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## **Fullshare Holdings Limited**

### **豐盛控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00607)**

## **MAJOR AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF APPROXIMATELY 72.19% OF THE ISSUED SHARE CAPITAL IN SHENZHEN ANKE HIGH-TECH COMPANY LIMITED**

### **Financial Adviser**



### **BRIDGE PARTNERS CAPITAL LIMITED**

#### **THE ANKE ACQUISITION**

On 3 February 2016, after trading hours, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Anke Share Transfer Agreement with Nanjing Fullshare Holding and Mr. Ji, pursuant to which, the Purchaser conditionally agreed to buy, and the Vendors conditionally agreed to sell in total approximately 72.19% of the issued share capital in Anke High-Tech, at an aggregate cash consideration of RMB140,000,000, which is payable in accordance with the terms and conditions thereto.

As at the date of this announcement, Anke High-Tech directly holds 100% equity interest in each of Anke Software Technology and Anke Medical Investment. Upon the Anke Completion, each of Anke High-Tech, Anke Software Technology and Anke Medical Investment will become a subsidiary of the Company, and the financial results, assets and liabilities of the Anke Group will be consolidated into the accounts of the Group.

#### **LISTING RULES IMPLICATIONS**

As the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Anke Acquisition exceed 25% but are less than 100%, the Anke Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As one of the Vendors, Mr. Ji, is a Controlling Shareholder and an executive Director, he is a connected person of the Company under the Listing Rules.

Since Mr. Ji also directly and indirectly owns in total approximately 79.74% equity interest in Nanjing Fullshare Holding (a Vendor) as at the date of this announcement, Nanjing Fullshare Holding is an associate of Mr. Ji and therefore a connected person of the Company.

Mr. Shi is an executive Director and is interested in approximately 0.02% equity interest in the Company. As at the date of this announcement, Mr. Shi directly and indirectly owns in total approximately 8.12% equity interest in Nanjing Fullshare Holding (a Vendor) and indirectly own 0.04% equity interest in Nanjing Huading Asset Management, which is a 8.56% shareholder of Anke High-Tech as at the date of this announcement.

Accordingly, the Anke Acquisition also constitutes a connected transaction under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Mr. Ji and Mr. Shi have abstained from voting on the relevant board resolutions of the Company in relation to the Anke Acquisition. In addition, Mr. Ji and Mr. Shi and their respective close associates are required to abstain from voting on the resolutions approving the Anke Share Transfer Agreement at the EGM.

## **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

An Independent Board Committee has been established to make recommendation to the Independent Shareholders regarding the Anke Share Transfer Agreement and the transactions contemplated thereunder. TC Capital Asia Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Anke Share Transfer Agreement and the transactions contemplated thereunder.

## **DESPATCH OF CIRCULAR**

The EGM will be convened and held to consider and, if thought fit, to approve the Anke Share Transfer Agreement and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Anke Acquisition; (ii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; (iv) the accountants' report of Anke High-Tech; and (v) the notice of the EGM, will be despatched to the Shareholders of the Company on or before 29 February 2016.

**Since the Anke Completion is subject to the fulfillment and/or waiver (as the case may be) of the conditions under the Anke Share Transfer Agreement, the Anke Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

On 3 February 2016, after trading hours, the Purchaser, an indirect wholly-owned subsidiary of the Company, Nanjing Fullshare Holding and Mr. Ji have entered into the Anke Share Transfer Agreement.

## **THE ANKE ACQUISITION**

The principal terms of the Anke Share Transfer Agreement are as follows:

### ***Date***

3 February 2016 (after trading hours)

### ***Parties***

Purchaser: The Purchaser, an indirect wholly-owned subsidiary of the Company

Vendors: (1) Nanjing Fullshare Holding, a company incorporated in the PRC, which is owned as to approximately 43.45% by Xinmeng Asset, 36.33% by Mr. Ji, 12.14% by Mr. Ji Jinzhong and 8.08% by Mr. Shi, and a connected person of the Company under the Listing Rules

(2) Mr. Ji, a Controlling Shareholder, an executive Director and a connected person of the Company under the Listing Rules

### ***Assets to be acquired***

Pursuant to the Anke Share Transfer Agreement, the Purchaser conditionally agreed to buy, and Nanjing Fullshare Holding and Mr. Ji conditionally agreed to sell their respective interests of approximately 69.23% and 2.96% of the issued share capital in Anke High-Tech.

