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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)

RESULT OF THE TENDER AND DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of Renhe Commercial Holdings Company Limited (the “**Company**”) dated 18 March 2016 in relation to, among others, the proposed disposal of certain shopping malls of the Company by way of tender (the “**Announcement**”). Unless otherwise defined in this announcement, defined terms used herein should have the same meanings ascribed in the Announcement.

RESULT OF TENDER

The Tender was closed on 20 April 2016. During the period of the Tender, DTZ has marketed the Disposal Properties extensively and approached a wide range of sizable institutional investors including asset management companies, insurance companies, private equity real estate funds and property developers to solicit their interests on the Disposal Properties. Despite the effort, the Company did not receive any letter of interest under the Tender. According to DTZ, the negative market sentiment was primarily attributed to (i) the lack of property title of the Disposal Properties which are civil air defense shelters; (ii) most of the Disposal Properties are not located in tier-one cities in the PRC; (iii) certain target buyers could only proceed the acquisition with an onshore deal structure; (iv) the negative market outlook of the retail and commercial property market in the PRC; and (v) the level of rental income derived from the Disposal Properties were not attractive from an investment perspective.

As stated in the Announcement, as a standby arrangement in the event of Unsuccessful Tender, the Company has entered into an Option Deed with the Standby Purchaser pursuant to which the Company was granted a Put Option to dispose the Target Company to the Standby Purchaser at a consideration of US\$1,000 million. The Target Company, upon completion of the Reorganisation, should indirectly hold all the Disposal Properties. The

* *For identification purposes only*

Company has exercised such Put Option on 18 March 2016 and the Completion contemplated thereunder is subject to the occurrence, satisfaction or waiver (as appropriate) of various conditions precedent stated therein, including the occurrence of Unsuccessful Tender which has been fulfilled as at the date of this announcement.

The Disposal contemplated under the Option Deed constituted a very substantial and connected transaction of the Company under the Listing Rules and is subject to, among others, the Independent Shareholders' Approval being obtained in the EGM.

DELAY IN DESPATCH OF CIRCULAR

As stated in the Announcement, the Circular containing, amongst other information, (i) further details on the Option Deed and Disposal contemplated thereunder, (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Disposal, (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Disposal; (iv) a valuation report of the Disposal Properties, and (v) a notice of the EGM will be despatched on or before 25 April 2016. As additional time is required for the preparation and finalization of certain information for inclusion in the Circular, the despatch date of the Circular will be postponed to a date falling on or before 29 April 2016.

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

Hong Kong, 21 April 2016

As at the date of this announcement, the executive Directors are Mr. Dai Yongge, Mr. Wang Hongfang, Mr. Hu Yuzhou, Mr. Zhou Jun and Mr. Dai Bin; 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.