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## **CHINA TYCOON BEVERAGE HOLDINGS LIMITED**

**中國大亨飲品控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 209)**

### **TERMINATION OF (1) MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF BEIJING WEIYING THROUGH STRUCTURED CONTRACTS; AND (2) PLACING AGREEMENT**

Reference is made to the announcements made by China Tycoon Beverage Holdings Limited (the “**Company**”) dated 29 December 2014, 15 January 2015 and 6 February 2015 respectively (together, the “**Announcements**”) in relation to, among other things, (i) the Placing Agreement entered into between the Company and the Placing Agent in relation to the Share Placing, the Bond Placing and the CB Placing; and (ii) the major transaction in relation to the acquisition of Beijing Weiyong through the Structured Contracts. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise specified.

#### **TERMINATION OF THE FRAMEWORK AGREEMENT**

Since certain Acquisition Conditions could not be fulfilled or complied with, after trading hours on 6 March 2015, Beijing Luxtone, the Existing Shareholder and Mr. PX Xu entered into a termination agreement (the “**Major Transaction Termination Agreement**”) to terminate the Framework Agreement (as supplemented and amended by the Acquisition Supplemental Agreement dated 15 January 2015) with immediate effect. Pursuant to the Major Transaction Termination Agreement, the parties have agreed to further discuss the sharing of expenses incurred in relation to the transactions contemplated under the Framework Agreement on the basis that their respective rights under the Framework Agreement in case of breach by the other parties are reserved.

## TERMINATION OF THE PLACING AGREEMENT

Due to the change of funding needs of the Group as a result of the termination of the Framework Agreement, after trading hours on 6 March 2015, the Company and the Placing Agent entered into a termination deed (“**Placing Termination Deed**”) to terminate the Placing Agreement (as supplemented and amended by the Placing Supplemental Agreement dated 15 January 2015) with immediate effect and all rights, obligations and liabilities of the parties under the Placing Agreement have ceased and determined and neither parties shall have any claim or recourse against the others in respect of any matter arising out of or in connection with the Placing Agreement, whether such matter, claim or recourse arose before, on or after the date of the Placing Termination Deed.

The Board is of the view that the termination of each of the Framework Agreement and the Placing Agreement has no material adverse impact on the business operation and financial position of the Group.

Since the Framework Agreement and the Placing Agreement were terminated on 6 March 2015, the Company will not issue any circular in relation to the transactions contemplated under the Framework Agreement and the Placing Agreement as mentioned in the Announcements.

By Order of the Board

**Gao Feng**

*Executive Director and Acting Chairman*

Hong Kong, 6 March 2015

*As at the date of this announcement, the Board comprises four Executive Directors, namely Mr. Gao Feng (Acting Chairman), Ms. Liu Ying (Acting Chief Executive Officer), Mr. Zhang Jack Jiyei (Chief Financial Officer) and Mr. Wu Jiang; two Non-executive Directors, namely Mr. Lo Ming Chi, Charles and Ms. Chan Yuk Yee; and three Independent Non-executive Directors, namely Mr. Li Fang, Ms. Yang Qinyan and Mr. Wong Kwok Tai.*

\* *For identification purpose only*