

# PAN HONG HOLDINGS GROUP LIMITED

(Incorporated in Bermuda)  
(Registration Number: 37749)



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## INCORPORATION OF JOINT VENTURE

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### 1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of Pan Hong Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that its subsidiary, Huzhou Runhe Investment Management Co., Ltd. (“**Huzhou Runhe Investment**”), has on 10 January 2019 incorporated a joint venture company in the People’s Republic of China known as “Yunnan Hanju Investment Co., Ltd.” (“**JV**”) with 4 other shareholders.

### 2. DETAILS OF THE JV

#### 2.1 Capital of the JV

The registered capital of the JV is RMB500 million, which has yet to be paid up by the shareholders.

Actual timing and amount of Huzhou Runhe Investment’s proportionate contribution to the registered capital of the JV to be paid up will be subject to mutual agreement of all the shareholders in accordance with the Articles of Association of the JV.

The incorporation of the JV would be funded by the Group’s internal resources and is not expected to have any material impact on the Group’s earnings per share or net tangible assets for the current financial year ending 31 March 2019.

#### 2.2 Shareholders and shareholdings of the JV

The shareholders and their respective shareholdings of the JV are as follows:

Shareholders	Shareholdings (%)	Registered Capital Contribution (unpaid) (RMB million)
Huzhou Runhe Investment	28.57%	142.85
Shanghai Dingxun Industries (Group) Co., Ltd.	28.57%	142.85
Hunan Hengcheng New Energy Technologies Co., Ltd.	28.57%	142.85
Shanghai Taiheng Investment (Group) Co., Ltd.	7.145%	35.725
Jiadingxun (Shenzhen) Investment Consultancy Co., Ltd.	7.145%	35.725

#### 2.3 Principal activities / Purpose of incorporation of the JV

Currently, Huzhou Runhe Investment and the other four shareholders are assessing investment options and the JV is dormant.

As the incorporation of a joint venture company in the People's Republic of China can take time, the Company has incorporated the JV with its joint venture partners as a project investment and investment management company so as to be in the position to enter into viable investment option(s) when the opportunity arises.

Further announcement(s) will be made in due course should it enter into any shareholder agreement, investment agreement(s) or investment option(s), and to the extent approvals from the Company's shareholders, regulatory approvals and/or other third parties are required to be obtained, the Company will seek to obtain such approvals in due course.

### **3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER**

None of the Company's directors or controlling shareholder has any interest, direct or indirect, when incorporating the JV (other than their shareholdings in the Company).

### **4. CAUTION STATEMENT**

There is no assurance that any investment or transaction mentioned in this announcement will materialize, eventually be completed, or requisite approvals be obtained. Shareholders of the Company and potential investors are urged to exercise caution when dealing in the shares and/or other securities of the Company.

By Order of the Board

Wong Lam Ping  
Executive Chairman

19 January 2019