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**China Optoelectronics Holding Group Co., Limited**

**中國光電控股集團有限公司**

*(formerly known as Qualipak International Holdings Limited 確利達國際控股有限公司)*

*(Incorporated in Bermuda with limited liability)*

*Website: www.chnoe.com*

**(Stock Code: 1332)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO SUBSCRIPTION OF FHL SHARES**

**THE SUBSCRIPTION**

On 17 July 2015 (after trading hours), the Subscriber, being an indirect wholly-owned subsidiary of the Company and FHL entered into the Share Subscription Agreement, pursuant to which FHL has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe, or procure its nominee(s) appointed by the Subscriber to subscribe, 14,550,000 FHL Shares at the consideration of HK\$80,025,000. The 14,550,000 FHL Shares represent approximately 3.57% of the issued share capital of FHL as at the date of the Share Subscription Agreement and approximately 3.45% of the enlarged issued share capital of FHL.

**IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription is more than 5% but less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules but exempt from shareholders' approval requirement.

**Shareholders and potential investors should be aware that the Completion is subject to certain conditions, as set out in the subsection headed "Conditions Precedent" in this announcement, being satisfied, and consequently the Subscription may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

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## **THE SHARE SUBSCRIPTION AGREEMENT**

Date: 17 July 2015 (after trading hours)

Parties: (1) the Subscriber  
(2) FHL

As at the date of this announcement, the Subscriber is an indirect wholly-owned subsidiary of the Company.

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, FHL and its ultimate beneficial owners, are third parties independent of and not connected with the Company and its connected persons.

### **Subscription of FHL shares**

Subject to fulfilment of the conditions of the Subscription and the terms set out in the Share Subscription Agreement, FHL has conditionally agreed to issue, and the Subscriber has conditionally agreed to subscribe, or procure its nominee(s) appointed by the Subscriber to subscribe, 14,550,000 FHL Shares at the consideration of HK\$80,025,000. The 14,550,000 FHL Shares represent approximately 3.57% of the issued share capital of FHL as at the date of the Share Subscription Agreement and approximately 3.45% of the enlarged issued share capital of FHL.

The 14,550,000 FHL Shares, when issued and fully paid up, shall rank pari passu in all respects with all other FHL Shares then in issue and in particular, will rank in full for all dividends and other distributions declared, made or paid at any time on or after the date of issue of the 14,550,000 FHL Shares.

### **Consideration**

Pursuant to the terms of the Share Subscription Agreement, the consideration shall be HK\$80,025,000, shall be paid in cash by the Subscriber to FHL on the date of the Completion. The consideration was determined by FHL and the Subscriber after arm's length negotiations and after taking into consideration of the management accounts of FHL as from 16 June 2014 (date of incorporation) to 31 March 2015 and the assets per share of FHL of approximately HK\$3.76 as well as the future prospects of FHL's financial services business. The consideration will be satisfied by internal resources of the Company.

## **Conditions Precedent**

Completion of the Subscription is conditional upon the following:

- (a) all consents or approval of any relevant governmental authorities, regulatory bodies or other relevant third parties in Hong Kong or elsewhere which if required for the entry into and the implementation of the Share Subscription Agreement having been obtained, including all filings with any relevant governmental authorities or other relevant third parties in Hong Kong or elsewhere which if required for the entering into and the implementation of the Share Subscription Agreement having been made; and
- (b) the due diligence investigation on the FHL Group to be carried out pursuant to the Share Subscription Agreement having been completed to the satisfaction of the Subscriber in its sole discretion.

The Subscriber and FHL shall use their reasonable endeavours and co-operate to ensure the fulfilment of the conditions. If the conditions have not been fulfilled (or waived by the Subscriber in relation to condition (b)) on or before 5:00 p.m. (Hong Kong time) on the fourteenth day from the date of the Share Subscription Agreement (or such other date as the Subscriber and FHL may agree in writing), the Share Subscription Agreement shall thereupon terminate and neither party shall have any further claims against each other under the Share Subscription Agreement for costs, damages, compensation or otherwise, save in respect of antecedent breaches and claims.

## **Completion**

Completion of the Subscription shall take place on the date on which all the conditions set out in the Share Subscription Agreement shall have been satisfied or waived by the Subscriber (or such other time and date as the Subscriber and FHL may agree).

