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RIVERINE CHINA HOLDINGS LIMITED

浦江中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1417)

CONTINUING CONNECTED TRANSACTION — PROPERTY MANAGEMENT FRAMEWORK AGREEMENT

CONTINUING CONNECTED TRANSACTIONS

On 7 June 2018, Anhui Bund, an indirect non wholly-owned subsidiary of the Company, entered into the Property Management Framework Agreement with Anhui Wan Tou, pursuant to which Anhui Bund agrees to provide Property Management Services to Anhui Wan Tou and its associates for a term from 7 June 2018 to 31 December 2020 and subject to the terms and conditions therein.

LISTING RULES IMPLICATION ON THE PROPERTY MANAGEMENT FRAMEWORK AGREEMENT

As Anhui Wan Tou holds 49% of the equity interest in Anhui Bund, it is a substantial shareholder and connected person of the Company at the subsidiary level, the transactions contemplated under the Property Management Framework Agreement constitute continuing connected transactions of the Company. Since the terms of the Property Management Framework Agreement are on normal commercial terms or better, the continuing connected transactions are exempt from the circular, independent financial advice and shareholders' approval requirements pursuant to Rule 14A.101 of the Listing Rules and will only be subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules.

PROPERTY MANAGEMENT FRAMEWORK AGREEMENT

On 7 June 2018, Anhui Bund and Anhui Wan Tou entered into the Property Management Framework Agreement in relation to the provision of Property Management Services by Anhui Bund to Anhui Wan Tou, for the period from 7 June 2018 to 31 December 2020.

Date: 7 June 2018

Parties: (i) Anhui Bund, a non wholly-owned subsidiary of the Group; and
(ii) Anhui Wan Tou, a connected person of the Group at the subsidiary level

Term: From 7 June 2018 to 31 December 2020 (both dates inclusive), during which period the parties may from time to time enter into specific agreements in relation to the provision of Property Management Services by Anhui Bund to Anhui Wan Tou or its associates, which shall be subject to the terms stipulated in the Property Management Framework Agreement

Scope of Services: Anhui Bund shall provide Property Management Services to Anhui Wan Tou or its associates

Pricing and payment: Pursuant to the Property Management Framework Agreement, the property management fees chargeable for the Property Management Services shall be determined by the parties through arm's length negotiations with reference to the comparable fees charged by the Group for services to independent property owners of other similar projects and on normal commercial terms or better

Historical Transaction Amounts:

For the financial years ended 31 December 2015, 2016 and 2017, the total property management fee received by the Group from Anhui Wan Tou and its associates amounted to approximately RMB9,300,000, RMB9,979,000 and RMB10,643,000.

Proposed Annual Caps:

The proposed Annual Caps are set out as follows:

	For the financial year ending		
	2018	2019	2020
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
Proposed Annual Caps	18	23	30

Basis of Annual Caps

In arriving at the Annual Caps, the Directors (including the independent non-executive Directors) have considered (i) the historical transaction amounts; and (ii) the forecast of the number and size of building projects due for completion by Anhui Wan Tou and its associates which is expected to be fast growing for the financial years ending 31 December 2018, 2019 and 2020.

Under the Property Management Framework Agreement, where the actual transaction amounts may exceed the Annual Caps from time to time, such transaction(s) will be subject to and conditional upon the further approval by the Company and in compliance with the applicable requirements under the Listing Rules.

The Company confirms that since 1 January 2018 and up to the date of this announcement, the total amounts of the transactions for Property Management Services entered into between the Group and Anhui Wan Tou and its associates did not exceed the percentage ratios of de minimis transactions under Rule 14A.76 of the Listing Rules.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

The Property Management Framework Agreement provides a formal and unified framework for the provision of Property Management Services by the Group to Anhui Wan Tou and its associates. The transactions contemplated under the Property Management Framework Agreement will be carried out in the usual and ordinary course of business of the Group, such transactions are expected to enhance the Group's growth and business development and thus generate revenue for the Group.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Property Management Framework Agreement, the transactions contemplated thereunder and the Annual Caps in respect thereof are on normal commercial terms or better, are fair and reasonable and in the interests of the Company and the Shareholders as a whole and that the entering into and carrying out of the transactions contemplated under the Property Management Framework Agreement by the Group is in the ordinary and usual course of business of the Company.

INFORMATION ON THE GROUP, ANHUI WAN TOU AND ITS ASSOCIATES

The Group is principally engaged in the provision of a wide range of property management services including but not limited to engineering, repair and maintenance services, customer services, security services, and cleaning and gardening services and value-added services including various kinds of consultancy services relating to or ancillary to property management by the Group in the PRC.

Anhui Wan Tou and its associates are principally engaged in the business of property development in the region of Anhui, the PRC.

IMPLICATIONS UNDER THE LISTING RULES

As Anhui Wan Tou is a substantial shareholder of Anhui Bund, a non wholly-owned subsidiary of the Company, it is a connected person of the Company at the subsidiary level, transactions under the Property Management Framework Agreement constitute continuing connected transactions of the Company under the Listing Rules.

As the Board (including all the independent non-executive Directors) have confirmed that the transactions under the Property Management Framework Agreement are on normal commercial terms or better and conducted in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, pursuant to Rule 14A.101 of the Listing Rules, the transactions under the Property Management Framework Agreement and the proposed Annual Caps for such transactions are subject to the reporting and announcement requirements but are exempted from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As none of the Directors have a material interest in the Property Management Framework Agreement or the proposed transactions thereunder, no Director had abstained from voting on the relevant resolution in approving the Property Management Framework Agreement and the transactions contemplated thereunder.

DEFINITIONS

In this announcement, the following expressions shall have the meaning set out below unless the context requires otherwise:

“Anhui Bund”	安徽外灘物業管理有限公司, in English for identification purpose only, Anhui Bund Property Management Company Limited, a limited liability company established in the PRC and a non wholly-owned subsidiary and indirectly owned as to 51% by the Company and as to 49% by Anhui Wan Tou
“Anhui Wan Tou”	安徽皖投置業有限責任公司, in English for identification purpose only, Anhui Wan Tou Property Limited, a limited liability company established in the PRC. Anhui Wan Tou holds 49% of the equity interest in Anhui Bund, it is a substantial shareholder and a connected person of the Group at the subsidiary level
“Annual Caps”	the estimated maximum aggregate annual transaction values in respect of the continuing connected transactions (as defined in the Listing Rules) contemplated under the Property Management Framework Agreement
“associates”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company

“Company”	Riverine China Holdings Limited (浦江中國控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1417)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Property Management Framework Agreement”	the property management framework agreement dated 7 June 2018 entered into between Anhui Bund and Anhui Wan Tou in relation to the provision of Property Management Services by the Group
“Property Management Services”	the provision of a wide range of property management services including but not limited to engineering, repair and maintenance services, customer services, security services, and cleaning and gardening services and value-added services including various kinds of consultancy services relating to or ancillary to property management by the Group
“Shareholders”	holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

By order of the Board
Riverine China Holdings Limited
Xiao Xingtao
Chairman

Hong Kong, 7 June 2018

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Xiao Xingtao (Chairman), Mr. Fu Qichang, Mr. Xiao Yuqiao and Mr. Jia Shaojun; one non-executive director, namely Mr. Zhang Yongjun; and three independent non-executive Directors, namely Mr. Cheng Dong, Mr. Weng Guoqiang and Mr. Shu Wa Tung Laurence.