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MISSION CAPITAL HOLDINGS LIMITED

保興資本控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

DISCLOSEABLE TRANSACTION

- (1) SUBSCRIPTION OF SHARES IN WILLIE INTERNATIONAL HOLDINGS LIMITED AND**
- (2) ISSUE OF SHARES TO WILLIE INTERNATIONAL HOLDINGS LIMITED UNDER SPECIFIC MANDATE**

On 17 March 2015 (after trading hours), the Company and Willie entered into the Subscription Agreement pursuant to which, subject to the fulfillment of certain conditions, the parties have agreed amongst other things as follows:-

- (i) the Company agreed to subscribe for Willie Subscription Shares (1,250,000,000 new Willie Shares, representing approximately 8.86% of the entire issued share capital of Willie as at the date of this announcement) in Willie for a total consideration of HK\$150,000,000; and
- (ii) the Company agreed to issue 1,500,000,000 Mission Capital Subscription Shares, representing approximately 23.37% of the entire issued share capital of the Company as at the date of this announcement, to Willie or as it may direct for a total consideration of HK\$150,000,000 under the Specific Mandate.

* For identification purpose only

The Proposed Subscription and the Proposed Issue are not inter-conditional with each other. Immediately after completion of the Proposed Subscription and the Proposed Issue, assuming no other changes in the issued share capital and shareholding in the Company or Willie, respectively, from the date of this announcement:-

- (i) after taking into account the 1,361,250,000 Willie Shares currently held by the Group, representing approximately 9.64% of the existing issued share capital of Willie, the Company will hold approximately 17.00% interest in Willie as enlarged by the Willie Subscription Shares that fall to be issued pursuant to the Subscription Agreement; and
- (ii) after taking into account the 951,500 Shares currently held by the Willie Group in the Company, representing approximately 0.01% of the existing issued share capital of the Company, Willie will hold approximately 18.96% interest in the Company as enlarged by the Mission Capital Subscription Shares that fall to be issued pursuant to the Subscription Agreement.

As completion of the Proposed Subscription and the Proposed Issue are subject to the satisfaction of a number of conditions precedents under the Subscription Agreement, the Proposed Subscription and the Proposed Issue may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios under Rule 14.07 of the Listing Rules in respect of the Proposed Subscription exceed 5% but are not more than 25%, the Proposed Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

SGM

A SGM will be convened and held for the Shareholders to consider and, if thought fit, pass the relevant resolutions to approve the Proposed Issue (including the grant of the Specific Mandate).

As at the date of this announcement, Willie Group holds 951,500 Shares, representing approximately 0.01% of the existing issued share capital of the Company. As Willie is a party to the Subscription Agreement, it has a material interest in the Proposed Issue. Willie and its associates, to the extent they hold Shares at the SGM, will be required to abstain from voting at the SGM on the resolution proposed to approve Proposed Issue (including the grant of the Specific Mandate).

GENERAL

The Circular containing details of the Proposed Issue and a notice convening the SGM to approve the Proposed Issue are expected to be despatched to Shareholders on or before 10 April 2015.

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Mission Capital Subscription Shares.

THE PROPOSED SUBSCRIPTION AND THE PROPOSED ISSUE

On 17 March 2015 (after trading hours), the Company and Willie entered into the Subscription Agreement pursuant to which, subject to the fulfillment of certain conditions, the parties have agreed amongst other things as follows:–

- (i) the Company agreed to subscribe for the Willie Subscription Shares (1,250,000,000 new Willie Shares, representing approximately 8.86% of the entire issued share capital of Willie as at the date of this announcement) in Willie for a total consideration of HK\$150,000,000; and
- (ii) the Company agreed to issue 1,500,000,000 Mission Capital Subscription Shares, representing approximately 23.37% of the entire issued share capital of the Company as at the date of this announcement, to Willie or as it may direct for a total consideration of HK\$150,000,000 under the Specific Mandate.

The Proposed Subscription and the Proposed Issue are not inter-conditional with each other.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed herein, Willie is a third party independent of the Company and its connected persons. In addition, as at the date of this announcement:–

- (a) the Group holds 1,361,250,000 Willie Shares, representing approximately 9.64% of the entire issued share capital of Willie;
- (b) Willie Group holds 951,500 Shares, representing approximately 0.01% of the entire issued share capital of the Company; and
- (c) Willie Group holds 380,600 warrants of the Company, entitling Willie Group to convert into 380,600 Shares at subscription price of HK\$0.1 each.

