


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company and the Offeror.

**SANSHENG HONGYE
(HONG KONG) LIMITED**
三盛宏業(香港)有限公司
(incorporated in Hong Kong with limited liability)

 **HENRY GROUP
OLDINGS LIMITED**
鎮科集團控股有限公司
HENRY GROUP HOLDINGS LIMITED
鎮科集團控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 859)

JOINT ANNOUNCEMENT

**(1) DESPATCH OF THE COMPOSITE OFFER
AND RESPONSE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFERS BY
OPTIMA CAPITAL LIMITED
ON BEHALF OF
SANSHENG HONGYE (HONG KONG) LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
AND FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF
HENRY GROUP HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY SANSHENG HONGYE (HONG KONG) LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);**

AND

(2) APPOINTMENT OF DIRECTORS

**Financial adviser to
Sansheng Hongye (Hong Kong) Limited**

 **OPTIMA
CAPITAL**
Optima Capital Limited

**Financial adviser to
Henry Group Holdings Limited**

 **Lego Corporate
Finance Limited**
力高企業融資有限公司

Independent financial adviser to the Independent Board Committee

MESSIS  **大有融資**

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms and conditions of the Offers); (ii) a letter from Optima Capital; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; (v) a letter of advice from the Independent Financial Adviser; and (vi) the Forms of Acceptance, has been despatched to the Independent Shareholders and the Optionholders on 12 January 2018 in accordance with the Takeovers Code. The expected timetable of the Offers is set out below in this joint announcement.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that with effect from 12 January 2018 following the despatch of the Composite Document:

- (i) each of Mr. FAN Xuerui, Mr. WANG Junyong, Mr. SUN Meng and Mr. SUN Feng has been appointed as an executive Director; and
- (ii) each of Mr. HUNG Ka Hai Clement, Mr. LIEW Fui Kiang and Mr. WONG Sai Tat has been appointed as an independent non-executive Director.

INTRODUCTION

Reference is made to (i) the announcement jointly issued by Sansheng Hongye (Hong Kong) Limited (the “**Offeror**”) and Henry Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 22 December 2017; and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 12 January 2018 (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

I. DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Offers (including the expected timetable and terms and conditions of the Offers); (ii) a letter from Optima Capital; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee; (v) a letter of advice from the Independent Financial Adviser; and (vi) the Forms of Acceptance, has been despatched to the Independent Shareholders and the Optionholders on 12 January 2018 in accordance with the Takeovers Code.

Expected timetable

The expected timetable of the Offers in the Composite Document as reproduced below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. Unless otherwise specified, all times and dates refer to Hong Kong local time and dates.

Events	Time and Date
Despatch date of the Composite Document and the accompanying Forms of Acceptance (<i>Note 1</i>)	Friday, 12 January 2018
Offers open for acceptance (<i>Note 1</i>)	Friday, 12 January 2018
Latest time and date for acceptance of the Offers and the Closing Date (<i>Note 2</i>)	4:00 p.m. on Friday, 2 February 2018
Announcement of the results of the Offers as at the Closing Date on the website of the Stock Exchange (<i>Note 2</i>).	no later than 7:00 p.m. on Friday, 2 February 2018
Latest date for posting of remittances in respect of valid acceptances received under the Offers (<i>Note 3</i>)	Tuesday, 13 February 2018

Notes:

1. The Offers, which are unconditional in all respects, are made on Friday, 12 January 2018 (being the date of the Composite Document) and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 2 February 2018 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement in respect of the result of the Offers will be issued on the website of the Stock Exchange by 7:00 p.m. on the Closing Date. In the event that the Offeror decides to revise the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date. If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on

the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration payable for the Offer Shares (after deducting the seller's ad valorem stamp duty) and/or the Options tendered under the Offers will be despatched to the Independent Shareholders and/or the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders and the Optionholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

Warning

The Offers are unconditional in all aspects. The Independent Shareholders and Optionholders are strongly advised to read the Composite Document and the Forms of Acceptance carefully, in particular, the letter from the Independent Board Committee which sets out its recommendation and advice to the Independent Shareholders and Optionholders on the Offers and the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee in respect of the Offers, before reaching a decision as to whether or not to accept the Offers.

