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VALUE PARTNERS GROUP LIMITED

惠理集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 806)

VOLUNTARY ANNOUNCEMENT ACQUISITION OF EQUITY INTEREST IN KBC GOLDSTATE FUND MANAGEMENT CO., LTD IN THE PRC

Value Partners, a wholly-owned subsidiary of the Company, has agreed to acquire from KBC AM its 49% equity interest in the total registered capital of KBC Goldstate, in the PRC subject to the fulfillment of certain conditions precedent including various governmental and regulatory approvals. The consideration for the acquisition is estimated to be RMB40.5 million (approximately HK\$49.8 million).

KBC Goldstate is a PRC incorporated company and is licensed by CSRC to engage in the offering and management of mutual funds in the PRC. It is a joint venture between KBC AM (49%) and Goldstate Securities (51%). KBC Goldstate currently manages 7 funds with RMB970 million of assets under management as of 31 December 2011.

It is intended that Value Partners will enter into a shareholders agreement with Goldstate Securities in relation to KBC Goldstate to regulate their relationship as shareholders of KBC Goldstate.

The acquisition is part of the Group's strategy to continue to expand its presence in the Greater China region. The venture will allow the Group to build upon the existing platform of KBC Goldstate and expand its fund management business in the PRC. Following completion of the acquisition, the Group will work together with KBC Goldstate to help enhance its investment and business performance and study potential collaboration opportunities.

On 16 November 2011, Value Partners, a wholly-owned subsidiary of the Company, entered into a Sale and Purchase Agreement with KBC AM to acquire 49% equity interest in the total registered capital of KBC Goldstate, subject to the fulfillment of certain conditions precedent including the waiver of pre-emption rights by Goldstate Securities and various governmental and regulatory approvals. The consideration for the acquisition is estimated to be RMB40.5 million (approximately HK\$49.8 million). Under China regulations, the 49% shareholding in a licensed mutual fund management firm is the maximum shareholding that can be owned by a non-mainland shareholder.

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Goldstate Securities is a licensed securities firm with 27 branch offices in the PRC offering services in, among others, investment banking, brokerage and securities trading, asset management, and financial advisory.

Completion of the Sale and Purchase Agreement is subject to, among other things, waiver of pre-emption rights by Goldstate Securities in respect of the acquisition and various governmental and regulatory approvals in the PRC. Either party may terminate the Sale and Purchase Agreement if, among other matters, all the conditions precedent are not satisfied or waived within 12 months from the date of the Sale and Purchase Agreement.

Prior to completion of the acquisition, Value Partners will enter into a shareholders agreement with Goldstate Securities in relation to KBC Goldstate to regulate their relationship as shareholders of KBC Goldstate but the shareholders agreement will become effective upon completion of the acquisition.

The board of directors of KBC Goldstate will consist of 8 directors, 2 of which shall be nominated by Value Partners, 2 of which shall be nominated by Goldstate Securities, 1 of which shall be the general manager nominated by the shareholders and 3 of which shall be independent directors. Amongst the independent directors, 1 shall be nominated by Value Partners and 2 shall be nominated by Goldstate Securities. Subject to passing of the requisite board approval, the chairman of the board shall be selected from the directors nominated by Goldstate Securities and the vice-chairman of the board shall be selected from the directors nominated by Value Partners.

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The Sale and Purchase Agreement has been approved by Chinese Securities Regulatory Commission, pending for further regulatory approvals from the Ministry of Commerce and filing with the relevant industry and commerce authorities. Upon completion, KBC Goldstate will be renamed as "Value Partners Goldstate Fund Management Co., Ltd. (金元惠理基金管理有限公司)".

Terms used in this announcement shall have the following meanings:–

“Company”	Value Partners Group Limited
“CSRC”	China Securities Regulatory Commission of the PRC
“Goldstate Securities”	Goldstate Securities Joint Stock Co., Ltd. (金元證券股份有限公司)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

“KBC AM”	KBC Asset Management NV
“KBC Goldstate”	KBC Goldstate Fund Management Co., Ltd.
“PRC”	The People’s Republic of China, excluding for the purposes of this announcement the Hong Kong and Macau Special Administrative Regions
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 11 November 2011 entered into between KBC AM and Value Partners, as amended by a supplementary agreement dated 19 December 2011
“Value Partners”	Value Partners Hong Kong Limited, incorporated in Hong Kong and a wholly-owned subsidiary of the Company

For the purpose of this announcement, amounts denominated in RMB have been converted to HK\$ at an exchange rate of RMB1 to HK\$1.23

By order of the board of
Value Partners Group Limited
Tse Wai Ming, Timothy
Executive Director and Company Secretary

Hong Kong, 8 March 2012

As of the date of this announcement, our Directors are Mr. Cheah Cheng Hye, Mr. Chan Sheung Lai, Jimmy, Ms. Hung Yeuk Yan Renee, Mr. So Chun Ki Louis and Mr. Tse Wai Ming, Timothy as Executive Directors and Dr. Chen Shih Ta Michael, Mr. Lee Siang Chin and Mr. Nobuo Oyama as Independent Non-executive Directors.