PROPOSED SUBSCRIPTION OF WILLIE SUBSCRIPTION SHARES BY THE COMPANY

Pursuant to the Subscription Agreement, the Company has agreed to subscribe, and Willie has agreed to issue and allot to the Company or as it may direct, Willie Subscription Shares (1,250,000,000 new Willie Shares), which represents approximately 8.86% of the entire issued share capital of Willie as at the date of this announcement, or approximately 8.14% of the entire issued share capital of Willie as enlarged by the Willie Subscription Shares that fall to be issued pursuant to the Subscription Agreement.

After taking into account the 1,361,250,000 Willie Shares currently held by the Group (representing approximately 9.64% of the existing issued share capital of Willie), and assuming there are no other changes in the issued share capital and shareholding in Willie from the date of this announcement, the Company will hold approximately 17.00% interest in Willie as enlarged by the Willie Subscription Shares that fall to be issued pursuant to the Subscription Agreement.

The Willie Subscription Shares, when issued, shall rank *pari passu* in all respects among themselves and with all other Willie Shares in issue as at completion of the Proposed Subscription.

CONSIDERATION FOR THE WILLIE SUBSCRIPTION SHARES

The total consideration of HK\$150,000,000 for the Proposed Subscription will be payable by the Company to Willie by way of a cheque on completion of the Proposed Subscription. The subscription price of HK\$0.12 per Willie Subscription Share represents:

- (i) a discount of approximately 13.67% to the closing price of HK\$0.139 per Willie Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 14.41% to the average closing price of approximately HK\$0.1402 per Willie Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day.

The subscription price for the Willie Subscription Shares was determined after arm's length negotiation between the Company and Willie. The subscription price for the Willie Subscription Shares was also determined by reference to the recent trading performance of the Willie Shares.

The Directors consider that the terms of the Proposed Subscription are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company intends to fund the Proposed Subscription from internal resources (if the Proposed Issue is completed after the Proposed Subscription) or from the proceeds from the Proposed Issue (if the Proposed Issue is completed before the Proposed Subscription).

Conditions of the Proposed Subscription

The obligation of the Company to effect the Proposed Subscription is conditional upon, among other things, the following conditions precedent:-

- (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Willie Subscription Shares;
- (ii) compliance with all the necessary requirements under the Listing Rules for the issue and allotment of the Willie Subscription Shares by Willie; and
- (iii) all requisite consents, licences and approvals from the relevant third parties (including regulatory authorities in Hong Kong and elsewhere) for the execution of the Subscription Agreement and completion of the transactions contemplated under the Subscription Agreement by Willie having been obtained.

If the Willie Conditions have not been fulfilled on or before 4:00 p.m. on 30 June 2015 (or such other date as the parties may agree in writing), Willie's obligation to issue the Willie Subscription Shares shall terminate whereupon Willie shall have no further obligations to issue and allot the Willie Subscription Shares to the Company and the parties shall not have any further claims against each other under the Subscription Agreement in respect of the Willie Subscription Shares for costs, damages, compensation or otherwise, save in respect of antecedent breaches and claims.

Completion of the Proposed Subscription

Completion of the Proposed Subscription shall take place on the next Business Day after all of the Willie Conditions have been satisfied (or any other time as the Company and Willie may agree).

PROPOSED ISSUE OF MISSION CAPITAL SUBSCRIPTION SHARES TO WILLIE UNDER SPECIFIC MANDATE

Pursuant to the Subscription Agreement, Willie has agreed to subscribe, and the Company has agreed to issue and allot to Willie or as it may direct, 1,500,000,000 Mission Capital Subscription Shares, which represents approximately 23.37% of the entire issued share capital of the Company as at the date of this announcement, or approximately 18.94% of the entire issued share capital of the Company as enlarged by the Mission Capital Subscription Shares that fall to be issued pursuant to the Subscription Agreement.

After taking into account the 951,500 Shares currently held by the Willie Group in the Company (representing approximately 0.01% of the existing issued share capital of the Company), and assuming there are no other changes in the issued share capital and shareholding in the Company from the date of this announcement, Willie will hold approximately 18.96% interest in the Company as enlarged by the Mission Capital Subscription Shares that fall to be issued pursuant to the Subscription Agreement.

The Mission Capital Subscription Shares, when issued, shall rank *pari passu* in all respects among themselves and with all other Shares in issue at completion of the Proposed Issue.

