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**KAI SHI CHINA
HOLDINGS
COMPANY LIMITED**
開世中國控股有限公司
*(Incorporated in the Cayman Islands
with limited liability)*

(Stock Code: 1281)

**YI MING JIA LIN
HOLDINGS
COMPANY LIMITED**

*(Incorporated in the British
Virgin Islands with limited
liability)*

**KAI SHI
HOLDINGS
COMPANY LIMITED**

*(Incorporated in the British
Virgin Islands with limited
liability)*

**Financial Adviser to Kai Shi China
Holdings Company Limited**



**Financial Adviser to Yi Ming Jia Lin
Holdings Company Limited**



KINGSTON CORPORATE FINANCE LTD.

JOINT ANNOUNCEMENT COMPLETION OF DISTRIBUTION IN SPECIE

The completion of the Distribution In Specie took place on 26 January 2015.

Kingston Securities will, on behalf of Yi Ming Jia Lin and pursuant to the Takeovers Code, make an unconditional voluntary cash KSH Offer to the Independent KSH Shareholders to acquire all the KSH Shares (other than those already owned by Yi Ming Jia Lin and parties acting in concert with it) at HK\$0.68 for each KSH Share.

The KSH Offer Document will be despatched to the KSH Shareholders not later than seven days of the completion of the Distribution In Specie. Further announcement in relation to the despatch of the KSH Offer Document will be made as and when appropriate.

Reference is made to (i) the joint announcement issued by the Company, Longevity, Yi Ming Jia Lin and KSH dated 5 December 2014 in relation to, among other things, the Share Sale Agreement, the Asset Reorganisation, the Distribution In Specie, the Listco Offers and the KSH Offer; (ii) the circular issued by the Company dated 24 December 2014 in relation to, among other things, details of the Share Sale Agreement, the Asset Reorganisation and the Distribution in Specie (the “**Circular**”); and (iii) the joint announcement issued by the Company and Longevity dated 23 January 2015 in relation to the Share Sale Completion and the Listco Offers; and (iv) the announcement issued by the Company dated 23 January 2015 in relation to the postponement of the completion of Distribution In Specie and the despatch date of the certificate of KSH Shares. Unless otherwise stated, capitalised terms used herein have the same meanings as those defined in the Circular.

COMPLETION OF THE DISTRIBUTION IN SPECIE

The completion of the Distribution In Specie took place on 26 January 2015.

One KSH Share was issued upon the incorporation of KSH on 6 November 2014. As one of the steps to the Asset Reorganisation, 601,999,999 KSH Shares were allotted and issued and as a result, as at the date of this announcement, there are a total of 602,000,000 KSH Shares in issue. These KSH Shares have been distributed in specie to the Shareholders whose names appeared on the register of members of the Company on 22 January 2015, being the Record Date, on the basis of one KSH Share for each Share then held. Share certificates of KSH have been posted to the then Shareholders (whose names appeared on the register of members of the Company on 22 January 2015) on 26 January 2015. The investors holding the Shares through CCASS participants will receive the certificate(s) for KSH Share(s) through their respective brokers or custodians who are CCASS clearing or custodian participants. You should seek the advice of your stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect your rights and interests.

Immediately upon completion of the Distribution In Specie, Kingston Securities will, on behalf of Yi Ming Jia Lin, make the KSH Offer in accordance with the requirements of the Takeovers Code at HK\$0.68 for each KSH Share. After completion of the Distribution In Specie, the KSH Group ceased to be subsidiaries of the Company, and the Remaining Group carry on the Remaining business, being the Construction and Engineering Business and Doors and Window Business.

DESPATCH OF THE KSH OFFER DOCUMENT AND PROCEDURES FOR TRANSFER OF THE KSH SHARE CERTIFICATE

The KSH Offer Document will be despatched to the Independent KSH Shareholders on or before 2 February 2015 in accordance with the Takeovers Code. Details of the procedures for the acceptance of the KSH Offer will be set out in the KSH Offer Document. If the KSH Share certificate(s) is/are issued in the name of a nominee company or a name other than the name of the owner(s), please refer to the details of the procedures for the transfer of the KSH Share certificate(s) to be set out in the KSH Offer Document. Further announcement will be made after the KSH Offer Document has been despatched.

By Order of the Board	By Order of sole director of	By Order of sole director of
KAI SHI CHINA	YI MING JIA LIN	KAI SHI
HOLDINGS	HOLDINGS	HOLDINGS
COMPANY LIMITED	COMPANY LIMITED	COMPANY LIMITED
Kai Chenglian	Kai Chenglian	Kai Chenglian
<i>Chairman</i>	<i>Sole Director</i>	<i>Sole Director</i>

Hong Kong, 26 January 2015

R2.14

As at the date of this announcement, the executive Directors of the Company are Mr. Kai Chenglian, Mr. Kai Xiaojiang, Ms. Jiang Shuxia and Ms. Han Liping and the independent non-executive Directors of the Company are Ms. Yang Jing, Mr. Li Fook Wing and Ms. Sun Huijun.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Vendors, KSH and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Vendors, KSH and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the sole director of Yi Ming Jia Lin is Mr. Kai Chenglian.

The sole director of Yi Ming Jia Lin accepts full responsibility for the accuracy of the information contained in this announcement (other than those relating to KSH, the Group and parties acting in concert with any of them) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by KSH, the Group and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the sole director of KSH is Mr. Kai Chenglian.

The sole director of KSH accepts full responsibility for the accuracy of the information contained in this announcement (other than those relating to Yi Ming Jia Lin, the Group and parties acting in concert with any of them) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by Yi Ming Jia Lin, the Group and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.