

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*The information set out below in this joint announcement is provided for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares in Fullshare Holdings Limited or China High Speed Transmission Equipment Group Co., Ltd.*



**Fullshare Holdings Limited**

**豐盛控股有限公司**

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

**(Stock Code: 00607)**



**中國高速傳動設備集團有限公司\***

**China High Speed Transmission Equipment Group Co., Ltd.**

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

**(Stock code: 658)**

## **JOINT ANNOUNCEMENT**

### **INSIDE INFORMATION UPDATE ON THE POSSIBLE SALE AND PURCHASE AND THE POSSIBLE MANDATORY OFFER**

This joint announcement is made by the respective board of directors of Fullshare Holdings Limited (“**Fullshare**”) and China High Speed Transmission Equipment Group Co., Ltd. (“**CHS**”), pursuant to Rule 3.7 of the Takeovers Code, and the Inside Information Provisions under Part XIVA of the SFO.

References are made to the joint announcements issued by Fullshare and CHS dated (i) 18 January 2018 and 14 February 2018 in relation to, among other things, the Proposed Offer and the Possible Disposal; (ii) 15 March 2018 in relation to, among other things, the change of transaction structure from a possible conditional voluntary partial cash offer for the issued shares of CHS to the Possible Transaction and the Possible Mandatory Offer; (iii) 16 April 2018, 25 May 2018, 25 June 2018, 2 August 2018 and 3 September 2018 in relation to the monthly update of the Possible Transaction or the Possible Sale and Purchase (as the case may be) and the Possible Mandatory Offer; (iv) 25 April 2018 in relation to, among other things, the Earnest Money Agreement and the Supplemental MOU; and (v) 30 June 2018 in relation to the Framework Agreement, the Possible Sale and Purchase, the Possible CHS Disposal and the publication of the Preliminary Restructuring Report by the Potential Offeror (collectively, the “**Joint Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcements unless specified otherwise.

\* For identification purpose only

## **SUPPLEMENTAL EARNEST MONEY AGREEMENT AND SECOND SUPPLEMENTAL MOU**

As disclosed in the joint announcement dated 25 April 2018, Fullshare, Five Seasons and the Potential Offeror entered into an earnest money agreement (the “**Earnest Money Agreement**”), and Mr. Ji and the Potential Offeror entered into a supplemental agreement in relation to the original MOU (the “**First Supplemental MOU**”) on 24 April 2018 respectively, pursuant to which (i) the Potential Offeror shall provide an amount in cash or cash equivalents of RMB1 billion (the “**Earnest Money**”) to Fullshare (or its subsidiaries) as refundable earnest money and (ii) the term of the original MOUs have been extended to the earliest of the following: (a) 30 September 2018; (b) the date on which the announcement on the Possible Transaction is made pursuant to Rule 3.5 of the Takeovers Code; or (c) the date on which the Potential Offeror terminates the Possible Transaction by notice in writing to Fullshare and Five Seasons or, as the case may be, Mr. Ji.

Fullshare and CHS wish to update their respective shareholders and potential investors that, as informed by Five Seasons, on 28 September 2018, Fullshare, Five Seasons and the Potential Offeror have entered into a supplemental earnest money agreement (the “**Supplemental Earnest Money Agreement**”) and Mr. Ji and the Potential Offeror have entered into the second supplemental agreement in relation to the original MOUs and the First Supplemental MOU (the “**Second Supplemental MOU**”).