The aggregate nominal value of the 1,500,000,000 Mission Capital Subscription Shares of HK\$0.01 per Share is HK\$15,000,000.

Consideration for the Mission Capital Subscription Shares

The total consideration of HK\$150,000,000 for the Proposed Issue will be payable by Willie to the Company by cheque on completion of the Proposed Issue.

The subscription price of HK\$0.1 per Mission Capital Subscription Share represents:

- (i) a discount of approximately 18.03% to the closing price of HK\$0.122 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 15.68% over the average closing price of approximately HK\$0.1186 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day.

The subscription price for the Mission Capital Subscription Shares was determined after arm's length negotiation between the Company and Willie. The subscription price for the Mission Capital Subscription Shares was also determined by reference to the recent trading performance of the Shares. The Directors consider that the terms of the Proposed Issue are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Proposed Issue will be approximately HK\$150,000,000. The net proceeds from the Proposed Issue will amount to approximately HK\$148,750,000. The net proceeds raised per Mission Capital Subscription Share upon the completion of the Proposed Issue will be approximately HK\$0.0992.

The Company intends to apply the proceeds of the Proposed Issue, (if the Proposed Issue is completed before the Proposed Subscription) to satisfy the consideration payable by the Company under the Proposed Subscription, or (if the Proposed Issue is completed after the Proposed Subscription) to replenish the working capital used by the Company for the Proposed Subscription.

Mr. Man Wai Chuen and Mr. Kitchell Osman Bin, both of them are Directors, had abstained from voting in the board meeting as Mr. Man Wai Chuen is currently an executive director of Willie and Mr. Kitchell Osman Bin holds a certain number of Willie Shares.

Conditions of the Proposed Issue

The obligation of the Company to effect the Proposed Issue is conditional upon, among other things, the following conditions precedent:–

- (i) the passing of a resolution to approve a specific mandate to issue and allot the Mission Capital Subscription Shares to Willie by Shareholders of the Company at SGM;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Mission Capital Subscription Shares;
- (iii) compliance with all the necessary requirements under the Listing Rules for the allotment and issue of the Mission Capital Subscription Shares by Mission Capital; and
- (iv) all requisite consents, licences and approvals from the relevant third parties (including regulatory authorities in Bermuda or Hong Kong and elsewhere) for the execution of the Subscription Agreement and completion of the transactions contemplated under the Subscription Agreement by the Company having been obtained.

If the Mission Capital Conditions have not been fulfilled on or before 4:00 p.m. on 30 June 2015 (or such other date as the parties may agree in writing), the Company's obligation to issue the Mission Capital Subscription Shares shall terminate whereupon the Company shall have no further obligations to issue and allot the Mission Capital Subscription Shares to Willie and the parties shall not have any further claims against each other under the Subscription Agreement in respect of the Mission Capital Subscription Shares for costs, damages, compensation or otherwise, save in respect of antecedent breaches and claims.

Specific Mandate to issue the Mission Capital Subscription Shares

The Mission Capital Subscription Shares will be issued and allotted under the Specific Mandate to be sought at the SGM.

Completion of the Proposed Issue

Completion of the Proposed Issue shall take place on the next Business Day after all of the Mission Capital Conditions have been satisfied (or any other time as the Company and Willie may agree).

Other terms of the Subscription Agreement

The Company and Willie have agreed that no director will be nominated by one party to the Subscription Agreement to serve on the board of directors of the other party upon the issuance and allotment of the Mission Capital Subscription Shares or Willie Subscription Shares (as the case may be). Both parties to the Subscription Agreement have represented, warranted and undertaken to the other in the Subscription Agreement that each party does not intend to gain control or exert significant influence over the other but instead intends to hold the Mission Capital Subscription Shares or the Willie Subscription Shares (as the case may be) as a passive security investment.

As Mission Capital exerts no control nor significant influence over Willie, the Company will recognise the Willie Subscription Shares as non-current asset in the annual report of the Company, whilst the Willie Shares previously held by the Company will remain as current asset.

Application for listing

An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Mission Capital Subscription Shares to be issued pursuant to the Proposed Issue.

FINANCIAL INFORMATION ON WILLIE

The principal business activities of the Willie Group are investment in securities trading, money lending, property investment and investment holding.

According to the latest unaudited condensed consolidated interim results of Willie for the six months ended 30 June 2014, the value of the net assets of Willie Group as at 30 June 2014 was approximately HK\$2,268,831,000.

