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RENTIAN TECHNOLOGY HOLDINGS LIMITED

仁天科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00885)



ENTERPRISE DEVELOPMENT HOLDINGS LIMITED

企展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1808)

**JOINT ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,
RULE 13.09 OF THE LISTING RULES AND
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This joint announcement is made by (i) Rentian Technology Holdings Limited (“**Rentian**”) pursuant to Rule 3.7 of the Code on Takeovers and Merger (the “**Takeovers Code**”), Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); and (ii) Enterprise Development Holdings Limited (“**Enterprise Development**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

THE POSSIBLE TRANSFER

The board of directors of Rentian has been informed by its ultimate controlling shareholder, namely Mr. King Pak Fu (“**Mr. King**”), that he is now in the course of negotiation with 福建實達集團股份有限公司 (Fujian Start Group Company Limited*) (“**Fujian Start**”), in relation to the possible transfer (the “**Possible Transfer**”) of more than 30% of the shareholding in Rentian by Mr. King and/or his controlled corporation.

* For identification purpose only

Fujian Start is a company established in the People's Republic of China whose shares are listed on the Shanghai Stock Exchange under stock code: 600734.SH. As at the date of this joint announcement, Mr. King is indirectly interested in approximately 39.89% shareholding in Fujian Start.

The Possible Transfer, if materializes, may involve the transfer of more than 30% of the shares in Rentian and results in Fujian Start having to make a mandatory general offers *pursuant to Rule 26.1 of the Takeovers Code* for all the issued shares in Rentian (other than those already owned or agreed to be acquired by Fujian Start and parties acting in concert with it). Rentian understands that the possible offers if it materializes will be made in cash. As at the date of this joint announcement, negotiations have not been concluded and no definitive agreement has yet been entered into between Mr. King and/or his controlled corporation and Fujian Start.

As at the date of this joint announcement, Rentian is indirectly interested in approximately 43.56% of the entire issued share capital of Enterprise Development. Mr. King is also separately indirectly interested in approximately 14.78% of the entire issued share capital of Enterprise Development through his personal controlled corporations. An application has been made by Rentian to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (the “**Executive**”), and the Executive is still considering such application, in relation to the need for Fujian Start to extend the offers to the other shareholders of Enterprise Development pursuant to Note 8 to Rule 26.1 of the Takeovers Code.

MONTHLY ANNOUNCEMENTS

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcement(s) will be made by Rentian until an announcement of firm intention to make the offers under Rule 3.5 of the Takeovers Code is released, or a decision not to proceed with the Possible Transfer is made. Further announcement(s) will also be made by Rentian as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALINGS IN SHARES

For the purposes of the Takeovers Code, the offer period in relation to Rentian commences on the date of this joint announcement, viz. 19 January 2018.

As of the date of this joint announcement, Rentian has (i) 11,148,390,530 shares in issue; (ii) 720,363,900 share options outstanding which confer the holder of the share option to subscribe for 720,363,900 shares; (iii) outstanding convertible bonds which upon fully exercise of the conversion rights attached thereto will be convertible into 1,058,703,070 shares; and (iv) outstanding convertible bonds which upon fully exercise of the conversion rights attached thereto in full will be convertible into 33,333,333 shares. Save as disclosed, there are no other relevant securities as defined in Note 4 to Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

The associates (as defined in the Takeovers Code including but not limited to any person holding 5% or more of a class of relevant securities) of Rentian and Fujian Start are hereby reminded to disclose their dealings in any securities of Rentian under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

CAUTION

There is no assurance that the Possible Transfer will materialize. Even if a definitive agreement is entered into Mr. King and/or his controlled corporation and Fujian Start, the Possible Transfer may or may not be consummated. There is no assurance that there will be a general offer under Rule 26.1 of Takeovers Code for the securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Rentian. Shareholders and potential investors should exercise caution when dealing in the securities of Rentian, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board
Rentian Technology Holdings Limited
Kwok Kenneth Wai Lung
Executive Director

By order of the Board
Enterprise Development Holdings Limited
Lam Kai Tai
Chairman

Hong Kong, 19 January 2018

As at the date of this joint announcement, the board of directors of Rentian comprises the following individuals:

Executive directors

Ms. Yang Xiaoying
Mr. Tsang To
Mr. Yip Denis Shing Fai
Mr. Kwok Kenneth Wai Lung
Mr. Yuan Wenxin

Independent non-executive directors

Mr. Zhang Xiaoman
Mr. Chin Hon Siang
Mr. Huang Xin

As at the date of this joint announcement, the board of directors of Enterprise Development comprises the following individuals:

Executive directors

Mr. Lam Kai Tai (*Chairman*)
Mr. Li Jiang Nan
Ms. Fan Carol

Independent non-executive directors

Ms. Hu Gin Ing
Mr. Liu Jian
Mr. Li Wai Kwan

The directors of Rentian jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information relating to Enterprise Development), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than information relating to Enterprise Development) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of Enterprise Development jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information relating to Rentian), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than information relating to Rentian) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.