### ***The Anke Consideration***

The Anke Consideration payable by the Purchaser to the Vendors in total is RMB140,000,000, of which RMB134,260,000 is payable to Nanjing Fullshare Holding and RMB5,740,000 is payable to Mr. Ji.

The Anke Consideration is payable in two installments in the following manners:

- (1) RMB14,000,000 (the “**First Installment**”), being 10% of the Anke Consideration, will be payable within 20 Business Days after all the First Installment Conditions have been fulfilled or waived (as the case may be), of which:
  - (i) RMB13,426,000 will be payable to Nanjing Fullshare Holding; and
  - (ii) RMB574,000 will be payable to Mr. Ji; and

- (2) RMB126,000,000 (the “**Second Installment**”), being the remaining Anke Consideration, will be payable within 10 Business Days after (a) all the Second Installment Conditions have been fulfilled or waived (as the case may be) and (b) the Anke Completion, of which:
- (i) RMB120,834,000 will be payable to Nanjing Fullshare Holding, and
  - (ii) RMB5,166,000 will be payable to Mr. Ji.

Subject to agreement between the parties, the date for the payment of the Second Installment may be deferred to a date falling no later than the 120<sup>th</sup> Business Days from the later date of (i) the fulfillment of the Anke Conditions or (ii) the Anke Completion Date.

The Directors (other than independent non-executive Directors whose views will be provided after taking into account the opinion and advice from the Independent Financial Adviser) are of the view that the Consideration is fair and reasonable and in the interest of the Company and the Shareholders as a whole. The Company intends to satisfy the Consideration by utilising the internal resources of the Group.

### ***Basis of determining the Anke Consideration***

The Anke Consideration was determined based on an expected Appraisal Value at not less than RMB194,000,000 and the Anke Consideration of RMB140,000,000 represents approximately 72.19% of the issued share capital in Anke High-Tech.

### ***Conditions precedent***

The payment of the First Installment is conditional upon the fulfillment and/or waiver (as the case may be) of, among others, the following First Installment conditions (the “**First Installment Conditions**”):

- (1) the Purchaser being satisfied with the results of the due diligence review on, among others, the financial and legal aspects of the Anke Group and their businesses and there has been no change to such findings which is unacceptable to the Purchaser prior to the date of payment of the First Installment;
- (2) the Purchaser having received a legal opinion issued by the PRC lawyers as to the law of the PRC in relation to the Anke Acquisition, the Anke Group and their businesses which is in all respects satisfactory to the Purchaser;
- (3) the Purchaser having obtained all approvals required under the relevant laws and regulations and all necessary power and authority and all necessary consents from third parties, which are required for the Anke Share Transfer Agreement, the Anke Acquisition and other transactions contemplated under the Anke Share Transfer Agreement;
- (4) the Purchaser having obtained a valuation report confirming the Appraisal Value at not less than RMB194,000,000 as at 31 December 2015;

- (5) the Company having complied with the requirements of the Listing Rules and the Stock Exchange (including but not limited to publishing the relevant announcement and/or circular (if necessary) and having obtained the Shareholders' approval (if necessary) in relation to the Anke Share Transfer Agreement, the Anke Acquisition and other transactions contemplated under the Anke Share Transfer Agreement);
- (6) in the absolute opinion of the Purchaser, there has been no material adverse change in relation to the Anke Group or their businesses;
- (7) the Vendors' representations and warranties contained in the Anke Share Transfer Agreement and the Anke Transaction Documents having remained true, accurate and not misleading as at the date of payment of the First Installment;
- (8) the Vendors having obtained a declaration from each of Nanjing Fengshi Investment and Nanjing Huading Asset Management under which they consent to the Anke Acquisition and waive all preferential rights including right of pre-emption and right of first refusal in relation to Anke High-Tech and originals of which having been provided to the Purchaser; and
- (9) the Purchaser, the Vendors, Nanjing Fengshi Investment and Nanjing Huading Asset Management having executed the amended articles of association of Anke High-Tech.

