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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 OF JUST IN TIME FINANCE LIMITED

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 24 October 2016 (after trading hours), the Company entered into a sale and purchase agreement with an independent third party, Ms. Cheung Ching Ching Daisy (the “**Vendor**”), pursuant to which the Vendor agreed to sell and the Company agreed to purchase the entire issued shares of Just In Time Finance Limited (the “**Target Company**”) at a consideration of HK\$1,000,000, 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 30 November 2016 (or such other date as may be agreed between the parties in writing):

- (i) the Company being satisfied with the results of the due diligence review of the Target Company;
- (ii) there being no matter or circumstance which may reasonably be expected to cause any material adverse change to the Target Company before the completion of the Acquisition; and
- (iii) approvals from regulatory authorities and/or shareholders having been obtained by the Company, if required.

## **INFORMATION OF THE VENDOR**

To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”), having made all reasonable enquiries, the Vendor, Ms. Cheung Ching Ching Daisy, is a third party independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“**GEM**”) (the “**GEM Listing Rules**”)).

## **INFORMATION OF THE TARGET COMPANY**

The Target Company is a company incorporated in Hong Kong with limited liability on 12 November 2014 and holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The principal activity of the Group is garment distribution. 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 money lending business, in 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 money lending business 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, 24 October 2016

*As at the date of this announcement, the Board comprises of Mr. Liu Sit Lun, 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](http://www.hkgem.com)) for at least 7 days from the date of its posting and on the Company’s website at [www.brillianceww.com](http://www.brillianceww.com).*