Independent Shareholders, Optionholders and potential investors are advised to exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

II. APPOINTMENT OF DIRECTORS

The Board is pleased to announce the appointment of the following new Directors (the "**Newly Appointed Directors**") with effect from 12 January 2018 following the despatch of the Composite Document:

- (i) each of Mr. FAN Xuerui, Mr. WANG Junyong, Mr. SUN Meng and Mr. SUN Feng has been appointed as an executive Director; and
- (ii) each of Mr. HUNG Ka Hai Clement, Mr. LIEW Fui Kiang and Mr. WONG Sai Tat has been appointed as an independent non-executive Director.

Biographies of the Newly Appointed Directors

Mr. FAN Xuerui

Mr. FAN Xuerui (“**Mr. Fan**”), aged 29, has been appointed as an executive Director on 12 January 2018. Mr. Fan joined Shanghai Sansheng in 2016 and is currently the director and general manager of the investment department of Shanghai Sansheng mainly responsible for Shanghai Sansheng’s investment and mergers and acquisition projects. Prior to joining Shanghai Sansheng, Mr. Fan worked in the investment banking department of 國信証券股份有限公司 (Guosen Securities Co., Ltd.*, a company listed on the Shenzhen Stock Exchange with stock code: 002736 CH) from 2013 to 2015. Mr. Fan obtained a bachelor’s degree in management and a master’s degree in accounting from 上海交通大學 (Shanghai Jiao Tong University) in 2010 and 2013 respectively. Mr. Fan also graduated from École Centrale Paris in 2013 with a Master Degree in Engineering of Arts and Manufactures. Mr. Fan has obtained the certificate for passing all the required subjects of the professional stage of The National Uniform CPA Examination of the PRC in 2015. Mr. Fan is the son-in-law of Mr. Chen Jianming, the ultimate controlling shareholder of the Company.

Mr. Fan has entered into a service contract with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Mr. Fan would not receive any remuneration upon appointment and his future remunerations would be subject to the review by the remuneration committee of the Company. Mr. Fan is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. WANG Junyong

Mr. WANG Junyong (“**Mr. Wang**”), aged 36, has been appointed as an executive Director on 12 January 2018. Mr. Wang joined Shanghai Sansheng in 2005 and has held various positions in the capital planning and investment departments. Mr. Wang is currently the vice president of Shanghai Sansheng overseeing the capital planning, audit and financial services departments. Mr. Wang obtained a bachelor’s degree in economics from 江蘇科技大學 (Jiangsu University of Science and Technology) in 2005 and a master’s degree in business administration from 華東理工大學 (East China University of Science and Technology) in 2013.

Mr. Wang has entered into a service contract with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Mr. Wang would not receive any remuneration upon appointment and his future remunerations would be subject to the review by the remuneration committee of the Company. Mr. Wang is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. SUN Meng

Mr. SUN Meng, aged 30, has been appointed as an executive Director on 12 January 2018. Mr. Sun Meng joined Shanghai Sansheng in 2012 and is currently the vice director and deputy general manager of the capital planning department. Mr. Sun Meng obtained a bachelor's degree in business administration from 南開大學 (Nankai University) in 2009 and a master's degree from engineering from 北京大學 (Peking University) in 2012.

