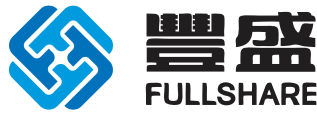


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Fullshare Holdings Limited

豐盛控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00607)

DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF THE ENTIRE EQUITY INTEREST IN FULLSHARE GREEN BUILDING GROUP COMPANY LIMITED*

The Board is pleased to announce that after trading hours of the Stock Exchange on 22 June 2016, Nanjing Fengli and Nanjing Shengmao Asset Management, the Purchaser and Fullshare Green Building entered into the Equity Transfer Agreement, pursuant to which Nanjing Fengli and Nanjing Shengmao Asset Management have conditionally agreed to sell the entire equity interest in Fullshare Green Building, an indirect wholly-owned subsidiary of the Company, to the Purchaser for a total consideration of RMB240 million pursuant to the terms and conditions of the Equity Transfer Agreement.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Disposal exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and are therefore subject to reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

Shareholders and potential investors should note that Completion is subject to the Conditions to be fulfilled. Shareholders and potential investors should also note that there are risks associated with the Disposal and they should consider and assess all the risks carefully. Shareholders and potential investors are reminded to exercise extreme caution when dealing in the Shares and other securities of the Company.

THE DISPOSAL

The Board is pleased to announce that after trading hours of the Stock Exchange on 22 June 2016, Nanjing Fengli and Nanjing Shengmao Asset Management, the Purchaser and Fullshare Green Building entered into the Equity Transfer Agreement, pursuant to which Nanjing Fengli and Nanjing Shengmao Asset Management have conditionally agreed to sell the entire equity interest in Fullshare Green Building, an indirect wholly-owned subsidiary of the Company, to the Purchaser for a total consideration of RMB240 million pursuant to the terms and conditions of the Equity Transfer Agreement.

THE EQUITY TRANSFER AGREEMENT

The principal terms and conditions of the Equity Transfer Agreement are as follows:

Date

22 June 2016 (after trading hours)

Parties

- (a) The Purchaser (as purchaser);
- (b) Nanjing Fengli and Nanjing Shengmao Asset Management (as vendors); and
- (c) Fullshare Green Building, an indirect wholly-owned subsidiary of the Company.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Asset to be disposed of

Pursuant to the Equity Transfer Agreement, Nanjing Fengli and Nanjing Shengmao Asset Management have conditionally agreed to sell and the Purchaser conditionally agreed to acquire, the entire equity interest in Fullshare Green Building, an indirect wholly-owned subsidiary of the Company.

Consideration

The Consideration payable by the Purchaser to Nanjing Fengli and Nanjing Shengmao Asset Management is RMB240 million, which will be paid by instalments in the following manners:

- (a) within 10 Business Days after the Equity Transfer Agreement has been signed, RMB120 million, being 50% of the Consideration, will be deposited by the Purchaser to the bank accounts designated by Nanjing Fengli and Nanjing Shengmao Asset Management in such proportions in accordance with their respective proportion of the issued share capital of Fullshare Green Building owned by them respectively (the "**First Instalment**"); and

- (b) within 60 Business Days after completion of the Equity Transfer Procedures, RMB120 million, being the remaining balance of the Consideration, will be deposited by the Purchaser to the bank accounts designated by Nanjing Fengli and Nanjing Shengmao Asset Management in such proportions in accordance with their respective proportion of the issued share capital of Fullshare Green Building owned by them, respectively (the “**Second Instalment**”).

Basis of determining the Consideration

The Consideration was agreed between Nanjing Fengli and Nanjing Shengmao Asset Management and the Purchaser after arms’ length negotiations with reference to: (a) the unaudited consolidated net asset value of the Fullshare Green Building as at 31 May 2016; (b) the dividend declared by Fullshare Green Building in June 2016; and (c) the business prospects of Fullshare Green Building.

Conditions Precedent

Completion is conditional upon fulfilment of the Conditions as set forth below:

- (a) the Company having published the relevant announcement and/or circular (if applicable) and having obtained the Shareholders’ approval (if applicable) in relation to the Equity Transfer Agreement, the Disposal and other transactions contemplated under the Equity Transfer Agreement in accordance with the Listing Rules and the requirements of the Stock Exchange; and
- (b) the First Instalment having been paid by the Purchaser in accordance with the terms of the Equity Transfer Agreement.

None of the above conditions is waivable. As at the date of this announcement, Condition (a) set out above has been fulfilled.

