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同方康泰產業集團有限公司
Tongfang Kontafarma Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

**RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER
PART XIVA OF THE SFO
CHANGE OF CONTROLLING SHAREHOLDER**

INTRODUCTION

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

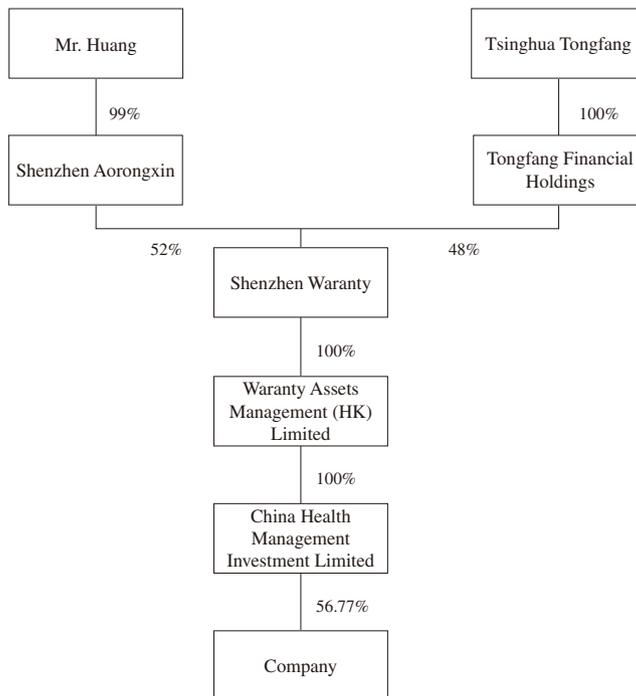
Reference is made to the Previous Announcements in relation to the Possible Transaction contemplated under the MOU.

CHANGE OF CONTROLLING SHAREHOLDER

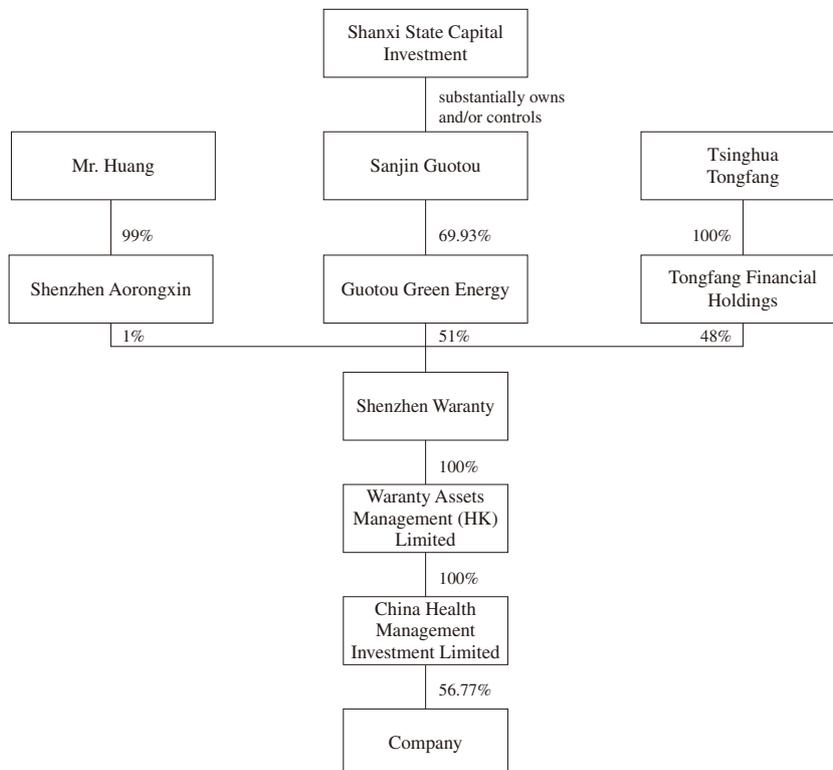
The Board was informed by Mr. Huang that on 10 October 2019, after trading hours, Shenzhen Aorongxin (as transferor) and Guotou Green Energy (as transferee) entered into the Equity Transfer Agreement pursuant to which Shenzhen Aorongxin shall sell to Guotou Green Energy, and Guotou Green Energy shall purchase from Shenzhen Aorongxin 51% of equity interest in Shenzhen Warranty. Upon the Transfer taking effect, Guotou Green Energy shall hold 51% equity interest in Shenzhen Warranty, which indirectly holds 3,172,778,000 shares in the Company, representing approximately 56.77% voting rights of the Company as at the date of this announcement. Upon the Equity Transfer Agreement taking effect, Shanxi State Capital Investment will become a controlling shareholder of the Company.

