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## **HOPEFLUENT GROUP HOLDINGS LIMITED**

**合富輝煌集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 733)**

### **ANNOUNCEMENT IN RESPECT OF A BUSINESS COOPERATION FRAMEWORK AGREEMENT AND RESUMPTION OF TRADING**

This announcement is made by Hopefluent Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) 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).

#### **PROPOSED JOINT VENTURE**

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 29 January 2018, the Company entered into a framework agreement (the “**Framework Agreement**”) with Poly Real Estate Group Co., Ltd. (保利房地產(集團)股份有限公司) (“**Poly Real Estate**”) in relation to a proposed joint venture between the Company and Poly Real Estate for their respective primary and secondary real estate agency service businesses (the “**Proposed Joint Venture**”).

Poly Real Estate is a company established under the laws of the People’s Republic of China (the “**PRC**”) whose shares are listed on the Shanghai Stock Exchange (stock code: 600048) and is principally engaged in property development and distribution. Poly Real Estate, through its wholly-owned subsidiary, 保利地產投資顧問有限公司 (in English, for identification purpose only, Poly Real Estate Investment Consultancy Co., Ltd.) (“**Poly Consultancy**”), engages in the provision of primary and secondary real estate agency service. To the best of the Directors’ knowledge, information and belief, having made all

reasonable enquiries, Poly Real Estate and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules) and not a connected person of the Company.

## **FRAMEWORK AGREEMENT**

The major terms of the Framework Agreement are as follows:

### **Joint venture company**

Each of the Group and Poly Consultancy will transfer its entire primary and secondary real estate agency service businesses to a joint venture company which is expected to be owned as to 55–60% by the Group and as to 40–45% by Poly Real Estate (or its wholly-owned subsidiary). The final shareholding structure of the joint venture company will be subject to further negotiations between the parties.

### **Issue of new shares**

In addition, in order to further strengthen the cooperation between the Company and Poly Real Estate, the Company will allot and issue approximately 36,000,000 new shares of the Company (the “**Shares**”) to Poly Real Estate (or its nominee) at HK\$4.20 per new Share which was determined with reference to the highest prices of the Shares in the past twelve months and the intention that Poly Real Estate would own approximately 5% of the entire issued share capital of the Company as enlarged by the new Shares. The exact number of new Shares to be allotted and issued to Poly Real Estate will be subject to further negotiations between the parties.

The issue price of the new Shares of HK\$4.20 per new Share represents: (i) a premium of approximately 4.74% to the closing price of HK\$4.01 per Share as quoted on the Stock Exchange on 29 January 2018; and (ii) a premium of approximately 9.09% to the average closing price of HK\$3.85 per Share as quoted on the Stock Exchange on the last five trading days immediately prior to 29 January 2018.

### **Formal cooperation agreement**

The parties will use their best effort to enter into a formal cooperation agreement in relation to the Proposed Joint Venture on or before 31 May 2018.

### **Due diligence investigation and exclusivity**

Each of the Company and Poly Real Estate will conduct its due diligence investigation on the relevant business of the other party during the period commencing on the date of the Framework Agreement and ending on 31 May 2018 (or such longer period to be agreed). The parties have further agreed that they will not entertain any inquiries from any possible investor during the exclusivity period.

## GENERAL

The Group is principally engaged in the provision of real estate agency services, property management service and financial services in the PRC. It is expected that the business consolidation could allow the two groups of companies to cooperate with the other to further develop and expand their primary and secondary real estate agency service businesses in the PRC.

Save for certain provisions such as provisions on the issue price of the new shares to be allotted and issued by the Company, confidentiality and exclusivity, the other terms of the Framework Agreement are not legally binding.

**The Framework Agreement may or may not lead to the entering into of a formal and binding agreement for the Proposed Joint Venture. The Board wishes to emphasise that since the Proposed Joint Venture may or may not materialise or eventually be consummated, shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.**

Should the Proposed Joint Venture materialise, it may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement will be made by the Company as and when appropriate in accordance with the Listing Rules.

## RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 1:00 p.m. on 29 January 2018 pending the release of this announcement. Application has been made by the Company for resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 30 January 2018.

By order of the Board  
**Hopefluent Group Holdings Limited**  
**Fu Wai Chung**  
*Chairman*

Hong Kong, 29 January 2018

*As at the date of this announcement, the executive directors of the Company are Mr. FU Wai Chung, Ms. NG Wan, Ms. FU Man and Mr. LO Yat Fung; the non-executive director of the Company is Mr. MO Tianquan; and the independent non-executive directors of the Company are Mr. LAM King Pui, Mr. NG Keung and Mrs. WONG LAW Kwai Wah, Karen.*