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Renhe Commercial Holdings Company Limited

人和商業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1387)

ANNOUNCEMENT

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF YIELD SMART LIMITED; AND ISSUE OF THE CONSIDERATION SHARES

Reference is made to the announcement of the Company dated 9 June 2015 and the circular of the Company dated 29 June 2015 (the “**Circular**”) in relation to the Acquisition. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

Completion of the Acquisition and issue of the Consideration Shares

The Board is pleased to announce that all the conditions precedent in respect of the Acquisition Agreement as set out under the section headed “C. Consideration – Conditions Precedent” in the Circular have been fulfilled or waived to the extent waivable, and the Completion took place on 27 July 2015. Pursuant to the Acquisition Agreement, 12,243,902,439 Consideration Shares have been allotted and issued to New Amuse Limited as the Vendor.

The Framework Lease Agreement and the Trademark Licensing Agreement also took effect on 27 July 2015.

Upon Completion, the Target Group has become wholly-owned subsidiaries of the Company and the financial results of the Target Group will be consolidated into the accounts of the Group.

SHAREHOLDING STRUCTURE OF THE COMPANY IMMEDIATELY BEFORE AND AFTER THE COMPLETION AND ISSUE OF THE CONSIDERATION SHARES

The following table sets out the effect on the shareholding structure of the Company immediately before and after the Completion and issue of the Consideration Shares:

	Immediately before the Completion		As at the date of this announcement and immediately after the Completion and issue of the Consideration Shares	
	<i>No. of Shares</i>	<i>Approximate % of the total issued Shares</i>	<i>No. of Shares</i>	<i>Approximate % of the total issued Shares</i>
Super Brilliant Investments Limited (<i>Note 1</i>)	15,383,738,082	48.49	15,383,738,082	34.99
Gloss Season Limited (<i>Note 1</i>)	122,400,000	0.39	122,400,000	0.28
Wealthy Aim Holdings Limited (<i>Note 1</i>)	640,762,050	2.02	640,762,050	1.45
Mr. Dai (<i>Note 2</i>)	153,900,000	0.48	153,900,000	0.35
Vendor (<i>Note 3</i>)	--	--	12,243,902,439	27.85
Other Shareholders	15,421,397,868	48.62	15,421,397,868	35.08
Total	31,722,198,000	100.00	43,966,100,439	100.00

Note 1: Super Brilliant Investments Limited is wholly-owned by Shining Hill Investments Limited which is in turn wholly-owned by Mr. Dai. Gloss Season Limited is wholly-owned by Mr. Dai. Wealthy Aim Holdings Limited is wholly-owned by Broad Long Limited, which is wholly-owned by Mr. Dai.

Note 2: Mr. Dai is directly interested in 153,900,000 Shares, together with his interest in Super Brilliant Investments Limited, Gloss Season Limited and Wealthy Aim Holdings Limited, Mr. Dai is interested in (directly and indirectly) 16,300,800,132 Shares in aggregate, amounting to approximately 51.38% of the total issued shares of

the Company. Ms. Zhang is deemed to be interested in the Shares which Mr. Dai is interested in (directly and indirectly) as she is the spouse of Mr. Dai.

Note 3: As the Vendor is ultimately controlled by Ms. Zhang, as such Mr. Dai, being her spouse, will also be deemed to be interested in the Consideration Shares issued as a result of the Acquisition.

By Order of the Board
**Renhe Commercial Holdings Company
Limited**
Dai Yongge
Chairman

Hong Kong, 27 July 2015

As at the date of this announcement, the executive Directors are Mr. Dai Yongge, Mr. Wang Hongfang, Mr. Zhou Jun, Mr. Dai Bin and Mr. Hu Yuzhou; the non-executive Directors are Mrs. Hawken Xiu Li, Ms. Jiang Mei, Ms. Zhang Xingmei, Mr. Zhang Dabin and Ms. Wang Chunrong; and the independent non-executive Directors are Mr. Wang Shengli, Mr. Wang Yifu, Mr. Fan Ren-Da, Anthony, Mr. Leung Chung Ki and Mr. Tang Hon Man.

** For identification purposes only*