

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



Chun Sing Engineering Holdings Limited

震昇工程控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2277)

**DISCLOSEABLE TRANSACTION
FRAMEWORK AGREEMENT
IN RELATION TO
PROPOSED SUBSCRIPTION FOR INTEREST IN THE FUND**

THE FRAMEWORK AGREEMENT

On 25 October 2016 (after trading hours), the Subsidiary entered into the Framework Agreement with the General Partner to subscribe for interest in the Fund, pursuant to which the Subsidiary agreed to make a capital contribution of US\$20,000,000 to the Fund upon the written request of the General Partner.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules exceed(s) 5% but less than 25%, the transaction contemplated in the Framework Agreement constitutes a disclosable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Board is pleased to announce that, on 25 October 2016 (after trading hours), the Subsidiary entered into the Framework Agreement with the General Partner to subscribe for interest in the Fund, pursuant to which the Subsidiary agreed to make a capital contribution of US\$20,000,000 to the Fund upon the written request of the General Partner.

PRINCIPAL TERMS OF THE FRAMEWORK AGREEMENT

Date:	25 October 2016
Parties	(1) the General Partner; and (2) The Subsidiary
Fund size:	The total capital commitments to the Fund shall be no more than the Target Funding Amount.
Proposed Subscription by the Subsidiary:	US\$20,000,000, which is subject to the right of the Subsidiary to commit additional capital contribution to the Fund. The Subsidiary intends to fund the capital contribution by the internal resources of the Group.
Use of proceeds:	Majority of the capital contributions received by the Fund shall be applied to direct investment in high-quality debt or equity interest in established companies in the healthcare industry with the parameters as set out in the Framework Agreement. The remaining capital contributions received by the Fund shall be applied to invest in other securities related to the applicable target company.
Deposit:	The Subsidiary shall within three business days from the date of the General Partner delivering to the Subsidiary a written notice designating its bank account, transfer a refundable deposit in the amount of US\$5,600,000 (the “ Initial Deposit ”) to such bank account designated by the General Partner. In the event that the Subsidiary has not delivered a written notice to the General Partner to make any additional commitment for capital contribution on or before 1 November 2016, the Subsidiary shall, on 2 November 2016 (or such later date as the parties may agree in writing) and subject to other terms of Framework Agreement, transfer an additional US\$4,400,000 (the “ Additional Deposit ”, and together with the Initial Deposit, the “ Deposit ”) to such bank account designated by the General Partner.

Refund of Deposit: The General Partner shall immediately refund the entire Deposit to the Subsidiary under the following circumstances:

- (i) the General Partner has not delivered the written notice for capital call by 5 December 2016 specifying the funding date; or
- (ii) the Subsidiary has not made the capital contributions in accordance with the terms of the Framework Agreement or entered into the Limited Partnership Agreement by the funding date solely as a result of the Trigger Event,

provided that the General Partner shall not be obligated to refund any portion of the Deposit if the aggregate capital commitment received by the General Partner by 30 November 2016 is less than 40% of the Target Funding Amount.

Further announcement(s) in relation to the Proposed Subscription and the Limited Partnership Agreement will be made by the Company in accordance with the applicable requirements under the Listing Rules.

INFORMATION OF THE PARTIES OF THE FRAMEWORK AGREEMENT

The Group is principally engaged in the foundation and substructure construction business in Hong Kong. As set out in the Company's annual report for the year ended 31 March 2016 and voluntary announcement dated 26 August 2016, it is the Company's strategy to diversify its business operations. With the support of China Huarong International Holdings Limited by the provision of loans in a total principal amount of US\$300,000,000, the Company intends to expand its business operations to money lending, finance lease and other future investment opportunities which may arise from time to time.

The Subsidiary is a company incorporated in the British Virgin Islands with limited liability and is an indirect wholly-owned subsidiary of the Company.

The General Partner is an exempted company incorporated in the Cayman Island and is principally engaged in sourcing and fund raising for investment opportunities in the healthcare industry in North America. The General Partner is in the process of

forming the Fund to be named Edge Venture Partners L.P. To the best of the Board's knowledge, information and belief having made all reasonable enquiry, the General Partner and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE PROPOSED SUBSCRIPTION

The Company has a positive outlook of the healthcare industry in view of the global aging population and believes that Proposed Subscription represents a good investment opportunity. The Board considers the terms of the Framework Agreement and the Proposed Subscription are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules exceed(s) 5% but less than 25%, the transaction contemplated in the Framework Agreement constitutes a disclosable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors
“Company”	Chun Sing Engineering Holdings Limited (震昇工程控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 2277)
“Director(s)”	director(s) of the Company
“Framework Agreement”	the framework agreement dated 25 October 2016 entered into between the Subsidiary and the General Partner, in relation to the Proposed Subscription
“Fund”	Edge Venture Partners L.P., which shall be formed as an exempted limited partnership established in the Cayman Islands

“General Partner”	Edge Platinum Alliance Limited, an exempted company incorporated in the Cayman Islands
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Limited Partnership Agreement”	the limited partnership agreement to be entered into between the Subsidiary, the Fund and the General Partner in relation to the Fund
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Subscription”	the proposed subscription for the interest in the Fund by the Subsidiary pursuant to the Framework Agreement
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	Dazzling Elite Limited, a company incorporated in the British Virgin Islands with limited liability and is an indirect wholly-owned subsidiary of the Company
“Target Funding Amount”	US\$200,000,000
“Trigger Event”	any material deviation of the terms of the Limited Partnership Agreement as a whole from those set forth in the Framework Agreement
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

By order of the Board
Chun Sing Engineering Holdings Limited
Qin Ling
Chairman

Hong Kong, 25 October 2016

As at the date of this announcement, the executive Directors are Mr. Qin Ling, Mr. Yeung Chun Wai Anthony, Mr. Xu Xiaowu, Mr. Kwan Wai Ming and Mr. Tian Ren Can; and the independent non-executive Directors are Mr. Chan Kee Huen Michael, Mr. Zhang Xiaoman and Mr. Tse Chi Wai.