The payment of the Second Installment is conditional upon the fulfillment and/or waiver (as the case may be) of, among others, the following Second Installment conditions (the “**Second Installment Conditions**”):

- (1) in the absolute opinion of the Purchaser, there has been no material adverse change in relation to the Anke Group or their businesses;
- (2) the Vendors' representations and warranties contained in the Anke Share Transfer Agreement and the Anke Transaction Documents having remained true, accurate and not misleading as at the date of payment of the Second Installment; and
- (3) there having been no restriction, prohibition, injunction, invalidation or others which prevent (or seek to prevent) the Anke Acquisition, the transactions contemplated under the Anke Share Transfer Agreement and the future operations of the Anke Group by any government authorities as at the date of payment of the Second Installment.

The Purchaser may by written notice to the Vendors waive, in whole or in part and conditionally or unconditionally, the First Installment Conditions numbered (1), (2), (4), (6), and (7) and the Second Installment Conditions numbered (1) and (2).

## ***Indemnity***

Mr. Ji have agreed to fully indemnify the Purchaser against all losses, damages, costs and expenses suffered by the Purchaser together with reimbursement of all reasonable legal costs incurred by the Purchaser, in the event that the historical transfer of the shares of Anke High-Tech from the previous shareholder, Shenzhen Chuangxin Technology Investment Company Limited\* ( 深圳市創新科技投資有限公司 ) (formerly known as 深圳市創新投資集團有限公司), a state-owned enterprise company, to Mr. Ji is rendered void or otherwise withdrawn or cancelled under the PRC laws and regulations.

In addition, the Vendors have jointly and severally agreed to fully indemnify the Purchaser against all losses, damages, costs and expenses suffered by the Purchaser together with reimbursement of all reasonable legal costs incurred by the Purchaser, as a result of, among others, the outstanding litigation in connection with an alleged breach of intellectual property rights instigated by Mei County Hospital of Traditional Chinese Medicine\* ( 眉縣中醫院 ) as plaintiff against Anke High-Tech as defendant, which involves a monetary claim of approximately RMB1,000,000.

