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珠光控股
ZHUGUANG HOLDINGS

ZHUGUANG HOLDINGS GROUP COMPANY LIMITED

珠光控股集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1176)

Placing Agents



UPDATE ON

ISSUE OF SENIOR NOTES AND WARRANTS UNDER SPECIFIC MANDATE

Reference is made to the announcements of Zhuguang Holdings Group Company Limited (“**Company**”) dated 3 August 2016 and 22 August 2016 (“**Announcements**”) and the circular of the Company dated 23 September 2016 (“**Circular**”) in relation to the issue of the Senior Notes and the Warrants. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the Announcements, after trading hours on 3 August 2016, the Company, Rong De, the Ultimate Shareholders and certain Investors entered into the Note Purchase Agreement, pursuant to which the Company has conditionally agreed to issue to the Investors, and the Investors have agreed to, severally and not jointly, purchase from the Company, the Senior Notes of an aggregate principal amount of up to US\$500,000,000 (equivalent to HK\$3,900,000,000). In consideration of the purchase of the Senior Notes by each Investor and the entering into other transactions contemplated under the Transaction Documents by such Investors, the Company, pursuant to the Specific Mandate, will issue Warrants to such Investors representing an aggregate amount of the exercise moneys of up to US\$75,000,000 (equivalent to HK\$585,000,000). On 4 August 2016, the First Closing took place pursuant to which the Company had completed the issue of First Tranche Notes in the aggregate principal amount of US\$190,000,000 (equivalent to approximately HK\$1,482,000,000).

** For identification purpose only*

The Company wishes to further announce that on 23 September 2016, the Company received (a) the executed Deed of Adherence from Wise United Holdings Limited (“**Wise United**”), a company incorporated in the BVI with limited liability; and (b) the executed Deed of Adherence from Zhongrong International Wealth Management Limited (“**Zhongrong**”), a company incorporated in Hong Kong with limited liability, in relation to their conditional subscriptions for Second Tranche Notes in the aggregate principal amount of US\$50,000,000 (equivalent to HK\$390,000,000), as to US\$12,000,000 (equivalent to HK\$93,600,000) by Wise United and as to US\$38,000,000 (equivalent to HK\$296,400,000) by Zhongrong.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, each of Wise United and Zhongrong is principally engaged in investment holding and each of Wise United, Zhongrong and their respective ultimate beneficial owner(s) is an Independent Third Party. Wise United is a wholly-owned subsidiary of Chun Sing Engineering Holdings Limited (stock code: 2277) which, together with its subsidiaries, is principally engaged in the foundation and substructure construction business in Hong Kong. Zhongrong is a wholly-owned subsidiary and offshore investing entity of Zhongrong International Trust Co., Ltd. (“**Zhongrong Trust**”), whose investment mandate is to allocate Zhongrong Trust’s principal capital to enterprises with potential through various investment products. Zhongrong Trust is one of the leading trust companies in the PRC and has RMB761.7 billion of assets under management as at 31 December 2015.

The Company wishes to further announce that subsequent to the receipt of the Deeds of Adherence from Wise United and Zhongrong, the Second Closing took place on the same date pursuant to which the Company issued the Second Tranche Notes to the Second Tranche Investors, being Blooming Rose, Heroic Day, Wise United and Zhongrong, in the aggregate principal amount of US\$220,000,000 (equivalent to HK\$1,716,000,000), as to US\$100,000,000 (equivalent to HK\$780,000,000) to Blooming Rose, US\$70,000,000 (equivalent to HK\$546,000,000) to Heroic Day, US\$12,000,000 (equivalent to HK\$93,600,000) to Wise United and US\$38,000,000 (equivalent to HK\$296,400,000) to Zhongrong.

Together with the First Tranche Notes, the Company has issued Senior Notes in the aggregate principal amount of US\$410,000,000 (equivalent to HK\$3,198,000,000) up to the date of this announcement.

Accordingly, in consideration of the purchase of the Senior Notes by the First Tranche Investors and the Second Tranche Investors, the Company will issue Warrants to such Investors representing an aggregate amount of the exercise moneys of up to US\$61,500,000 (equivalent to HK\$479,700,000), among which, exercise moneys of up to US\$37,500,000 will be issued to Blooming Rose, exercise moneys of up to US\$15,000,000 will be issued to Heroic Day, exercise moneys of up to US\$1,500,000 will be issued to SPDBI, exercise moneys of up to US\$1,800,000 will be issued to Wise United and exercise moneys of up to US\$5,700,000 will be issued to Zhongrong.

It should be noted that the Warrants Shares will, subject to the fulfilment of the conditions as set out in the Announcements, be issued pursuant to the Specific Mandate. The SGM will held at 3:00 p.m. on Tuesday, 11 October 2016 at 19/F, Zhuguang International Commercial Centre, No. 3 Qingyi Street, Race Course Road, Tianhe District, Guangzhou, the PRC for the Shareholders to consider and, if thought fit, pass the requisite resolution to approve the issue of the Warrants and the Specific Mandate for the allotment and issue of the Warrant Shares. The Circular containing, among other things, (i) further details of the Warrants; and (ii) a notice convening the SGM has been despatched to the Shareholders on 23 September 2016.

The Company will issue further announcements if and when the identities of the Third Tranche Investors (if any) have been confirmed and the corresponding Deeds of Adherence have been executed.

In this announcement, for the purpose of illustration only, amounts quoted in US\$ have been converted into HK\$ at the rate of HK\$7.80 per US\$1.00. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

On behalf of the Board
Zhuguang Holdings Group Company Limited
Chu Hing Tsung
Chairman

Hong Kong, 23 September 2016

As at the date of this announcement, the Board comprises Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liao Tengjia (Chief Executive Officer), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia as executive Directors and Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke as independent non-executive Directors.