

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

ACTIVE GROUP HOLDINGS LIMITED

動感集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code : 1096)

DISCLOSEABLE TRANSACTION: ACQUISITION OF 51% EQUITY INTEREST OF BEIJING TARGET

SIGNING OF A SUPPLEMENTAL AGREEMENT

SIGNING OF A SUPPLEMENTAL AGREEMENT

The Vendor and the Company entered into a supplemental agreement on 6 March 2015 whereby the Vendor and the Company agreed to defer the delivery of part of the Consideration Shares to the extent of 10,998,422 new Shares and a moratorium of 3 months commencing from the Completion Date shall apply to 50% of the Consideration Shares to be delivered to the Vendor upon Completion on the terms of the supplemental agreement as mentioned below.

Reference is made to the announcements of the Company dated 16 December 2014 (the “**Announcement**”), 29 January 2015 and 17 February 2015 in relation to the acquisition by the Group of 51% equity interest of Beijing Target pursuant to the conditional Acquisition Agreement entered into between the Vendor and the Company.

Unless the context otherwise requires, capitalized terms used herein have the same meanings as those defined in the Announcement.

SIGNING OF A SUPPLEMENTAL AGREEMENT AND REASONS FOR ENTERING INTO IT

On 6 March 2015, the Vendor and the Company entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Acquisition Agreement to the effect that:

1. the delivery of part of the Consideration Shares to the extent of 10,998,422 new Shares shall be deferred from the Completion Date to within 14 days from either of the following days when:
 - Beijing Target’s auditor has confirmed in writing that the revenue of Beijing Target has reached HK\$12,000,000 in any period during the year from 1 January 2015 to 31 December 2015; or
 - the Vendor has paid the Shortfall (as defined below); and

- of the remaining Consideration Shares (comprising 54,000,000 new Shares) to be delivered to the Vendor upon Completion, 50% of which (i.e. 27,000,000 new Shares) shall be subject to a moratorium (the “**Moratorium**”) of 3 months commencing from the Completion Date during which the Vendor shall not sell, transfer or otherwise dispose of them or any interest therein.

The Consideration Shares that are under Moratorium will better reflect and maintain the Vendor’s commitment to the Company as Shareholder upon Completion.

As disclosed in the Announcement under the sub-paragraph headed “Undertakings by the Vendor”, the Vendor has undertaken (the “**Undertaking**”) to the Company that, if the revenue of Beijing Target for the financial year ending 31 December 2015 is less than HK\$12,000,000, the Vendor will pay to the Company by way of compensation, a cash sum equal to the amount of the shortfall (the “**Shortfall**”) on a dollar to dollar basis. The deferred delivery of the Consideration Shares as contemplated under the Supplemental Agreement provides the Company with additional safeguard in the event that the Vendor has to comply with the Undertaking to make payment of the Shortfall (as there shall be no delivery of the relevant Consideration Shares unless and until the Vendor has complied with the Undertaking).

By order of the Board
Active Group Holdings Limited
Cai Xiuman
Chairman

Hong Kong, 6 March 2015

As at the date of this announcement, the executive Directors are Ms Cai Xiuman, Mr Zhang Wenbin, Mr Huang Jianren and Mr Chen Yuanjian and the independent non-executive Directors are Mr Wu Xiaoyu, Mr Ye Lin and Mr Lee Ho Yiu Thomas.