Pursuant to the Supplemental Earnest Money Agreement and the Second Supplemental MOU, the term of the Earnest Money Agreement and First Supplemental MOU has been extended to the earliest of the following: (i) 31 October 2018 (the “**Due Date**”); (ii) the date on which the announcement on the Possible Sale and Purchase is made pursuant to Rule 3.5 of the Takeovers Code; or (iii) the date on which the Potential Offeror terminates the Possible Sale and Purchase by notice in writing to Fullshare and Five Seasons. The respective obligations of Fullshare, Five Seasons, Mr. Ji and the Potential Offeror under the Earnest Money Agreement, the original MOUs and the First Supplemental MOU (including the exclusivity undertaking thereunder) will be extended accordingly. If and upon the earlier of: (i) the parties agreeing in writing not to proceed with the Possible Sale and Purchase; (ii) the Due Date; or (iii) such other date as agreed among the parties, then Fullshare shall refund and return in full the Earnest Money (without any income accrued thereon) to the Potential Offeror (or its nominee) within 15 business days. On the other hand, if the parties enter into the Definitive Agreement and the Earnest Money has not been refunded and returned by Fullshare to the Potential Offeror in accordance with the terms of the Supplemental Earnest Money Agreement, then the Earnest Money shall be dealt with in accordance with the terms of the Definitive Agreement. Save for the above, the terms under the original MOUs, the Earnest Money Agreement and the First Supplemental MOU remain unchanged.

Fullshare and CHS wish to update their respective shareholders and potential investors that as at the date of this joint announcement, as informed by the Potential Offeror and Five Seasons, (i) the discussions between Five Seasons and the Potential Offeror are still on-going; and (ii) save for the MOUs, the First Supplemental MOU, the Second Supplemental MOU, the Earnest Money Agreement, the Supplemental Earnest Money Agreement and the Framework Agreement (each contains certain legally binding provisions as disclosed in the Joint Announcements and this joint announcement), no commitment or any formal or legally binding agreement has been reached or entered into in respect of the material terms and conditions of the Possible Sale and Purchase.

## **MONTHLY ANNOUNCEMENTS**

Further announcement(s) setting out the progress of the Possible Sale and Purchase and the Possible Mandatory Offer will be made by Fullshare and CHS as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be) and in any event on a monthly basis until announcement of firm intention to make the offers under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the offers is made.

## **CAUTION**

**There is no assurance that the Possible Sale and Purchase will materialise. If the completion of the Possible Sale and Purchase takes place, the Potential Offeror shall make a mandatory offer pursuant to Rule 26.1 of Takeovers Code for the securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of CHS. Even if the Definitive Agreement is entered into among Fullshare, Five Seasons and the Potential Offeror, but if the conditions set out therein cannot be satisfied, the Definitive Agreement may or may not be consummated. As at the date of this joint announcement, 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 CHS.**

**Shareholders and potential investors of Fullshare and CHS should exercise caution when dealing in the securities of Fullshare or CHS, and if they are in doubt about their positions, they should consult their professional adviser(s).**

By Order of the Board  
**Fullshare Holdings Limited**  
**JI CHANGQUN**  
*Chairman*

By Order of the Board  
**China High Speed Transmission  
Equipment Group Co., Ltd.**  
**HU YUEMING**  
*Chairman*

Hong Kong, 28 September 2018

*As at the date of this joint announcement, the executive directors of Fullshare are Mr. Ji Changqun, Mr. Wang Bo and Ms. Du Wei; and the independent non-executive directors of Fullshare are Mr. Lau Chi Keung, Mr. Chow Siu Lui and Mr. Tsang Sai Chung.*

*As at the date of this joint announcement, the executive directors of CHS are Mr. Chen Yongdao, Mr. Wang Zhengbing, Mr. Zhou Zhijin, Mr. Hu Jichun and Ms. Zheng Qing; the non-executive directors of CHS are Mr. Hu Yueming and Mr. Yuen Chi Ping; and the independent non-executive directors of CHS are Dr. Chan Yau Ching, Bob, Ms. Jiang Jianhua, Mr. Jiang Xihe and Mr. Nathan Yu Li.*

*The directors of Fullshare jointly and severally accept full responsibility for accuracy of the information contained in this joint announcement (other than information relating to CHS) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by CHS) 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 CHS jointly and severally accept full responsibility for accuracy of the information contained in this joint announcement (other than information relating to Fullshare) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by Fullshare) 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.*