3) Ms. Au-Yeung Wai beneficially owns the entire issued share capital of Earlson Holdings Limited. By virtue of the SFO, Ms. Au-Yeung Wai is deemed to be interested in the shares held by Earlson Holdings Limited.

DEFINITIONS

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

| | |
|------------------|--|
| “Agreement” | the sale and purchase agreement dated 7 March 2014 between Market Event and Templeton in relation to sale and purchase of 50,000,000 Shares |
| “Board” | the board of Directors |
| “Company” | Perfect Shape (PRC) Holdings Limited, incorporated in the Cayman Islands and whose shares are listed on the main board of the Stock Exchange |
| “Director(s)” | director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Market Event” | Market Event Holdings Limited, one of the substantial Shareholders |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) |
| “Shares” | ordinary share(s) of HK\$0.10 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Templeton” | Templeton Asset Management Limited |
| “%” | per cent |

By Order of the Board
Perfect Shape (PRC) Holdings Limited
Dr. Au-Yeung Kong
Chairman

Hong Kong, 10 March 2014

As at the date of this announcement, the Board comprises Dr. Au-Yeung Kong, Ms. Au-Yeung Wai, and Ms. Au-Yeung Hung as executive Directors and Ms. Hsu Wai Man, Helen, Ms. Pang Siu Yin and Mr. Chi Chi Hung, Kenneth as independent non-executive Directors.