Mr. Sun Meng has entered into a service contract with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Mr. Sun Meng would not receive any remuneration upon appointment and his future remunerations would be subject to the review by the remuneration committee of the Company. Mr. Sun Meng is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. SUN Feng

Mr. SUN Feng, aged 38, has been appointed as an executive Director on 12 January 2018. Mr. Sun Feng has been the chairman and the general manager of 上海康橙投資管理股份有限公司 (Shanghai Kangcheng Investment Management Co., Ltd*) since 2014, the director and general manager of 西藏康盛投資管理有限公司 (Xizang Kangcheng Investment Management Co., Ltd*) since 2015 and the general partner of 上海漢上資產管理合夥企業(有限合夥)(Shanghai Hanshang Asset Management Limited Partnership*) since 2014. From 2006 to 2014, Mr. Sun Feng worked in the listed company supervision department in Shanghai Stock Exchange and was responsible for supervision of the disclosures of listed companies.

Mr. Sun Feng has also been (i) an independent director of 浙江棒杰數碼針織品股份有限公司 (Zhejiang Bangjie Digital Knitting Share Co., Ltd*, stock code: 002634 CH) since 2014; (ii) an independent director of 浙江哈爾斯真空器皿股份有限公司 (Zhejiang Haers Vacuum Containers Co., Ltd.*, stock code: 002615 CH) from 2014 to 2017; and (iii) a director of 河北先河環保科技股份有限公司 (Hebei Sailhero Environmental Protection High-tech Co., Ltd.*, stock code: 300137 CH) from 2014 to 2016. All of these companies are listed on the Shenzhen Stock Exchange. Mr. Sun Feng has also been an independent director of 保定天威保變電氣股份有限公司 (Baoding Tianwei Baobian Electric Co., Ltd.*, a company listed on the Shanghai Stock Exchange with stock code: 600500 CH) since 2014.

Mr. Sun Feng obtained a bachelor's degree in management from 河海大學 (Hohai University) in 2002. He also obtained a master's degree in economics from 南開大學 (Nankai University) in 2006 and a doctoral degree in business administration from 復旦大學 (Fudan University) in 2015.

Mr. Sun Feng has entered into a service contract with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Mr. Sun Feng would not receive any remuneration upon appointment and his future remunerations would be subject to the review by the remuneration committee of the Company. Mr. Sun Feng is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. HUNG Ka Hai Clement

Mr. HUNG Ka Hai Clement (“**Mr. Hung**”), aged 62, has been appointed as an independent non-executive Director on 12 January 2018. Mr. Hung had served Deloitte China for 31 years where he had assumed various leadership roles before he took up the chairman role of Deloitte China from 2014 to 2016. He retired from the chairman role of Deloitte China with effect from June 2016.

Mr. Hung is currently serving as the independent non-executive director of the following companies listed on the Stock Exchange: LT Commercial Real Estate Limited (stock code: 112) since June 2017; Sheng Ye Capital Limited (stock code: 8469) since June 2017; and Gome Finance Technology Co., Ltd. (formerly known as Sino Credit Holdings Limited, stock code: 628) since October 2016. Mr. Hung is also serving as the non-executive director of High Fashion International Limited (stock code: 608) and SMI Holdings Group Limited (stock code: 198) since June and March 2017, respectively.

Mr. Hung has entered into an appointment letter with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Pursuant to the appointment letter, Mr. Hung is entitled to receive an annual director’s fee of HK\$360,000 which was determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. The director’s fee is payable on a time pro-rata basis for any non-full year’s service. Mr. Hung is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. LIEW Fui Kiang

Mr. LIEW Fui Kiang (“**Mr. Liew**”), aged 51, has been appointed as an independent non-executive Director on 12 January 2018. He is an admitted solicitor of England and Wales and Hong Kong. Mr. Liew is currently the chairman and an executive director of PacRay International Holdings Limited, (a company listed on the Stock Exchange with stock code: 1010) in August 2017. Mr. Liew was an independent director of 寶山鋼鐵股份有限公司 (Baoshan Iron & Steel Company Limited*, a company listed on the Shanghai Stock Exchange with stock code: 600019 CH) from 2000 to 2006, and an independent non-executive director of 中船海洋與防務裝備股份有限公司 (CSSC Offshore & Marine Engineering (Group) Company Limited*, a company dually listed on the Stock Exchange with stock code: 317 and the Shanghai Stock Exchange with stock code: 600685 CH) from May 2015 to July 2015.

