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**L/NDSEA 朗诗**  
— 绿色创新未来 —  
**GREENSHEID CORPORATION**  
*(Incorporated in the British Virgin Islands with limited liability)*

  
**SHENZHEN HIGH-TECH  
HOLDINGS LIMITED**  
**深圳科技控股有限公司**  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 106)

**JOINT ANNOUNCEMENT**

**(1) COMPLETION OF THE SHARE PURCHASE AGREEMENT  
(2) MANDATORY UNCONDITIONAL CASH OFFER BY  
HALCYON SECURITIES LIMITED  
ON BEHALF OF GREENSHEID CORPORATION  
TO ACQUIRE ALL THE ISSUED SHARES IN THE ISSUED SHARE CAPITAL  
OF  
SHENZHEN HIGH-TECH HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE  
ACQUIRED BY GREENSHEID CORPORATION AND/OR PARTIES  
ACTING IN CONCERT WITH IT)  
AND  
(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

**Financial adviser to Greensheid Corporation**

  
**Halycon Capital Limited**

Reference is made to the Joint Announcement dated 18 June 2013. All the conditions to the Share Purchase Agreement have been fulfilled and Completion took place on 19 June 2013, the following Business Day after the publication of the Joint Announcement. Immediately after Completion, the Offeror and parties acting in concert with it own in aggregate 1,260,000,000 Shares, representing approximately 63.4% of the entire issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1(a) of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer and Halcyon Securities will, on behalf of the Offeror, make the Offer to acquire all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it at an offer price of HK\$0.685 per Share. Details of the terms of the Offer are set out in the Joint Announcement. It is the intention of the Offeror and the Company to despatch the offer document and the offeree board circular separately. Further announcement will be issued as and when appropriate.

The Board announces the appointment of Quam Capital Limited as the independent financial adviser to advise the Independent Board Committee in respect of the Offer pursuant to Rule 2.1 of the Takeovers Code.

Reference is made to the announcement jointly issued by Greensheid Corporation (the “**Offeror**”) and Shenzhen High-Tech Holdings Limited (the “**Company**”) dated 18 June 2013 (the “**Joint Announcement**”) in relation to, among other things, the Share Purchase Agreement relating to the sale and purchase of 1,260,000,000 Shares, entered into between the Vendor, the Vendor Guarantor, the Offeror and the Purchaser Guarantor. Terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context otherwise requires.

## **COMPLETION OF THE SHARE PURCHASE AGREEMENT**

The Offeror and the Company (which received notification from the Vendor) are pleased to announce that all the conditions to the Share Purchase Agreement have been fulfilled and Completion took place on 19 June 2013, the following Business Day after the publication of the Joint Announcement.

Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it own in aggregate 1,260,000,000 Shares, representing approximately 63.4% of the entire issued share capital of the Company. The total consideration for the Sale Shares pursuant to the Share Purchase Agreement was HK\$863,100,000, equivalent to HK\$0.685 per Sale Share.

## SHAREHOLDING STRUCTURE

Set out below is a table showing the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

	<b>Immediately before Completion</b>		<b>Immediately after Completion and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Vendor	1,448,440,623	72.9	188,440,623	9.5
The Offeror	–	–	1,260,000,000	63.4
Public Shareholders	538,165,436	27.1	538,165,436	27.1
	<u>1,986,606,059</u>	<u>100.0</u>	<u>1,986,606,059</u>	<u>100.0</u>

## THE OFFER

Pursuant to Rule 26.1(a) of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer and Halcyon Securities will, on behalf of the Offeror, make the Offer to acquire all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it at an offer price of HK\$0.685 per Share. Details of the terms of the Offer are set out in the Joint Announcement.

It is the intention of the Offeror and the Company to despatch the offer document and the offeree board circular separately. Further announcement will be issued as and when appropriate.

## APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

In accordance with Rule 2.1 of the Takeovers Code, an Independent Board Committee, comprising all non-executive Director and independent non-executive Directors who have no direct or indirect interest in the Offer, has been formed to advise the Independent Shareholders in respect of the Offer.

The Board is pleased to announce that Quam Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offer and such appointment has been approved by the Independent Board Committee.

**Shareholders and potential investors are strongly recommended to read this joint announcement together with the Joint Announcement.**

By order of the board of  
**Greensheid Corporation**  
**Tian Ming**  
*Sole Director*

By order of the Board  
**Shenzhen High-Tech Holdings Limited**  
**Wong Chung Tak, Richard**  
*Chairman and Executive Director*

Hong Kong, 19 June 2013

*The sole director of the Offeror and the directors of Landsea jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Vendor and the Group, and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror, and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 sole director of the Offeror is Mr. Tian Ming.*

*As at the date of this joint announcement, the directors of Landsea are Mr. Tian Ming, Mr. Huang Jin Lan, Mr. Wang Hai Tao, Ms. Xia Shu Ping, Mr. Lin Jin Feng, Mr. Xiang Jiong and Mr. Wang You Wei.*

*As at the date of this joint announcement, the Board comprises an executive Director, namely Mr. Wong Chung Tak, Richard, two non-executive Directors, namely Mr. Liu Sing Piu, Chris and Mr. Wong Ngo, Derick, and three independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Lee Kuo Ching, Stewart and Miss Chong Kally.*