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Newtree Group Holdings Limited
友川集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1323)

**COMPLETION OF THE DISCLOSEABLE
AND CONNECTED TRANSACTION
IN RESPECT OF THE ACQUISITION OF
THE ENTIRE EQUITY INTEREST
AND SHAREHOLDER'S LOAN IN
DIGISMART (GROUP) LIMITED**

The Board is pleased to announce that all the conditions precedent to the Acquisition had been fulfilled and the Completion took place on 28 November 2014 in accordance with the Acquisition Agreement.

References are made to (i) the announcement (the “**Announcement**”) of Newtree Group Holdings Limited (the “**Company**”) dated 16 October 2014; (ii) the circular (the “**Circular**”) of the Company dated 7 November 2014 in relation to the Acquisition; and (iii) the announcement of the Company dated 25 November 2014 in relation to the poll result of the EGM held on 25 November 2014. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent to the Acquisition (as stated in the Announcement and the Circular) had been fulfilled and the Completion took place on 28 November 2014 in accordance with the Acquisition Agreement. As a result of Completion, the Company had allotted and issued an aggregate of 79,467,353 Consideration Shares in the amount of HK\$185 million to satisfy the remaining Initial Consideration, in which 60,332,708 Consideration Shares, 10,934,083 Consideration Shares, 6,248,047 Consideration Shares and 1,952,515 Consideration Shares had been issued to the nominees of the First Vendor (including the First Vendor's Guarantor and another nominee), the Second Vendor's Guarantor (as the nominee of the Second Vendor), the Third Vendor's Guarantor (as the nominee of the Third Vendor) and the Fourth Vendor respectively, in the amount of approximately HK\$140.45 million, HK\$25.45 million, HK\$14.55 million and HK\$4.55 million respectively.

Upon Completion, the Company is interested in the entire equity interests in the Target Group. Therefore the Target Group will be accounted for as wholly-owned subsidiaries of the Company. The Second Vendor's Guarantor is a director of some of the companies under the Target Group before Completion. Since he will continue his directorship in the Target Group after Completion, he has become a connected person of the Company at the subsidiaries level upon Completion. Save for the First Vendor's Guarantor and the Second Vendor's Guarantor, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the other allottees of the Consideration Shares are third parties independent of and not connected with the Company and its connected persons.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets forth the shareholding structure of the Company immediately upon Completion:

	Number of Shares	Approximate %
Substantial Shareholders		
Twin Star Global Limited (<i>Note</i>)	140,104,000	15.80
Mr. Wong Wai Sing (“ Mr. Wong ”)	4,100,000	0.46
The Vendors/the Vendors’ nominees		
The First Vendor’s Guarantor	17,500,000	1.98
The nominee of the First Vendor	42,832,708	4.83
The Second Vendor’s Guarantor	10,934,083	1.23
The Third Vendor’s Guarantor	6,248,047	0.70
The Fourth Vendor	1,952,515	0.22
<i>Sub-total</i>	79,467,353	8.96
Public Shareholders	662,977,667	74.78
Total	<u>886,649,020</u>	<u>100.00</u>

Note: Twin Star Global Limited, a company incorporated in the British Virgin Islands with limited liability, is owned as to 50% by Mr. Chum Hon Sing, the joint vice-chairman of the Company and executive Director and as to 50% by Mr. Wong, the chairman of the Company and executive Director. Mr. Chum Hon Sing and Mr. Wong are deemed to be interested in 140,104,000 Shares held by Twin Star Global Limited.

By order of the Board of
Newtree Group Holdings Limited
Mr. Wong Wai Sing
Chairman and Executive Director

Hong Kong, 28 November 2014

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Chum Hon Sing, Ms. Sung Ting Yee, Mr. Lee Chi Shing, Caesar, Ms. Yick Mi Ching, Dawnibilly, Ms. Yu Tak Wai, Winnie and Mr. Chan Kin Lung, the non-executive Director is Mr. Mok Tsan San, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd, Mr. Tam Chak Chi and Dr. Hui Chik Kwan.