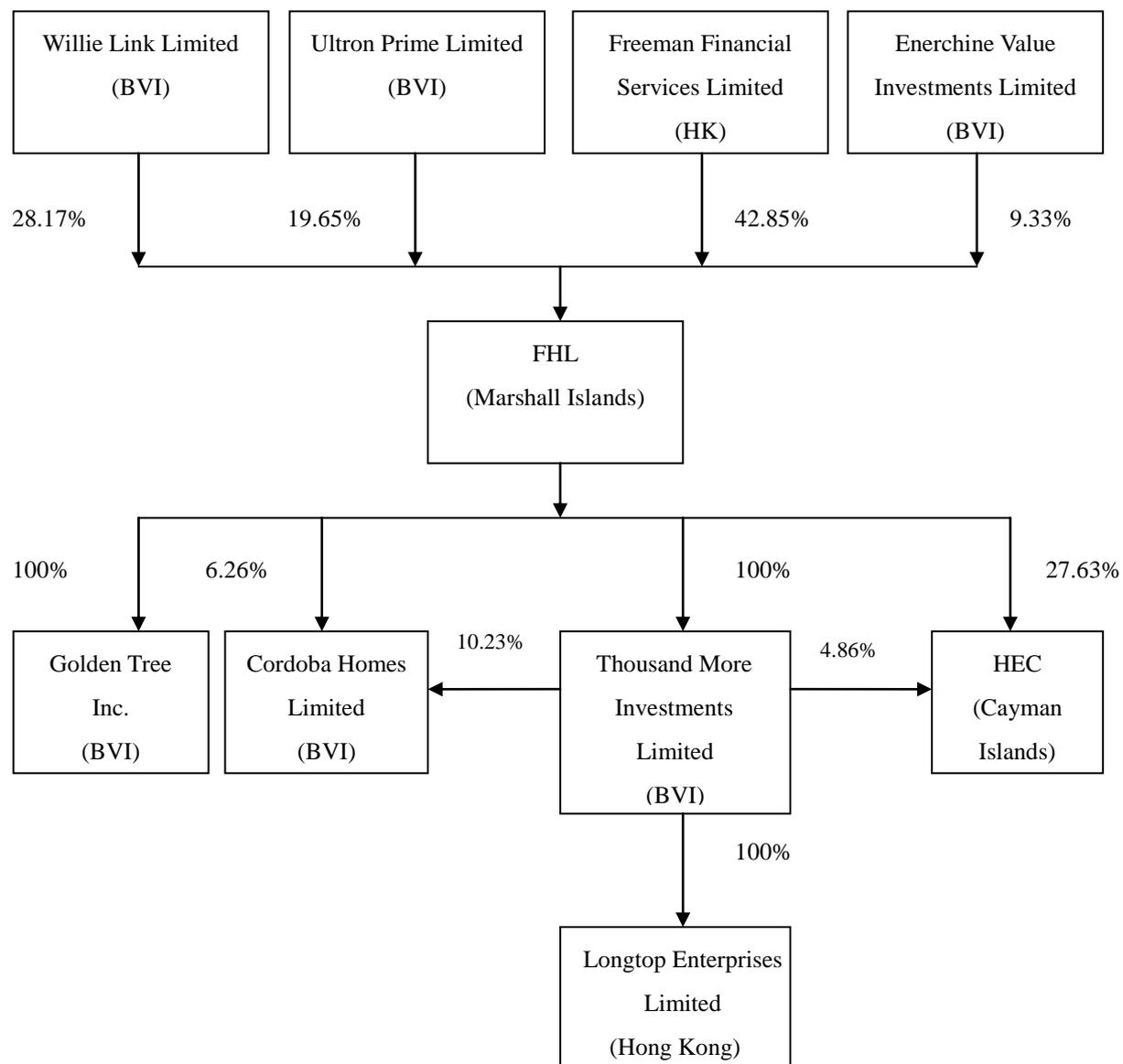
Payment will be in cash and made upon the Completion.