The following table sets out the audited consolidated net profit/(loss) (before and after taxation) of Willie Group for the two years ended 31 December 2013 and 31 December 2012:

	For the year ended	
	31 December	
	2013	2012
	<i>(HK\$'million)</i>	<i>(HK\$'million)</i>
	(audited)	(audited)
Profit/(loss) before taxation	82	(154)
Profit/(loss) after taxation	82	(154)
Net assets	1,811	1,701

INFORMATION ON THE GROUP

The Group principally engages in supply and procurement of commodities, provision of finance, securities investment and real estate business.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any fund raising activities in the past twelve months before the date of this announcement:

Date of announcement	Event	Net proceeds	Intended use of proceeds (Note)	Actual use of proceeds
18 December 2014	The Company proposes to raise approximately HK\$213.92 million before expenses by way of the open offer on the basis of one offer Share for every two Shares held on the record date, pursuant to which 2,139,175,251 offer Shares will be issued at the subscription price of HK\$0.10 per offer Share.	HK\$209.16 million	The Company intends to utilise the net proceeds of the Open Offer as to	
	The open offer was completed on 17 February 2015.		(i) approximately 60% for the development of its money lending business. This part of the net proceeds will be utilised as funding to finance the money lending business; and	(i) Used as intended
			(ii) approximately 40% for trading of securities to capture potential short term capital gain.	(ii) Used as intended

Note: For further details, please refer to the announcement of the Company dated 4 March 2015.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of Proposed Issue (assuming no other changes in the issued share capital and shareholding in the Company from the date of this announcement up to immediately before the issue of all Mission Capital Subscription Shares) are set out as below:

	As at the date of this announcement		Immediate upon completion of the Proposed Issue	
	Number of Shares	Percentage (approx.)	Number of Shares	Percentage (approx.)
Substantial Shareholders				
Mr. Suen Cho Hung, Paul (Note)	2,158,362,499	33.63	2,158,362,499	27.26
HEC Capital Limited	668,212,126	10.41	668,212,126	8.44
Proposed Issue	–	–	1,500,000,000	18.94
Other Shareholders	<u>3,591,181,343</u>	<u>55.96</u>	<u>3,591,181,343</u>	<u>45.36</u>
Total	<u><u>6,417,755,968</u></u>	<u><u>100.00</u></u>	<u><u>7,917,755,968</u></u>	<u><u>100.00</u></u>

Note: 14,875,000 Shares are held by Mr. Suen Cho Hung, Paul personally. 2,143,487,499 Shares are held by Global Wealthy Limited, which is a wholly-owned subsidiary of Excelsior Kingdom Limited which in turn is wholly owned by Mr. Suen Cho Hung, Paul.

REASONS FOR AND BENEFITS OF THE PROPOSED SUBSCRIPTION AND THE PROPOSED ISSUE

The principal business activities of the Willie Group are investment in securities trading, money lending, property investment and investment holding. Further to the business update and proposed acquisition of property previously announced by the Company on 16 February 2015, the Company further reiterates its determination to develop its real estate business by establishing a closer relationship with Willie. The Company would become a substantial shareholder of Willie subsequent to the Proposed Subscription and Willie would become a substantial shareholder of the Company subsequent to the Proposed Issue. Accordingly, the Company is expecting to this new relationship would bring additional value to the Company's real estate business and the Company as a whole. At the date of this announcement, the Group and Willie Group do not have any business commitment and are not in discussion of any potential investment.

The Group and the Willie Group have similar published consolidated net asset values. Willie Group's unaudited consolidated net asset value as of 30 June 2014 was approximately HK\$2.3 billion. Taking into consideration, (i) the subscription price payable by the Company to Willie representing an approximate 25.35% discount to the unaudited consolidated net asset value per share of Willie Group as at 30 June 2014; and (ii) 1,250,000,000 new Willie Shares to be issued together with 1,361,250,000 existing Willie Shares held by the Company being approximately 17.00% of the enlarged issued share capital of Willie, the Board believes the Proposed Subscription may be attractive in longer term and is in the interests of the Company and the Shareholders as a whole.

Upon completion of the Proposed Issue, the Company would have additional Shareholder holding over 10% of the enlarged issued share capital of the Company. The Board believes that the Proposed Issue will strengthen the capital base of the Company.

Furthermore, if completion takes place for both the Proposed Subscription and the Proposed Issue, the Company will be able to reap the potential benefits as outlined in the paragraph above with an overall effect of no net cash outlay (apart from professional and other fees in connection with the consummation of the Proposed Subscription and the Proposed Issue).