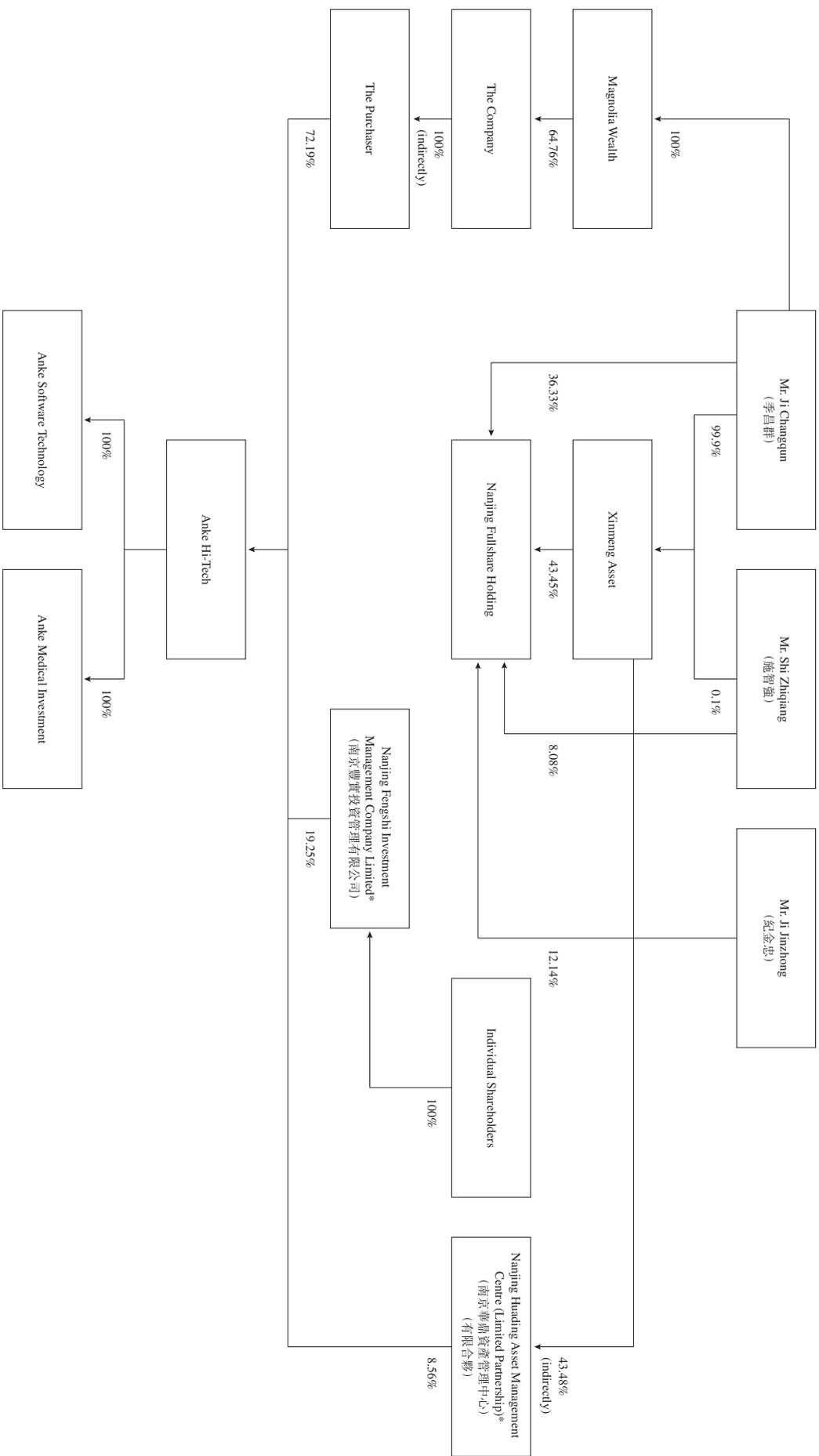
## ***Anke Completion***

Subject to (a) the fulfillment and/or waiver of the First Installment Conditions and the Second Installment Conditions and (b) Anke High-Tech obtaining the following documents or completing the following actions (as the case may be) within ten Business Days after the payment of the First Installment, the Anke Completion shall take place.

Upon the Anke Completion, the Company will own approximately 72.19% in Anke High-Tech and each of Anke High-Tech, Anke Software Technology and Anke Medical Investment will become a subsidiary of the Company, and the financial results, assets and liabilities of the Anke Group will be consolidated into the accounts of the Group.



(b) Immediately after the Anke Completion



## ***Termination***

In the event of, among others, any material breach of the representations, warranties and undertakings by either party under the Anke Share Transfer Agreement, which is not remedied within 20 Business Days of the written notice given by the non-defaulting party to the defaulting party, the non-defaulting party shall have the right to terminate the Anke Share Transfer Agreement.

In addition, the Purchaser shall have the right to terminate the Anke Share Transfer Agreement in the event of the following events:

- (1) the Anke Conditions have not been fulfilled or waived (as the case may be) for any reason within 1 month after the signing of the Anke Share Transfer Agreement;
- (2) the registration with the Shenzhen State Administration for Industry and Commerce in the PRC for the issuance of the updated register of members of non-listed company by the Shenzhen United Property and Share Rights Exchange in respect of the Anke Acquisition have not been completed for any reason (except for the Purchaser's cause or force majeure) within 2 months after the signing of the Anke Equity Transfer Agreement; or
- (3) the Anke Completion has not been taken place within 2 months after the registration with Shenzhen State Administration for Industry and Commerce in the PRC in respect of the Anke Acquisition.

## **INFORMATION ON THE PARTIES**

### **The Company and the Group**

The principal business activity of the Company is investment holding. The Group is principally engaged in property development, provision of green building services and investment.

### **The Purchaser**

The Purchaser is a limited liability company incorporated under the laws of the PRC, and an indirect wholly-owned subsidiary of the Company, which is solely engaged in investment holding in the PRC.