## **INFORMATION ON FHL**

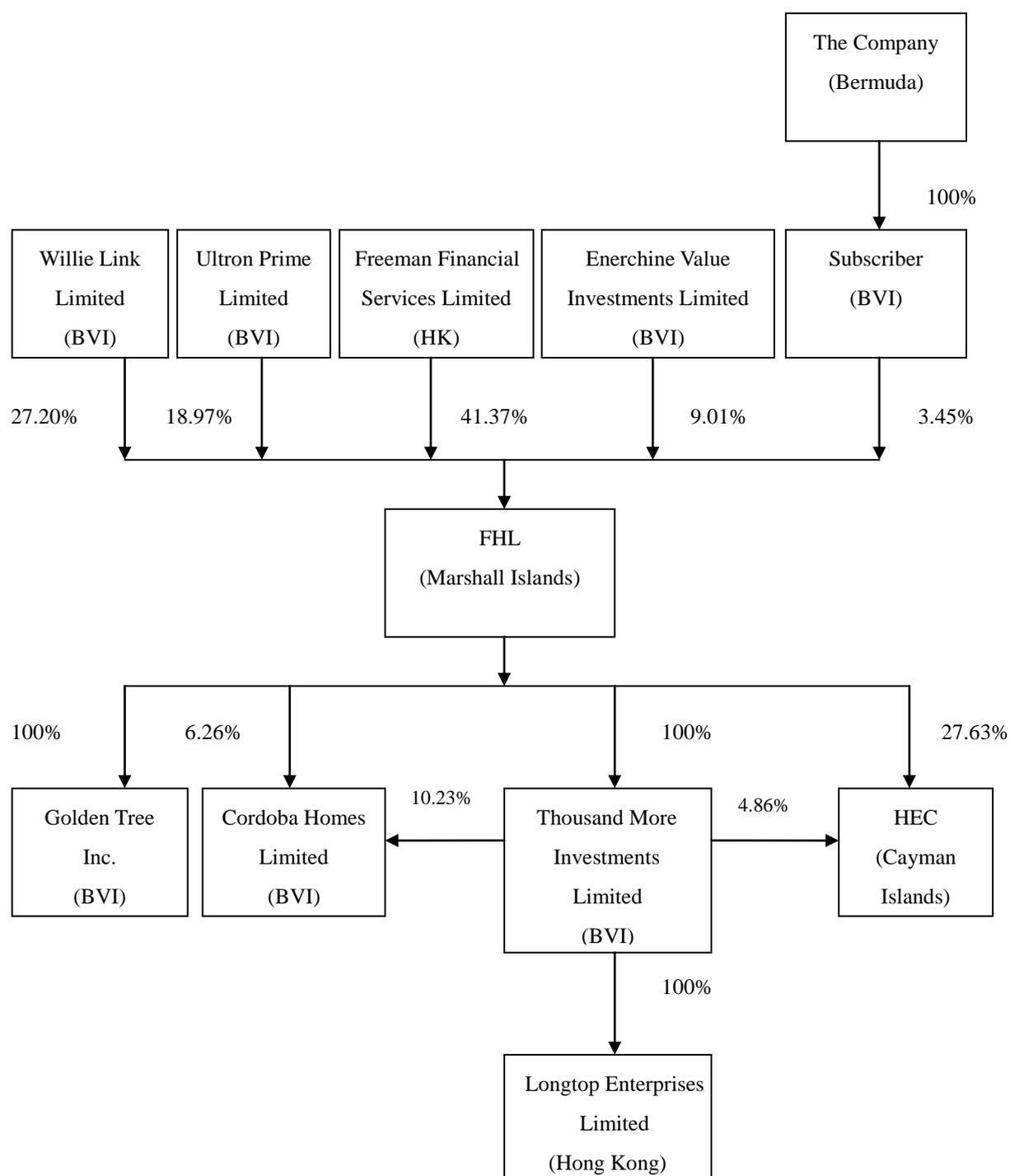
FHL is an investment holding company, which principally engages in financial services related businesses including money lending and has a money lending licence. FHL prior to the Subscription is held, indirectly, as to 42.85% by Freeman, 28.17% by Mason, 19.65% by Mission Capital and 9.33% by Enerchina.

The corporate structure of FHL as at the date of this announcement is and upon the Completion will be as follows:

**At the date of this announcement**



## After Completion



FHL as at the date of this announcement owns 32.49% shareholding in HEC. HEC together with its subsidiaries is principally engaged in the business of property investment, investment advisory and financial services, investment in securities trading and money lending.

