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中泛控股有限公司

CHINA OCEANWIDE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 715)

DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES

The Board is pleased to announce that on 18 March 2015, the Company (through China Oceanwide International Asset Management, a wholly-owned subsidiary of the Company) acquired from the Third Party Vendors the Acquired Shares, representing approximately 7.90% of the total issued Huiyuan Shares as at the 18 March 2015, for an aggregate consideration (exclusive of stamp duty, trading fees, transaction levies and brokerage) of HK\$389,300,000 (equivalent to HK\$1.9465 per Acquired Share).

As the applicable percentage ratios are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under the Listing Rules and is therefore subject to the reporting and announcement requirements only but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE ACQUISITION

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The consideration was determined with reference to an approximately 15.22% discount to the average closing price of the Huiyuan Shares as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Acquisition.

The consideration of the Acquisition would be mainly financed by the Group's internal resources.

INFORMATION RELATING TO HUIYUAN

Huiyuan is an investment holding company incorporated under the laws of the Cayman Islands. Its shares have been listed on the Main Board of the Stock Exchange (Stock Code: 1886) since 23 February 2007.

Huiyuan Group is a leading and vertically integrated fruit and vegetable juice producer in the PRC and is principally engaged in the production and sale of fruit juice, fruit and vegetable juice and other beverages. Most of the products of the Huiyuan Group are sold under the brand of "Huiyuan".

The following information is extracted from the 2013 annual report and 2014 interim report of Huiyuan:

	For the year ended 31 December 2013 RMB '000 (Audited)	For the year ended 31 December 2012 RMB '000 (Audited)	As at 30 June 2014 RMB '000 (Unaudited)
Total assets	17,213,320	11,159,451	16,953,244
Total equity	10,724,512	5,286,234	10,758,594
Profit before income tax	318,821	1,522	Not applicable
Profit for the year	235,429	16,159	Not applicable

INFORMATION OF THE GROUP, CHINA OCEANWIDE INTERNATIONAL ASSET MANAGEMENT AND THIRD PARTY VENDORS

The Group is principally engaged in property investments in the PRC.

China Oceanwide International Asset Management is principally engaged in investment holding and holding of intellectual property rights.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries:

- (1) the Third Party Vendors and their respective ultimate beneficial owners are third parties independent of the Company and connected persons of the Company; and
- (2) the Third Party Vendors are investment holding companies engaged in investment related activities.

REASONS FOR AND BENEFITS OF THE ACQUISITION

Given the steady economic growth of the PRC will continue to drive the domestic demand and hence consumption in food and beverage, and Huiyuan's position as a leading manufacturer in the fruit juice market in the PRC, the Directors consider that the Acquisition enables the Group to maximise the long term return of funds of the Company by capitalising on the opportunities arising from PRC's economic development.

The Board considers that the terms of the Acquisition are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under the Listing Rules and is therefore subject to the reporting and announcement requirements only but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this announcement:

“Acquired Share(s)”	a total of 200,000,000 Huiyuan Shares acquired by the Company (through China Oceanwide International Asset Management, a wholly-owned subsidiary of the Company)
“Acquisition”	the acquisition of the Acquired Shares by the Company (through China Oceanwide International Asset Management, a wholly-owned subsidiary of the Company) on 18 March 2015
“Board”	the board of Directors
“China Oceanwide International Asset Management”	China Oceanwide International Asset Management Limited, a limited liability company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Company”	China Oceanwide Holdings Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 715)
“connected person(s)”	has the same meaning as ascribed to this term under the Listing Rules
“Director(s)”	the director(s) of the Company, including the independent non-executive director(s)
“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
“Huiyuan”	China Huiyuan Juice Group Limited, an exempted company established under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1886)
“Huiyuan Group”	Huiyuan and its subsidiaries
“Huiyuan Share(s)”	ordinary share(s) of US\$0.00001 each in the issued share capital of Huiyuan
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio(s)”	has the same meaning as ascribed to this term under the Listing Rules, as applicable to a transaction
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

“Shareholder(s)”	holder of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Third Party Vendors”	vendors of the Acquired Shares, being third parties independent of the Company and its connected persons
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By order of the Board
China Oceanwide Holdings Limited
HAN Xiaosheng
Chairman

Hong Kong, 19 March 2015

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr HAN Xiaosheng (*Chairman*)
Mr LIU Bing
Mr LIU Hongwei
Mr LIU Guosheng

Non-executive Directors:

Mr QIN Dingguo (*Deputy Chairman*)
Mr ZHENG Dong (*Deputy Chairman*)
Mr ZHAO Yingwei
Mr QI Zixin

Independent Non-executive Directors:

Mr LIU Jipeng
Mr CAI Hongping
Mr YAN Fashan
Mr LO Wa Kei Roy