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## CHINA HUIYUAN JUICE GROUP LIMITED

中國滙源果汁集團有限公司\*

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

(Stock Code: 1886)

(Debt Securities Stock Code: 5259)

### ANNOUNCEMENT PURSUANT TO RULE 13.25 OF THE LISTING RULES

This announcement is made by China Huiyuan Juice Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) and Rule 13.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the Company’s announcements dated 22 January 2018, 25 January 2018, 29 March 2018, 19 April 2018, 10 August 2018, 24 January 2019, 28 January 2019, 1 February 2019, 19 February 2019, 19 March 2019, 7 May 2019, 6 August 2019, 16 August 2019 and 16 September 2019 (the “**Prior Announcements**” and each a “**Prior Announcement**”). Capitalised terms used but not otherwise defined herein shall have the same meaning as that ascribed to them in the Prior Announcements.

### HEARINGS FOR THE WINDING UP PETITION AND THE PROVISIONAL LIQUIDATORS APPLICATION

The Company has received petition and application for the following matters:

- 1) a hearing for a winding up petition against the Company (as described below, the “**Winding Up Petition**”), which is now fixed to be heard in the High Court of the Hong Kong Special Administrative Region (the “**Court**”) on 27 November 2019; and
- 2) another hearing for summons in respect of an application for the appointment of provisional liquidators for the Company (as described below, the “**PL Application**”) by the same petitioner, which is now fixed to be heard by the Court on 2 December 2019.

# WINDING UP PETITION AND THE PROVISIONAL LIQUIDATORS APPLICATION

The Company has received the Winding Up Petition filed by SDF III Holdings Limited (the “**Petitioner**”) against the Company in the Court. In the Winding Up Petition, the Petitioner petitioned for an order that the Company be wound up pursuant to the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

Alongside with the Winding Up Petition, the Petitioner has also filed with the Court the PL Application.

## Bases of the Winding Up Petition and the PL Application

The main allegations made by the Petitioner in the Winding Up Petition and the PL Application, among others, were as follows:

- 1) as mentioned in the Prior Announcement dated 24 January 2019, the Petitioner has served on the Company the Redemption Notice informing the Company of the Petitioner’s election to redeem the Convertible Bonds. It was alleged by the Petitioner that the Company failed and/or neglected to pay the Redemption Amount despite serving the Redemption Notice and a further statutory demand for payment served on the Company, and thus alleged that the Company is deemed to be unable to pay its debts;
- 2) the value of the Company is in jeopardy given, among others, the deadline for meeting the resumption condition imposed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) shall expire on 31 January 2020; and
- 3) it was alleged that the appointment of provisional liquidators would, among others, be beneficial to the Company’s creditors.

The Company opposes the Winding Up Petition and the PL Application and is of the view that such applications are not beneficial to the Company, its shareholders as well as other stakeholders as a whole. In particular, the Company is currently liaising with its creditors and potential investors to seek a better solution for the Company and all its stakeholders. The Company is currently seeking legal advice in respect of the Winding Up Petition and the PL Application with a view to defending and opposing the Winding Up Petition and the PL Application at the respective hearings. The Company will actively respond to such matters and take all necessary actions to protect the legal rights of the Company.

The Company will make further announcement(s) as and when appropriate regarding any updates on the aforementioned matters.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares and debt securities of the Company on the Stock Exchange has been halted since 9:00 a.m. on 3 April 2018 (and automatically converted to suspension thereafter) and will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board of  
**China Huiyuan Juice Group Limited**  
**Zhu Xinli**  
*Chairman*

Beijing, 24 October 2019

*As at the date of this announcement, the directors of the Company are Mr. ZHU Xinli, Ms. ZHU Shengqin and Ms. JU Xinyan as executive directors, Mr. SONG Quanhou, Mr. WANG Wei, Mr. PAK Wai Keung Martin and Mr. LEE Wen-Chieh as independent non-executive directors.*

\* *For identification purposes only*