Completion

After the fulfilment of all the Conditions and completion of the Equity Transfer Procedures (which shall be completed within 20 Business Days after the fulfilment of all the Conditions), the Completion shall take place on the date on which Fullshare Green Building obtains its new business licence.

Upon the Completion, Nanjing Fengli and Nanjing Shengmao Asset Management will cease to hold any equity interest in Fullshare Green Building and the Energy Subsidiaries (as defined below), and Fullshare Green Building and the Energy Subsidiaries will cease to be the subsidiaries of the Company.

Termination

In the event of any material breach of the Equity Transfer Agreement which is not remedied within twenty (20) Business Days of the written notice given by the non-defaulting party to the defaulting party, the non-defaulting party shall have the right to terminate the Equity Transfer Agreement.

GENERAL INFORMATION

The Company and the Group

The principal business activity of the Company is investment holding.

The Group is principally engaged in property development, provision of green building services, investment and healthcare.

Nanjing Fengli

Nanjing Fengli is principally engaged in investment in, amongst others, properties and business in the PRC.

Nanjing Shengmao Asset Management

Nanjing Shengmao Asset Management is principally engaged in asset management, equity investment and management, investment consultancy and property management.

The Purchaser

The Purchaser is principally engaged in engineering projects, sales in construction raw materials, environmental engineering design and construction and project management.

Fullshare Green Building

Fullshare Green Building is principally engaged in provision of green building services. Fullshare Green Building holds the entire equity interests in Nanjing Fullshare Energy Management Company Limited* (南京豐盛能源管理有限公司) (“**NFEM**”), Shanghai Far-seeker Energy Technology Company Limited* (上海法斯克能源科技有限公司) (“**SFSET**”) and Anhui Green Building Company Limited* (安徽省綠色建築有限公司) (“**AGB**”), and a 95% equity interest in Nanjing Far-seeker Energy Technology Company Limited* (南京法斯克能源科技發展有限公司) (“**NFSET**”) (collectively, the “**Energy Subsidiaries**”).

NFEM is principally engaged in energy management contract (“**EMC**”) in hotel, hospital and office park and operation business.

SFSET is principally engaged in green building consultancy, regional energy planning, EMC in hotel, hospital and office park.

AGB is principally engaged in green building consultancy, regional energy planning, green building technology research and development, EMC.

NFSET is principally engaged in investment, construction management and operation management in energy station. NFSET is owned by Fullshare Green Building and Nanjing Gulou as to 95% and 5%, respectively, as at the date of this announcement. To the best of the Directors' knowledge, information and belief, Nanjing Gulou is an Independent Third Party.

Financial information of Fullshare Green Building

Set out below is a summary of the unaudited consolidated financial information of Fullshare Green Building and the Energy Subsidiaries for the two financial years ended 31 December 2014 and 2015 prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the financial year ended 31 December 2015 (unaudited) (RMB'000)	For the financial year ended 31 December 2014 (unaudited) (RMB'000)
Profit (loss) before taxation and extraordinary items	40,787	(11,380)
Profit (loss) after taxation and extraordinary items	30,205	(11,240)
	As at 31 December 2015	As at 31 December 2014
Net assets	227,417	230,030

FINANCIAL EFFECT OF THE DISPOSAL AND USE OF PROCEEDS

Upon the Completion, Nanjing Fengli and Nanjing Shengmao Asset Management will cease to hold any equity interest in Fullshare Green Building and the Energy Subsidiaries, and the financial results of Fullshare Green Building and the Energy Subsidiaries will no longer be consolidated in the accounts of the Group, and Fullshare Green Building and the Energy Subsidiaries will cease to be the subsidiaries of the Company.

It is expected that, subject to audit, the Group will record a gain from the Disposal of approximately RMB15.6 million before tax, which is calculated with reference to the Consideration for the Disposal, the consolidated net asset value of Fullshare Green Building and the Energy Subsidiaries as at 31 May 2016 recorded in the management accounts of the Group, the dividend declared by Fullshare Green Building in June 2016 and some consolidated adjustments which are considered as necessary.

The exact amount of the gain on the Disposal to be recorded in the consolidated statement of profit or loss of the Group for the year ending 31 December 2016 is subject to audit, and will be calculated based on the consolidated net asset value of Fullshare Green Building and the Energy Subsidiaries disposed of as at Completion and net of any incidental expenses and therefore may be varied from the figure provided above.