Mr. Liew obtained a bachelor's degree in laws from the University of Leeds in 1989. He also obtained a master's degree in business administration (investment and finance) from the University of Hull in 2006. Mr. Liew was admitted as a fellow of the Hong Kong Institute of Directors in 2011.

Mr. Liew has entered into an appointment letter with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Pursuant to the appointment letter, Mr. Liew is entitled to receive an annual director's fee of HK\$360,000 which was determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. The director's fee is payable on a time pro-rata basis for any non-full year's service. Mr. Liew is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Mr. WONG Sai Tat

Mr. WONG Sai Tat ("**Mr. Wong**"), aged 56, has been appointed as an independent non-executive Director on 12 January 2018. From 2015 to 2018, Mr. Wong acted as the chief operating officer of properties division of Smart Faith Management Limited. From 2004 to 2015, Mr. Wong served as the executive vice president and general manager of China operations at Eton Properties (China) Limited. Mr. Wong also served Dynamic Holdings Limited (a company listed on the Stock Exchange with stock code: 29) from 1992 to 2015 with his last position as its general manager of China operations and executive director.

Mr. Wong obtained a bachelor's degree in business administration and a master's degree in business administration from 香港中文大學 (Chinese University of Hong Kong) in 1985 and 1988 respectively. Mr. Wong also obtained a postgraduate certificate in project management from 同濟大學建設監理研究所 (Research Institute of Project Administration and Management of Tongji University) in 1997. Mr. Wong was admitted as a fellow of the Association of Chartered Certified Accountants in 1995. He was also admitted as an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) in 1990.

Mr. Wong has entered into an appointment letter with the Company for an initial term of three years from 12 January 2018 to 11 January 2021 (both dates inclusive). Pursuant to the appointment letter, Mr. Wong is entitled to receive an annual director's fee of HK\$360,000 which was determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. The director's fee is payable on a time pro-rata basis for any non-full year's service. Mr. Wong is subject to re-election or retirement by rotation pursuant to the Bye-laws of the Company.

Save as disclosed herein, as at the date of this announcement, (i) each of the Newly Appointed Directors does not hold any position with the Company and its subsidiaries; (ii) each of the Newly Appointed Directors has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years; (iii) each of the Newly Appointed Directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (iv) any of the Newly Appointed Directors does not have any interest in the Company within the meaning of Part XV of the SFO; and (v) there are no other matters concerning any of the Newly Appointed Directors that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules. The Board would like to take this opportunity to welcome the Newly Appointed Directors in joining the Board.

By order of the sole director of
Sansheng Hongye (Hong Kong) Limited
Chen Lijun
Director

By order of the Board of
Henry Group Holdings Limited
Chan Kwok Hung
Executive Director

Hong Kong, 12 January 2018

As at the date of this joint announcement, the sole director of the Offeror is Mr. Chen Lijun. As at the date of this joint announcement, the directors of Shanghai Sansheng are Mr. Chen Jianming, Madam Chen Yanhong, Madam. Chen Yawei, Madam Guo Feng, Mr. Huang Qizao, Mr. Jiang Wanqi, Mr. Pan Gongcheng and Mr. Shao Fenggao.

The sole director of the Offeror and the directors of Shanghai Sansheng jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Ng Ian, Mr. Chan Kwok Hung, Mr. Fan Xuerui, Mr. Wang Junyong, Mr. Sun Meng and Mr. Sun Feng as executive Directors; Mr. Ng Chun For, Henry and Mr. Mak Wah Chi as non-executive Directors; and Mr. Li Kit Chee, Mr. Chan Kam Man, Mr. Chu Tak Sum, Mr. Hung Ka Hai Clement, Mr. Liew Fui Kiang and Mr. Wong Sai Tat as independent non-executive Directors.

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

The English text of this joint announcement shall prevail over its Chinese text.

** For identification only*