Accordingly, the Board is of the view that the Proposed Subscription and the Proposed Issue (including the grant of the Specific Mandate) are beneficial to the Company and its Shareholders as a whole.

LISTING RULES IMPLICATION

As the relevant percentage ratios under Rule 14.07 of the Listing Rules in respect of the Proposed Subscription exceed 5% but are not more than 25%, the Proposed Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

SGM

An SGM will be convened and held for the Shareholders to consider and, if thought fit, pass the relevant resolutions to approve the Proposed Issue (including the grant of the Specific Mandate).

As at the date of this announcement, Willie Group holds 951,500 Shares, representing approximately 0.01% of the existing issued share capital of the Company. As Willie is a party to the Subscription Agreement, it has a material interest in the Proposed Issue.

Willie and its associates, to the extent they hold Shares at the SGM, will be required to abstain from voting at the SGM on the resolution proposed to approve Proposed Issue (including the grant of the Specific Mandate).

GENERAL

The Circular containing details of the Proposed Issue and a notice convening the SGM to approve the Proposed Issue are expected to be despatched to Shareholders on or before 10 April 2015.

As completion of the Proposed Subscription and the Proposed Issue are subject to the satisfaction of a number of conditions precedents under the Subscription Agreement, the Proposed Subscription and the Proposed Issue may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday, Sunday or a public holiday) on which banks are open for business in Hong Kong
“Circular”	the circular to be dispatched to the Shareholders giving the details of the Proposed Issue (including the grant of the Specific Mandate), and containing the notice of the SGM
“Companies Ordinance”	The Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“Company”	Mission Capital Holdings Limited (Stock Code: 1141), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	16 March 2015, being the last full trading day of the Company before the date of the Subscription Agreement
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mission Capital Condition(s)”	the condition(s) of the Proposed Issue referred to in the section headed “Proposed Issue of Mission Capital Subscription Shares to Willie under Specific Mandate – Conditions of the Proposed Issue”
“Mission Capital Subscription Share(s)”	1,500,000,000 new Shares (representing approximately 18.94% of the issued share capital of the Company immediately after the Proposed Issue) to be issued and allotted by the Company to Willie pursuant to the Subscription Agreement
“PRC”	the People’s Republic of China
“Proposed Issue”	the issue of the Mission Capital Subscription Shares to Willie or as it may direct pursuant to the Subscription Agreement
“Proposed Subscription”	the subscription of the Willie Subscription Shares by the Company pursuant to the Subscription Agreement

“SGM”	the special general meeting of the Company to be held to consider and, if thought fit, the Proposed Issue (including the grant of the Specific Mandate)
“Shares”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Specific Mandate”	the specific mandate to be sought at the SGM to approve the Proposed Issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	a conditional agreement dated 17 March 2015 entered into between the Company and Willie in relation to the Proposed Subscription and the Proposed Issue
“subsidiaries”	has the meaning ascribed thereto in the Listing Rules and the Companies Ordinance
“Voluntary Announcements”	voluntary announcement on business update dated 16 February 2015; and voluntary announcement on acquisition of trading asset and issuance of new shares under general mandate dated 16 February 2015
“Willie”	Willie International Holdings Limited (Stock Code: 273), a company incorporated in the Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Willie Conditions”	the condition(s) of the Proposed Subscription referred to in the section headed “Proposed Subscription of Willie Subscription Shares by the Company – Conditions of the Proposed Subscription”
“Willie Group”	Willie and its subsidiaries

“Willie Share(s)”	ordinary share(s) of no par value in the share capital of Willie
“Willie Subscription Share(s)”	1,250,000,000 new Willie Shares of par value in the share capital of Willie (representing approximately 8.14% of the issued share capital of Willie immediately after the issue and allotment of the Willie Subscription Shares to the Company) to be issued and allotted by Willie to the Company pursuant to the Subscription Agreement
“%”	per cent.

By order of the Board
Mission Capital Holdings Limited
Suen Yick Lun Philip
Acting Chairman and Managing Director

Hong Kong, 17 March 2015

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Suen Yick Lun Philip
(Acting Chairman and Managing Director)
Mr. Lau King Hang
Mr. Kitchell Osman Bin

Independent Non-executive Directors

Dr. Leung Shiu Ki Albert
Ms. Chen Wei
Mr. Wong Yat Fai
Mr. Man Wai Chuen
Mr. Wong Kwok Tai
Mr. Weng Yixiang
Mr. Huang Zhencheng