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Sino Splendid Holdings Limited

中國華泰瑞銀控股有限公司

(Formerly known as China.com Inc. 中華網科技公司)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8006)

PROPOSED BONUS ISSUE OF SHARES

Proposed Bonus Issue

The Board proposed a Bonus Issue of new Shares on the basis of five (5) Bonus Shares for every one (1) Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will rank pari passu in all respect with the Shares then in issue. The Bonus Issue will be credited as fully paid by way of capitalisation of an amount in the share premium account of the Company.

The register of members of the Company will be closed from Wednesday, 8 January 2014 to Monday, 13 January 2014, both days inclusive, to ascertain and determine the entitlement of the Shareholders under the Bonus Issue. To qualify for the Bonus Issue, any transfer of Shares must be lodged for registration no later than 4:30 p.m. on Tuesday, 7 January 2014.

Application will be made to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

General

A circular containing, among other things, details of the Bonus Issue and a notice of the EGM will be despatched to the Shareholders as soon as practicable.

PROPOSED BONUS ISSUE

The Board proposed a Bonus Issue of new Shares on the basis of five (5) Bonus Shares for every one (1) Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Issue will be credited as fully paid by way of capitalisation of an amount in the share premium account of the Company. The terms of the Bonus Issue are set out below.

Basis of Bonus Issue

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of five (5) Bonus Shares for every existing Share held on the Record Date by the Qualifying Shareholders.

On the basis of 107,173,641 existing Shares in issue as at the date of this announcement, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 535,868,205 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount in the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 643,041,846 Shares in issue as enlarged by the Bonus Issue.

Record Date and closure of register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”.

The register of members of the Company will be closed from Wednesday, 8 January 2014 to Monday, 13 January 2014 (both days inclusive), during which no transfer of Shares will be effected, in order to ascertain and determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 7 January 2014.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

Reasons for the proposed Bonus Issue

The Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market and thereby enlarging the shareholder and capital base of the Company.

Overseas Shareholders

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Overseas Shareholders.

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

Status of Bonus Shares

The Bonus Shares, upon issued, will rank *pari passu* in all respects with the Shares then in issue, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

Conditions of the Bonus Issue

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the GEM Listing Committee granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and articles of association of the Company to effect the Bonus Issue.

Application will be made to the GEM Listing Committee of the Stock Exchange in respect of such approval for the listings of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares.

As at the date of this announcement, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into Shares.

Certificates for Bonus Shares

It is expected that certificates for the Bonus Shares will be posted on Thursday, 16 January 2014 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Friday, 17 January 2014.

Expected Timetable

The expected timetable for the Bonus Issue is set out below:

2013

Despatch of circular in relation to
the Bonus Issue on or about Friday, 6 December

Latest time for lodging proxy forms for the EGM
(in any event not less than 48 hours prior to
time of the EGM or any adjournment thereof). 11:00 a.m. on Sunday,
29 December

EGM 11:00 a.m. on Tuesday, 31 December

Announcement of the result of the EGM. Tuesday, 31 December

2014

Last day of dealings in the Shares on a cum-entitlement basis in respect of the Bonus Issue	Friday, 3 January
First day of dealings in the Shares on an ex-entitlement basis in respect of the Bonus Issue	Monday, 6 January
Latest time for lodging transfer documents for registration in order to be entitled to the Bonus Shares	4:30 p.m. on Tuesday, 7 January
Closure of register of members of the Company for the Bonus Issue	Wednesday, 8 January to Monday, 13 January (both days inclusive)
Record Date	Monday, 13 January
Register of members of the Company re-opens	Tuesday, 14 January
Despatch of share certificates for Bonus Shares	Thursday, 16 January
Dealings in the Bonus Shares commence	Friday, 17 January

Note: All dates and times refer to dates and times in Hong Kong in this announcement.

The expected timetable above is indicative only and may be subject to change by the Company. The Company will make further announcement(s) if such changes are made as and when appropriate

GENERAL

A circular containing, among other things, details of the Bonus Issue, will be despatched to the Shareholders as soon as practicable.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolution regarding the Capitalisation of Share Premium and the Bonus Issue at the EGM.

DEFINITIONS

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

“Board”	the board of Directors
“Bonus Issue”	the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of five (5) Bonus Shares for every one (1) existing Share held
“Bonus Shares”	the new Shares to be allotted and issued by way of Bonus Issue by the Company as described in this announcement
“Company”	Sino Splendid Holdings Limited 中國華泰瑞銀控股有限公司 (formerly known as China.com Inc. 中華網科技公司), a company incorporated in the Cayman Islands with limited liabilities, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among other things, the Bonus Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the GEM listing committee of GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is(are) excluded from the Bonus Issue and as detailed in the section headed “Overseas Shareholders” in this announcement
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong

“Qualifying Shareholder(s)”	holders of Shares, not being Non-Qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	Monday, 13 January 2014, being the date for ascertaining and determining the entitlement of the Shareholders to the Bonus Issue
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Sino Splendid Holdings Limited
Chow Chi Wa
Executive Director

Hong Kong, 3 December 2013

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Chow Chi Wa, Mr. Huang Honghua and Mr. Xiao Hua

Non-Executive Directors:

Ms. Xu Yun and Mr. Mao Hongcheng (with Mr. Chen Mouhua as his alternate)

Independent Non-Executive Directors:

Ms. Peng Jiang, Mr. Zhu Xiangrong and Mr. Wu Guilong

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 respects and not misleading or deceptive; (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 found on bases and assumptions that are fair and reasonable.

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