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CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 8312)

VOLUNTARY ANNOUNCEMENT ACQUISITION OF THE ENTIRE ISSUED SHARES IN AN ASSET MANAGEMENT COMPANY

This announcement is made by China Hanya Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis for the purpose of keeping the shareholders of the Company and potential investors informed of the latest business development of the Group.

THE ACQUISITION

The board of directors of the Company (the “**Board**”) is pleased to announce that on 27 September 2016 (after trading hours), the Company entered into a sale and purchase agreement (the “**Agreement**”) with an independent third party, Forise Asset Management Group Limited (the “**Vendor**”), pursuant to which the Vendor agreed to sell and the Company agreed to purchase the entire issued shares of China Hanya Asset Management Limited (the “**Target Company**”) at a consideration of HK\$5,800,000, which will be payable in cash and funded by the Group’s internal resources (the “**Acquisition**”).

Upon completion of the Acquisition, the Company will own 100% of the issued shares in the Target Company and the Target Company will become a wholly-owned subsidiary of the Company.

Completion of the Acquisition is conditional upon the following conditions precedent being satisfied or waived by the Company (whether in full or in part) on or before the date falling on the sixth month after the date entering into the Agreement (or such other date as may be agreed between the Company and the Vendor):

- (i) the Company being satisfied with the results of the financial, contractual, liabilities, legal aspects of the Target Company and the asset ownership thereof;

- (ii) all necessary approvals and consents in respect of the Acquisition contemplated under the Agreement having been obtained (including approval from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with respect to the Acquisition or shareholder’s approval on the Acquisition having been obtained by the Company, if any);
- (iii) Securities and Futures Commission (the “**SFC**”) granting an approval for the change of the substantial shareholder of the Target Company from the Vendor to the Company; and
- (iv) up to the date of granting an approval for the change of the substantial shareholder of the Target Company from the Vendor to the Company, the SFC has not, by way of written notice to the Target Company, objected to the existing responsible officers of the Target Company continuing to act as such after completion of the Acquisition.

INFORMATION OF THE VENDOR

The Vendor is wholly-owned by Forise Global Holdings Limited (“**Forise Global**”). Forise Global has provided financing to China Merit International Investment Inc. (“**China Merit**”), a controlling shareholder of the Company (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”)), for the acquisition of 474,000,000 shares of the Company held by Magic Ahead Investments Limited and the consideration under the mandatory unconditional cash offer (the “**Offer**”) made by Sun International Securities Limited on behalf of China Merit for all the issued shares of the Company which closed on 20 May 2016. For further details of the Offer, please refer to the composite document (the “**Composite Document**”) dated 29 April 2016 jointly issued by the Company and China Merit. To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”), having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are third parties independent of and not connected with the Directors, chief executive and substantial shareholders of the Group or any of its respective associates (as defined under the GEM Listing Rules).

As at the date of this announcement, China Merit is wholly-owned by Mr. Liu Sit Lun, an executive Director and the chairman of Board. Mr. Liu Sit Lun is the sole director and one of the responsible officers of the Target Company.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong on 20 November 2007 and is licensed to carry on Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The principal activity of the Group is garment distribution. As per the Composite Document, the Company has been actively seeking suitable investment or new business opportunities from time to time in order to diversify its business and enhance the long-term growth potential of the Company and its shareholders' value, which may cover, among others, the financial services industry, including but not limited to financing and assets management services, in the PRC or Hong Kong. By investing in the Target Company, it is expected that the Group can leverage on the Target Company as a platform to diversify its business into the financial services industry and thereby broaden its sources of income. Thus, the Directors consider that the Acquisition is in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATION

As all the applicable percentage ratios of the Acquisition are lower than 5%, the Acquisition does not constitute a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules, nor any connected transaction under Chapter 20 of the GEM Listing Rules.

By order of the Board
China Hanya Group Holdings Limited
Liu Sit Lun
Chairman

Hong Kong, 27 September 2016

As at the date of this announcement, the Board comprises of Mr. Liu Sit Lun, Mr. Ling Wing Shan, Mr. Law Kin Wah, Kenneth and Ms. Sun Wing Man, Doris as executive Directors and Mr. Lau Tak Wai, Davie, Ms. Lau Yat Ying, Karen, and Ms. Chan Hau Man as independent non-executive Directors. This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company's website at www.brillianceww.com.