### **The Vendors**

Nanjing Fullshare Holding is a limited liability company incorporated under the laws of the PRC and is principally engaged in the businesses of construction and consultation services, real estate development and manufacturing of large medical devices. As at the date of this announcement, Nanjing Fullshare Holding is owned as to approximately (i) 43.45% by Xinmeng Asset, which is owned as to 99.9% by Mr. Ji and 0.1% by Mr. Shi, (ii) 36.33% by Mr. Ji, (iii) 12.14% by Mr. Ji Jinzhong and (iv) 8.08% by Mr. Shi. Accordingly, Nanjing Fullshare Holding is a connected person of the Company under the Listing Rules.

Mr. Ji is the Chairman of the Board, the Chief Executive Officer, an executive Director of the Company and a Controlling Shareholder interested in approximately 64.76% of the issued share capital of the Company. As at the date of this announcement, Mr. Ji is (i) directly and indirectly interested in approximately 79.74% equity interest in Nanjing Fullshare Holding; (ii) indirectly interested in approximately 43.44% equity interest in Nanjing Huading Asset Management, which is an existing shareholder of Anke High-Tech; and (iii) directly interested in approximately 2.96% of the issued share capital in Anke High-Tech. Mr. Ji is also the chairman of Anke High-Tech. Accordingly, Mr. Ji is a connected person of the Company under the Listing Rules.

As advised by Nanjing Fullshare Holding and Mr. Ji, the original acquisition costs for 69.23%, and 2.96% of the issued share capital of Anke High-Tech were RMB95,227,100 and RMB7,800,000, respectively.

## **INFORMATION ON THE ANKE GROUP**

### **The Anke Group**

Anke High-Tech is a joint stock limited liability company incorporated in the PRC which is principally engaged in the manufacture and sale of medical equipment and machineries and provision of related technical services. Anke High-Tech has established three branch offices in Nanjing, Shenzhen, and Chengdu, the PRC. Anke High-Tech is owned as to (i) 69.23% by Nanjing Fullshare Holding, which is an associate of Mr. Ji; (ii) 19.25% by Nanjing Fengshi Investment Management, which is an Independent Third Party, (iii) 8.56% by Nanjing Huading Asset Management, which is an associate of Mr. Ji; and (iv) 2.96% by Mr. Ji.

As at the date of this announcement, Anke High-Tech directly holds 100% equity interest in each of Anke Software Technology and Anke Medical Investment. Anke Software Technology is a limited liability company incorporated in the PRC with limited liability which is principally engaged in software development. Anke Medical Investment is a limited liability company incorporated in the PRC with limited liability which is principally engaged in trading of medical equipment.

## Financial Information of the Anke Group

Set out below is the unaudited financial information of the Anke Group for the two years ended 31 December 2013 and 2014 and the nine months ended 30 September 2015:

	<b>Year ended 31 December</b>		<b>Nine months ended</b>
	<b>2013</b>	<b>2014</b>	<b>30 September</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)
Net profits before taxation	3,334	10,889	20,602
Net profits after taxation	2,021	8,245	16,940

	<b>As at 31 December</b>		<b>As at</b>
	<b>2013</b>	<b>2014</b>	<b>30 September</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)
Net assets	114,057	146,623	163,563

## REASONS FOR AND BENEFIT OF THE ANKE ACQUISITION

The Group is principally engaged in property development, provision of green building services and investment. As disclosed in the annual report of the Company for the year ended 31 December 2014, while maintaining the momentum in its property business, the Group facilitated diversification actively by expanding its business into the provision of green building services and exploring new business opportunities in the healthcare industry so as to achieve a higher and faster development.

The Anke Group is a medical device group in the PRC focusing on research and development, manufacturing and sales of medical devices across four fields, which include medical imaging, medical informatics, medical electronics and medical therapeutics, and the principal categories of its medical products include magnetic resonance imaging, computed tomography, picture archiving and communication system, mammography system and ultrasound, etc.. Anke High-Tech has been established since 1986 and is a key enterprise and a pioneer as one of the first domestic enterprises engaged in China's medical device industry.

