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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**

### **VOLUNTARY ANNOUNCEMENT**

#### **TRANSFER OF SHARES BY CONTROLLING SHAREHOLDERS PURSUANT TO PRE-IPO INVESTMENTS SHARE ADJUSTMENTS ARRANGEMENTS**

This is a voluntary announcement made by the Company.

Reference is made to the prospectus dated 30 September 2008 (the “**Prospectus**”) and the supplemental prospectus dated 14 October 2008 (the “**Supplemental Prospectus**”) of the Company. Unless otherwise defined herein, the capitalized terms used in this announcement shall have the same meanings as defined in the Prospectus and the Supplemental Prospectus.

As disclosed on pages 88 to 89 of the Prospectus and page 6 of the Supplemental Prospectus, the terms of the pre-IPO Investments entered into between the Controlling Shareholders and the Investors gave rise to, *inter alia*, the QIPO Threshold Adjustment pursuant to which the Controlling Shareholders were to transfer Shares equivalent to approximately 3.62%, 1.76%, 0.40%, 2.05%, 0.33% and 0.18% in the share capital of the Company (as enlarged by the Capitalization Issue and the Global Offering before taking into account Shares that may be issued pursuant to the exercise of the Over-allotment Option) to each of the NW Investors, the Capital Funds, Sequoia, Global Giant Enterprises Limited, Ever Union Capital Limited and Palmas Assets Limited, respectively (as at the date of the Supplemental Prospectus and based on the New Offer Price of HK\$1.13).

Subsequent to issue of 2 billion Shares in the Company pursuant to the top-up placing undertaken by the Company in July 2009 (the details of which were published in the Company’s announcement dated 16 July 2009), the Company’s total issued share capital was increased to 22 billion Shares (the “**Current Capitalization**”) which remains current as of the date of this announcement.

The Company understands from the Controlling Shareholders that, as a result of the impact of the top-up placing, the number of Shares to be transferred by the Controlling Shareholders pursuant to the QIPO Threshold Adjustment would represent approximately 3.30%, 1.60%, 0.36%, 1.86%, 0.30% and 0.16% of the Current Capitalization to each of the NW Investors, the Capital Funds, Sequoia, Global Giant Enterprises Limited, Ever Union Capital Limited and Palmas Assets Limited, respectively, in exchange for consideration to be paid by each Investor of US\$1.00 in total (regardless of the number of Shares transferred to such Investor in respect of the QIPO Threshold Adjustment).

The Company further understands that 409,548,806 Shares, representing 1.86% of the Current Capitalization, have been transferred for the purpose of the QIPO Threshold Adjustment by the Controlling Shareholders to Global Giant Enterprises Limited on 12 January 2010 for an aggregate consideration of US\$1.00.

For further details regarding the terms and conditions and other information relating to the QIPO Threshold Adjustment (save for the percentages of Shares to be transferred, which have been altered as set out above), please refer to the relevant disclosures in the Prospectus and the Supplemental Prospectus.

By order of the Board  
**Renhe Commercial Holdings Company Limited**  
**Hung Fan Kwan**  
*Company Secretary*

Hong Kong, 19 January 2010

*As at the date of this announcement, the Board comprises: Mr. Dai Yongge, Mr. Zhang Dabin, Mr. Wang Hongfang, Ms. Wang Chunrong and Mr. Wang Luding as executive directors, Mrs. Hawken Xiuli, Ms. Jiang Mei, Ms. Zhang Xingmei, Mr. Ho Gilbert Chi Hang, Mr. Ho Hsiang-Ming James and Mr. Chi Miao as non-executive directors and Mr. Fan Ren-Da Anthony, Mr. Wang Shengli and Mr. Wang Yifu as independent non-executive directors.*

\* *For identification purposes only*