Following the Completion, the Group will receive net proceeds of approximately RMB234 million. The Group intends to apply the net proceeds for general working capital and potential acquisitions and investments as and when opportunities arise.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Directors consider the Disposal a good opportunity for the Group to eliminate certain green building services, including; the green construction services (involves the usage of green building technology in building construction, including equipment procurement, installation and other related work) and the energy station management services, which are considered as services with long operating cycle and large initial investment cost. Meanwhile, the provision of technical design and consultant services and green management and services will be retained in the Group.

After the Disposal, the Group is expected to focus its resources in the operation and potential investments in the healthcare industry. The Disposal is in line with the development strategy of the Group.

Although the market of green construction services and energy station management services may have potential growth in the future, the Directors are of the opinion that the business volume and the revenue contributed by those services do not match the resources deployed by and the efforts made by the Group.

The Directors consider the terms of the Equity Transfer Agreement and the Disposal are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in respect of the Disposal in aggregate exceed 5% but are less than 25%, the Disposal constitutes a discloseable transactions of the Company under Chapter 14 of the Listing Rules and are therefore subject to reporting and announcement requirements pursuant to Chapter 14 of the Listing Rules.

Shareholders and potential investors should note that Completion is subject to the Conditions to be fulfilled. Shareholders and potential investors should also note that there are risks associated with the Disposal and they should consider and assess all the risks carefully. Shareholders and potential investors are reminded to exercise extreme caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day on which enterprises in the PRC are generally open for business (other than a Saturday, Sunday, a banking holiday or a public holiday)
“Company”	Fullshare Holdings Limited 豐盛控股有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Completion”	the completion of the Disposal
“Conditions”	the conditions set out under the paragraph headed “Conditions Precedent” under the section headed “The Equity Transfer Agreement” in this announcement
“connected persons”	has the same meaning ascribed to it in the Listing Rules
“Consideration”	the total consideration of RMB240 million payable by the Purchaser for the entire equity interest of Fullshare Green Building subject to the terms and conditions of the Equity Transfer Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the proposed disposal of the entire equity interest in Fullshare Green Building by Nanjing Fengli and Nanjing Shengmao Asset Management together with the Energy Subsidiaries to the Purchaser pursuant to the terms and conditions of the Equity Transfer Agreement
“Equity Transfer Agreement”	the conditional equity transfer agreement dated 22 June 2016 entered into amongst Nanjing Fengli and Nanjing Shengmao Asset Management, the Purchaser and Fullshare Green Building, in relation to the Disposal

“Equity Transfer Procedures”	the relevant procedures pursuant to the applicable laws and the requirements of the relevant governmental authorities in respect of the Disposal, including but not limited to the registration with the relevant Administration for Industry and Commerce in the PRC of the Disposal and obtaining a new business licence
“Fullshare Green Building”	Fullshare Green Building Group Company Limited* (豐盛綠建集團有限公司), a company established in the PRC with limited liability and an indirectly wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nanjing Fengli”	Nanjing Fengli Equity Investment Enterprise (Limited Partnership)* (南京豐利股權投資企業(有限合夥)), a limited partnership established under the law of the PRC, an indirect wholly-owned subsidiary of the Company and the legal and beneficial owner of 99% of the equity interest in Fullshare Green Building
“Nanjing Gulou”	Nanjing Gulou Technology Industry Company Limited* (南京鼓樓科技產業有限公司), a company established under the laws of the PRC. To the best of the Directors’ knowledge, information and belief, Nanjing Gulou is an Independent Third Party.
“Nanjing Shengmao Asset Management”	Nanjing Shengmao Asset Management Company Limited* (南京盛茂資產管理有限公司), a limited liability company established in the PRC, an indirect wholly-owned subsidiary of the Company and the legal and beneficial owner of 1% of the equity interest in Fullshare Green Building

“PRC”	the People’s Republic of China which for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Jiasheng Construction Group Co., Ltd.* (嘉盛建設集團有限公司), a limited liability company incorporated in the PRC and an Independent Third Party
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

By order of the Board
Fullshare Holdings Limited
JI Changqun
Chairman

Hong Kong, 22 June 2016

As at the date of this announcement, the executive Directors are Mr. JI Changqun (Chairman), Mr. SHI Zhiqiang, Mr. WANG Bo and Mr. FANG Jian; the non-executive Director is Mr. Eddie HURIP; and the independent non-executive Directors are Mr. LAU Chi Keung, Mr. CHOW Siu Lui and Mr. TSANG Sai Chung.

* *For identification purpose only*