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宇业控股

U-HOME HOLDINGS

U-HOME GROUP HOLDINGS LIMITED

宇業集團控股有限公司

(Formerly known as Jiwa Bio-Pharm Holdings Limited “積華生物醫藥控股有限公司”)*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2327)

**CONNECTED TRANSACTION
TENDER SUBMISSION FOR PROVISION OF PROPERTY SALES AND
CONSULTANCY SERVICE
AND
POTENTIAL CONTINUING CONNECTED TRANSACTION**

The Board is pleased to announce that, on 3 March 2014, Nanjing Tuoyu, a wholly owned subsidiary of the Company, has submitted a tender (the “Tender”) to U-Home Group Limited, to bid for the contract for the provision of property sales and consultancy service to U-Home Group Limited and its associates. As required under the Tender invitation, a tender deposit of RMB 7,000,000 (approximately HK\$ 8,883,000) (the “Tender Deposit”) has been paid to U-Home Group Limited. Should Nanjing Tuoyu not succeed in bidding the Tender, the Tender Deposit will be refunded within 3 working days after the result announcement of the Tender on 24 March 2014.

As U-Home Group Limited is a wholly owned subsidiary of Mr. Zhou Xuzhou, an executive Director and the controlling shareholder of the Company, U-Home Group Limited is a connected person of the Company under the Listing Rules and the transaction contemplated under the Tender constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the applicable size tests performed with respect to the Tender Deposit, one of the relevant percentage ratios is more than 0.1% but less than 5%. Pursuant to Rule 14A.32 of the Listing Rules, the transaction contemplated under the Tender is subject to the reporting and announcement requirements but is exempt from the independent shareholders’ approval requirement.

The provision of property sales and consultancy service to U-Home Group Limited and its associates, upon successful bidding of the Tender, is expected to constitute a continuing connected transaction of the Company under the Listing Rules (the “Potential Continuing Connected Transaction”) and the Company will at the relevant time comply with applicable reporting, announcement and independent shareholders’ approval requirements under Listing Rules.

The Board is pleased to announce that, on 3 March 2014, Nanjing Tuoyu, a wholly owned subsidiary of the Company, has submitted a tender (the “Tender”) to U-Home Group Limited, to bid for the contract for the provision of property sales and consultancy service to U-Home Group Limited and its associates. As required under the Tender invitation, a tender deposit of RMB 7,000,000 (approximately HK\$ 8,883,000) (the “Tender Deposit”) has been paid to U-Home Group Limited.

Nanjing Tuoyu will enter into written agreement with U-Home Group Limited in respect of the service to be provided if it is successful in bidding of the Tender. Terms of the service agreement will be further negotiated and finalised at a later stage after the success of bidding.

THE TENDER

1. Date of Tender Submission

3 March 2014

2. Date of Result Announcement of Tender

24 March 2014

3. Parties

- (1) U-Home Group Limited, the company inviting the Tender
- (2) Nanjing Tuoyu, a wholly owned subsidiary of the Company and being the party that has submitted the Tender

4. Scope of Service

Provision of property sales and consultancy service to U-Home Group Limited and its associates, including, among others, early stage planning, sales planning, marketing plan formulating and sales agency services. Terms of service will be further negotiated and finalised after successful bidding.

5. Tender Deposit

As required under the Tender invitation, a tender deposit of RMB 7,000,000 (approximately HK\$ 8,883,000) (the “Tender Deposit”) has been paid to U-Home Group Limited. The Tender Deposit will be refunded to Nanjing Tuoyu according to the terms of service agreement to be entered into between Nanjing Tuoyu and U-Home Group Limited. Should Nanjing Tuoyu not succeed in bidding the Tender, the Tender Deposit will be refunded within 3 working days after the result announcement of the Tender on 24 March 2014.

REASONS FOR AND BENEFITS OF THE TRANSACTION

In order to expand its business scope and seek new profit making business, the Company intends to develop real estate sales agency and consultancy business. The Company has established a wholly owned subsidiary, namely Nanjing Tuoyu Property Management Co. Ltd., and strives to enhance and enrich its relevant business in order to provide consolidated real estate services.

The Directors are of the view that the successful bidding of the Tender would allow the Company to diversify its scope of business to property related activities as well as broaden its income stream. The Directors consider the above transaction is reasonable and in the interests of the Company and the shareholders as a whole.

LISTING RULES IMPLICATIONS

Connected Transaction

As U-Home Group Limited is a wholly owned subsidiary of Mr. Zhou Xuzhou, an executive Director and controlling shareholder of the Company, U-Home Group Limited is a connected person of the Company under the Listing Rules and the transaction contemplated under the Tender constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Based on the applicable size tests performed with respect to the Tender Deposit under the Tender, one of the relevant percentage ratios is more than 0.1% but less than 5%. Pursuant to Rule 14A.32 of the Listing Rules, the transaction contemplated under the Tender is therefore subject to the reporting and announcement requirements but is exempt from the independent shareholders' approval requirement.

Mr. Zhou Xuzhou, being an executive Director and controlling shareholder director of the Company, has abstained from voting at the board meeting approving the above transaction due to his interest and directorship in U-Home Group Limited. Mr. Liu Lailin, being an executive Director of the Company, has also abstained from voting at the board meeting approving the above transaction due to his directorship in U-Home Group Limited.

Potential Continuing Connected Transaction

The provision of property sales and consultancy service to U-Home Group Limited and its associates, upon the successful bidding of the Tender, is expected to constitute a continuing connected transaction of the Company under the Listing Rules (the "Potential Continuing Connected Transaction") and the Company will at the relevant time comply with applicable reporting, announcement and independent shareholders' approval requirements under Listing Rules.

GENERAL

Information of the Company

The Company is a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange. The Company is mainly engaged in trading of pharmaceutical and health care products, research and development of chemical and biological products and investment and treasury function.

Information of the Nanjing Tuoyu

Nanjing Tuoyu is a company incorporated in the PRC and a wholly owned subsidiary of the Company. Nanjing Tuoyu is principally engaged in property management.

Information of U-Home Group Limited

U-Home Group Limited is a company incorporated in the PRC and a wholly owned subsidiary of Mr. Zhou Xuzhou, an executive Director and controlling shareholder of the Company. U-Home Group Limited is principally engaged in property investment and development.

As there are uncertainties relating to the above tender, shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	U-Home Group Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Nanjing Tuoyu”	南京拓宇置業管理有限公司(Nanjing Tuoyu Property Management Co. Ltd [*]), a company incorporated in the PRC and a wholly owned subsidiary of the Company
“PRC”	the People’s Republic of China (for the purpose of this announcement excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the existing share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U-Home Group Limited”	宇業集團有限公司(U-Home Group Limited [*]), a company incorporated in the PRC and a wholly owned subsidiary of Mr. Zhou Xuzhou, an executive Director and controlling shareholder of the Company
“%”	percentage

By Order of the Board
U-Home Group Holdings Limited
Zhou Wen Chuan

Executive Director and Chief Executive Officer

Hong Kong, 3 March 2014

As at the date of this announcement, the Board comprises Mr. Zhou Xuzhou, Mr. Liu Lailin and Ms. Zhou Wen Chuan as executive Directors, Mr. Chen Xuejun as non-executive Director and Mr. Gao Guanjiang, Professor Wilton Chi Wai Chau and Mr. Lee Cheuk Yin, Dannis as independent non-executive Directors.

* *For identification purpose only*