Below is the shareholding structure of Shenzhen Warranty and its shareholding in the Company before and immediately after the Transfer taking effect:

Before the Transfer taking effect



Immediately after the Transfer taking effect



To the best knowledge of the Directors based on the available information after making reasonable enquiry, Guotou Green Energy which is owned as to 69.93% by Sanjin Guotou, and Sanjin Guotou in turn is substantially owned and/or controlled, directly and indirectly, by Shanxi State Capital Investment. Immediately prior to the Transfer taking effect, none of Guotou Green Energy and its ultimate beneficial owners are connected persons of the Company (as defined in the Listing Rules).

DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Board”	the board of Directors
“Company”	Tongfang Kontafarma Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 1312)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Equity Transfer Agreement”	the equity transfer agreement dated 10 October 2019 entered into between Shenzhen Aorongxin (as transferor) and Guotou Green Energy (as transferee) in relation to transfer of 51% of equity interest in Shenzhen Waranty
“Guotou Green Energy”	山西國投創新綠色能源股權投資合夥企業(有限合夥)(Shanxi Guotou Innovative Green Energy Equity Investment Partnership Enterprise (Limited Partnership)*), a limited partnership established under the laws of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 7 May 2019 entered into between Shenzhen Aorongxin (as seller) and Sanjin Guotou (as purchaser) regarding possible sale of 51% equity interest in Shenzhen Waranty
“Mr. Huang”	Mr. Huang Yu, Chairman and a Director of the Company

“Possible Transaction”	the possible sale by Shenzhen Aorongxin of 51% equity interest in Shenzhen Waranty contemplated under the MOU
“PRC”	The People’s Republic of China
“Previous Announcements”	the announcements of the Company respectively dated 8 May 2019, 6 June 2019, 5 July 2019, 6 August 2019, 9 September 2019 and 2 October 2019
“RMB”	Renminbi, the lawful currency of the PRC
“Sanjin Guotou”	寧波保稅區三晉國投股權投資基金合夥企業(有限合夥)(Ningbo Free Trade Zone Sanjin Guotou Private Equity Fund Partnership Enterprise (Limited Partnership)*), a limited partnership established under the laws of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanxi State Capital Investment”	山西省國有資本投資運營有限公司 (Shanxi State Capital Investment and Operation Co., Ltd.*), a limited company established under the laws of the PRC
“Shenzhen Aorongxin”	深圳市奧融信投資發展有限公司 (Shenzhen Aorongxin Investment Development Co. Ltd.*), a limited company established under the laws of the PRC, which is beneficially and directly owned as to 99% equity interest by Mr. Huang
“Shenzhen Waranty”	深圳市華融泰資產管理有限公司 (Shenzhen Waranty Asset Management Co., Ltd.*), a limited company established under the laws of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tongfang Financial Holdings”	同方金融控股(深圳)有限公司 (Tongfang Financial Holdings Co., Ltd*), a limited company established under the laws of the PRC, and a wholly-owned subsidiary of Tsinghua Tongfang

“Transfer” the transfer of 51% of equity interest in Shenzhen Waranty by Shenzhen Aorongxin to Guotou Green Energy pursuant to the Equity Transfer Agreement

“Tsinghua Tongfang” 同方股份有限公司 (Tsinghua Tongfang Co., Ltd.*), a company established under the laws of the PRC, whose shares are listed on the Shanghai Stock Exchange (Stock Code: 600100)

By order of the Board of
Tongfang Kontafarma Holdings Limited
Huang Yu
Chairman

Hong Kong, 10 October 2019

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Huang Yu (Chairman) and Mr. Jiang Chaowen (Chief Executive Officer); and three independent non-executive Directors, namely Mr. Chan Sze Chung, Mr. Zhang Ruibin and Mr. Zhang Junxi Jack.

* *For identification purpose only*