FHL's indirect wholly owned subsidiary, Longtop Enterprises Limited engages in financial services related businesses including money lending and has a money lending licence.

The unaudited loss of FHL (both before and after tax) for the period from 16 June 2014 (date of incorporation) to 31 March 2015 was approximately HK\$119 million and FHL unaudited net asset as at 31 March 2015 was approximately HK\$1,533 million.

## **INFORMATION ON THE COMPANY AND THE GROUP**

The principal activities of the Company are investment holding and provision of corporate management services. The Group is principally engaged in (i) the design, development, manufacture and sale of packaging products and point-of-sales display units; (ii) securities investment and trading business as well as (iii) money lending business.

## **REASONS FOR AND BENEFITS OF THE SUBSCRIPTION**

The Group is principally engaged in (i) the design, development, manufacture and sale of packaging products and point-of-sales display units; (ii) securities investment and trading business as well as (iii) money lending business. As aforementioned, one of the Group's principal lines of business is treasury investment encompassing money lending and securities investment and trading. The Board is of the view that, the Subscription would strongly compliment the Group's treasury investment activities and provide both synergistic benefits as well as a way to establish both vertical and horizontal integration of its securities investment and trading.

The Company is of the view that the Subscription in FHL, will fit into the Company's expansion strategy. The Company has also taken into consideration the experience of the major shareholders of FHL in the financial sector as well as FHL's intention to enter into high yield money-lending business. The Company is also encouraged by the performance of HEC, FHL's current major investment.

The Directors hold a positive view towards the investment in FHL and the Directors believe that the Subscription would bring positive returns in the long run to the Group. Therefore, the Board considers that the terms of the Subscription are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription is more than 5% but less than 25%, the Subscription constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under the Listing Rules but exempt from shareholders' approval requirement.

**Shareholders and potential investors should be aware that the Completion is subject to certain conditions, as set out in the subsection headed “Conditions Precedent” in this announcement, being satisfied, and consequently the Subscription may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

Unless the context requires otherwise, terms used in this announcement shall have the following meanings:

“Board”	the board of the Directors
“BVI”	British Virgin Islands
“Company”	China Optoelectronics Holding Group Co., Limited (stock code: 1332), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Subscription pursuant to the Share Subscription Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Enerchina”	Enerchina Holdings Limited (stock code: 622), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Enerchine Value Investments Limited”	a wholly-owned subsidiary of Enerchina
“FHL”	Freewill Holdings Limited, a company incorporated in the Republic of the Marshall Islands with limited liability
“FHL Group”	FHL and its subsidiaries
“FHL Shares”	new share(s) of FHL to be allotted and issued to the Subscriber pursuant to the Share Subscription Agreement
“Freeman”	Freeman Financial Corporation Limited (stock code: 279), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Group”	the Company and its subsidiaries
“HEC”	HEC Capital Limited, a company incorporated in the Cayman Islands with limited liability

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mason”	Mason Financial Holdings Limited (stock code: 273), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Mission Capital”	Mission Capital Holdings Limited (stock code: 1141), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the main board of the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Subscription Agreement”	the share subscription agreement dated 17 July 2015 made between FHL and the Subscriber in relation to the Subscription
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Victor Choice Global Limited, a company incorporated in the British Virgin Islands with limited liability
“Subscription”	the subscription of the 14,550,000 FHL Shares pursuant to the Share Subscription Agreement
“Ultron Prime Limited”	a wholly-owned subsidiary of Mission Capital
“Willie Link Limited”	a wholly-owned subsidiary of Mason
“%”	per cent

By order of the Board  
**China Optoelectronics Holding Group Co., Limited**  
**Lam How Mun Peter**  
*Chairman*

Hong Kong, 17 July 2015

As at the date of this announcement, the Board comprised the following Directors:-

*Executive Directors*

Ms. Poon Ho Yee Agnes (*Managing Director*)

Mr. Lo Yuen Wa Peter

Ms. Sun Dixie Hui

*Non-executive Director*

Dr. Lam How Mun Peter (*Chairman*)

*Independent Non-executive Directors*

Mr. Chan Sze Hung

Mr. Ha Kee Choy Eugene

Mr. To Shing Chuen