The healthcare industry in the PRC, including the medical device industry, has seen a significant and rapid growth over recent years, driven by a combination of socioeconomic factors, including active PRC government support to create better healthcare services and infrastructure across the country, increasing disposable income and health awareness, an aging population and increasing coverage of social medical insurance and access to healthcare in rural areas in the PRC. According to the statistics from National Bureau of Statistics of China, the national health care spending (國家財政醫療衛生支出) increased from RMB399 billion in 2009 to RMB1,017.7 billion in 2014. In addition, based on “2014 China Medical Device Industry Development Blue Book”(2014中國醫療器械行業發展藍皮書) published by China Pharmaceutical Materials Association (中國醫藥物資協會), the market size of China’s medical device industry increased from RMB17.9 billion in 2001 to RMB212 billion in 2013, representing an increase of 11.84 times over the past 13 years. The Company expects these factors to continually present significant growth potential of the healthcare industry in the PRC.

The Board believes that the Anke Acquisition will create a good opportunity for the Group to expand its business into the healthcare market in the PRC. Anke High-Tech is a well-established company with proven track record in the fast growing PRC’s medical device industry. It is expected that the Anke Acquisition will broaden the source of revenue and create a foundation for the Group’s future growth.

The Directors (excluding the independent non-executive Directors, whose views will be provided after taking into account the opinion and advice from the Independent Financial Adviser) consider that the terms of the Anke Acquisition are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Anke Acquisition exceed 25% but are less than 100%, the Anke Acquisition constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and is subject to the notification, announcement and Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

Mr. Ji is a Controlling Shareholder and an executive Director, therefore he is a connected person of the Company under the Listing Rules. As Mr. Ji directly and indirectly owns in total approximately 79.74% equity interest in Nanjing Fullshare Holding, Nanjing Fullshare Holding is an associate of Mr. Ji and therefore a connected person of the Company. Accordingly, the Anke Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules, and is subject to the reporting, announcement and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

As at the date of this announcement, Mr. Ji is interested in approximately 64.76% of the issued share capital in the Company. Mr. Ji has abstained from voting on the relevant board resolutions of the Company in relation to the Anke Acquisition and Mr. Ji and his close associates are required to abstain from voting on the resolutions approving the Anke Share Transfer Agreement at the EGM.

Mr. Shi is an executive Director and is interested in approximately 0.02% equity interest in the Company. As Mr. Shi directly and indirectly owns in total approximately 8.12% equity interest in Nanjing Fullshare Holding and indirectly own 0.04% equity interest in Nanjing Huading Asset Management, which is a 8.56% shareholder of Anke High-Tech. Mr. Shi has abstained from voting on the relevant board resolutions of the Company in relation to the Anke Acquisition and Mr. Shi and his close associates are required to abstain from voting on the resolutions approving the Anke Share Transfer Agreement at the EGM.

## **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

An Independent Board Committee has been established to make recommendation to the Independent Shareholders regarding the Anke Share Transfer Agreement and the transactions contemplated thereunder. TC Capital Asia Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Anke Share Transfer Agreement and the transactions contemplated thereunder.

## **DESPATCH OF CIRCULAR**

The EGM will be convened and held to consider and, if thought fit, to approve the Anke Share Transfer Agreement and the transactions contemplated thereunder. A circular containing, among other things, (i) further details of the Anke Acquisition, (ii) a letter from the Independent Board Committee containing its recommendations to the Independent Shareholders; (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders; (iv) the accountants' report of the Anke Group; and (v) the notice of the EGM, will be despatched to the Shareholders of the Company on or before 29 February 2016.

**Since the Anke Completion is subject to the fulfillment and/or waiver (as the case may be) of the conditions under the Anke Share Transfer Agreement, the Anke Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings:

“Anke Acquisition”	the proposed acquisition of approximately 72.19% of the issued share capital in Anke High-Tech by the Purchaser from the Vendors pursuant to the terms and conditions of the Anke Share Transfer Agreement
“Anke Completion”	the completion of the Anke Acquisition
“Anke Conditions”	the conditions as set out under the paragraph “Conditions precedent” under the section headed “The Anke Acquisition” of this announcement
“Anke Consideration”	the total consideration of RMB140,000,000 payable by the Purchaser for the Anke Acquisition
“Anke Group”	Anke High-Tech together with its subsidiaries, namely Anke Software Technology and Anke Medical Investment, and branche offices
“Anke High-Tech”	Shenzhen Anke High-Tech Company Limited* (深圳安科高技術股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC
“Anke Medical Investment”	Shenzhen Anke Medical Investment Company Limited* (深圳安科醫療投資有限公司), a limited liability company incorporated under the laws of the PRC and a direct wholly-owned subsidiary of Anke High-Tech
“Anke Share Transfer Agreement”	the sale and purchase agreement dated 3 February 2016 made between the Purchaser and the Vendors, pursuant to which the Purchaser has conditionally agreed to buy and the Vendors have conditionally agreed to sell approximately 72.19% of the issued share capital in Anke High-Tech
“Anke Software Technology”	Shenzhen Anke Software Technology Company Limited* (深圳安科軟件技術有限公司), a limited liability company incorporated under the laws of the PRC and a direct wholly-owned subsidiary of Anke High-Tech
“Anke Transaction Documents”	collectively, the Anke Share Transfer Agreement and any other agreements or documents entered into between the parties in connection with the Anke Acquisition

“Appraisal Value”	the appraisal value of the Anke Group as at the valuation date, 31 December 2015, as stated in the valuation report to be issued by a professional valuer in Hong Kong
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	day(s) on which banks in the PRC are generally open for normal banking business (not including Saturday, Sunday, banking holidays and public holidays)
“Company”	Fullshare Holdings Limited ( 豐盛控股有限公司 ), a company incorporated in the Cayman Islands with limited liability, the issued Shares are listed on the Main Board of the Stock Exchange under the stock code of 607
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholders”	the controlling shareholders of the Company, namely Mr. Ji and Magnolia Wealth and each a “Controlling Shareholder”
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Independent Board Committee”	an independent committee of the Board comprising of all the independent non-executive Directors established for the purpose of advising the Independent Shareholders on the Anke Acquisition
“Independent Financial Adviser”	TC Capital Asia Limited, a corporation licensed to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Anke Share Transfer Agreement and the transactions contemplated thereunder

“Independent Shareholders”	the Shareholders other than Mr. Ji and Mr. Shi, and their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Magnolia Wealth”	Magnolia Wealth International Limited, a company incorporated in the British Virgin Islands, the entire issued share capital of which is beneficially owned by Mr. Ji
“Mr. Ji”	Mr. Ji Changqun (季昌群)
“Mr. Shi”	Mr. Shi Zhiqiang (施智強), an executive Director
“Nanjing Fengshi Investment”	Nanjing Fengshi Investment Management Company Limited* (南京豐實投資管理有限公司), a limited liability company incorporated under the laws of the PRC
“Nanjing Fullshare Holding”	Nanjing Fullshare Industrial Holding Group Co. Limited* (南京豐盛產業控股集團有限公司), a limited liability company incorporated under the laws of the PRC
“Nanjing Huading Asset Management”	Nanjing Huading Asset Management Centre (Limited Partnership)* (南京華鼎資產管理中心(有限合夥)), a limited liability partnership incorporated under the laws of the PRC
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Nanjing Fullshare Assets Management Co. Limited* (南京豐盛資產管理有限公司), a limited liability company incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendors”	collectively, Nanjing Fullshare Holding and Mr. Ji, and each a “Vendor”
“Xinmeng Asset”	Nanjing Xinmeng Asset Management Limited* (南京新盟資產管理有限公司), a company incorporated under the laws of the PRC, in which, Mr. Ji and Mr. Shi directly holds approximately 99.9% and 0.1% equity interest, respectively
“%”	per cent.

By order of the Board  
**Fullshare Holdings Limited**  
**Ji Changqun**  
*Chairman*

Hong Kong, 3 February 2016

*As at the date of this announcement, the executive Directors are Mr. Ji Changqun (Chairman), Mr. Shi Zhiqiang, Mr. Wang Bo and Mr. Fang Jian, the non-executive Directors are Mr. Eddie Hurip and Mr. Chen Minrui and the independent non-executive Directors are Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.*

\* *for identification purposes only*