

The Securities and Futures Commission of Hong Kong, 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.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of iOne Holdings Limited.

**Huajin Investment
Company Limited**

(incorporated in Samoa with limited liability)

**iOne Holdings Limited
卓智控股有限公司***

(incorporated in Bermuda with limited liability)

(Stock Code: 982)



**田生集團有限公司
RICHFIELD GROUP HOLDINGS LIMITED**

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

(Stock Code: 183)

JOINT ANNOUNCEMENT

(1) CONDITIONAL ACQUISITION AGREEMENT FOR HUAJIN INVESTMENT COMPANY LIMITED AND PARTIES ACTING IN CONCERT WITH IT TO ACQUIRE CONTROLLING SHAREHOLDING INTERESTS IN IONE HOLDINGS LIMITED

(2) POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER BY HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED ON BEHALF OF HUAJIN INVESTMENT COMPANY LIMITED TO ACQUIRE THE ISSUED SHARES OF IONE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY HUAJIN INVESTMENT COMPANY LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER OF IONE HOLDINGS LIMITED

(4) UNCONDITIONAL SPECIAL CASH DIVIDEND TO SHAREHOLDERS OF IONE HOLDINGS LIMITED AND BOOK CLOSE

(5) CONNECTED TRANSACTION FOR RICHFIELD GROUP HOLDINGS LIMITED INVOLVING ITS DISPOSAL OF 400 MILLION SHARES OF IONE HOLDINGS LIMITED UNDER THE CONDITIONAL ACQUISITION AGREEMENT

(6) RESUMPTION OF TRADING IN THE SHARES OF IONE HOLDINGS LIMITED

**Financial adviser to
Huajin Investment Company Limited**



Haitong International Capital Limited

** for identification purpose only*

CONDITIONAL ACQUISITION AGREEMENT

On 7 April 2014 (after trading hours), Huajin and the Investors (as purchasers), Mr. Wilson Pong, Profit Allied and Richfield (as sellers) and Huafa HK (as Huajin's guarantor) entered into the Acquisition Agreement, pursuant to which Huajin and the Investors conditionally agreed to purchase from the Sellers a total of 6,440,000,000 iOne Shares (70% of issued iOne Shares as at the date of this joint announcement).

The total consideration payable for the Acquisition Shares is HK\$399,280,000 payable in cash, representing approximately HK\$0.062 per Acquisition Share. Please refer to the section headed "Conditional Acquisition Agreement — Acquisition Consideration" in this joint announcement for further details regarding the payment of the Acquisition Consideration.

The Acquisition Completion is conditional upon the conditions described in the section headed "Conditional Acquisition Agreement — Conditions Precedent" in this joint announcement.

The Acquisition Completion is expected to take place on the fifth Business Day following satisfaction or waiver of all of the conditions precedent under the Acquisition Agreement or such other date as may be agreed by Profit Allied (for itself and on behalf of the other Sellers) and Huajin (for itself and on behalf of the Investors) in writing.

As at the date of this joint announcement and immediately prior to entering into the Acquisition Agreement, the Huajin Concert Group did not own or have control over any iOne Shares. Immediately after the Acquisition Completion, the Huajin Concert Group will own or control in aggregate 6,440,000,000 iOne Shares (70% of the issued iOne Shares as at the date of this joint announcement).

Huajin and the Investors have entered into the Shareholders Agreement to govern their relationship after the Acquisition Completion. Please refer to the section headed "Shareholders Agreement" in this joint announcement for a summary of the principal terms of the Shareholders Agreement.

POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER

Subject to and on the Acquisition Completion taking place, Huajin Concert Group will have acquired 70% of the issued iOne Shares, and Huajin will be obliged to make an unconditional mandatory cash offer under Rule 26.1 of the Takeovers Code for all of the issued iOne Shares (other than those already owned or agreed to be acquired by the Huajin Concert Group).

Haitong International Capital has been appointed as the financial adviser to Huajin in relation to the Offer. The Offer will be made by Haitong International Securities on behalf of Huajin on the following basis:

for each Offer Share HK\$0.062 in cash

The terms of the Offer is set out in the section headed “Possible unconditional mandatory cash offer — Principal terms of the Offer” in this joint announcement.

Haitong International Capital is satisfied that sufficient financial resources are, and will remain, available to Huajin to satisfy the acceptance of the Offer in full.

WARNING

As at the date of this joint announcement, the Offer is a possible unconditional cash offer only. The Offer under Rule 26.1 of the Takeovers Code will only be made if the Acquisition Completion takes place. If the Acquisition Completion fails to take place eventually, whether because any of the prescribed conditions precedents under the Acquisition Agreement fails to be satisfied (or waived, if applicable) in accordance with its terms or for other reasons, the Offer under Rule 26.1 will not be made. The issue of this joint announcement does not in anyway imply that the Offer will be made.

Huajin, iOne and Richfield will make an announcement (i) if and when the Acquisition Completion takes place in compliance with Rule 3.6 of the Takeovers Code, or alternatively (ii) if the Acquisition Completion cannot take place and the Acquisition Agreement is terminated as a result.

In addition, the iOne Shareholders and potential investors of iOne should also note that the Independent Board Committee has yet to consider and evaluate the Offer. iOne Board makes no recommendation as to the fairness or reasonableness of the Offer or regarding acceptance of the Offer in this joint announcement. iOne Board also recommends the iOne Shareholders not to form a view or decide on the Offer until they have received and considered the contents of the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser. Shareholders and potential investors of iOne Shares are reminded to exercise caution when trading in iOne Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional adviser.

INDEPENDENT BOARD COMMITTEE, INDEPENDENT FINANCIAL ADVISER AND DESPATCH OF COMPOSITE DOCUMENT

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive directors of iOne, namely Mr. Ng Chi Ming, Mr. Lung Hung Cheuk and Mr. Yip Tai Him, has been established by iOne to advise the Offer Shareholders in respect of the Offer, if it is made.

Optima Capital Limited has been appointed the independent financial adviser to advise the Independent Board Committee in respect of the Offer, if it is made.

If the obligation to make the Offer arises, it is the intention of Huajin and iOne to combine and despatch the offer document and the offeree company's board circular in the Composite Document to the Offer Shareholders as soon as practicable. The Composite Document will set out, among other things, (a) the expected timetable in relation to the Offer, (b) a letter from Haitong International Securities setting out the terms of the Offer made on behalf of Huajin, and (c) letters from the Independent Board Committee and the Independent Financial Adviser to be appointed, together with a form of acceptance and transfer.

Under Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within 21 days from the date of this joint announcement. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of the general offer is subject to prior fulfilment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. As it is expected that the conditions precedent under the Acquisition Agreement will not be satisfied within 21 days from the date of this joint announcement, an application will be made to the Executive in respect of Note 2 to Rule 8.2 of the Takeovers Code for his consent to extend the date of posting of the Composite Document to a date falling within 7 days of fulfilment of the conditions or such other date as the Executive may approve.

UNCONDITIONAL SPECIAL CASH DIVIDEND AND BOOK CLOSE

The iOne Directors resolved on 14 April 2014 to declare the Special Cash Dividend on the following basis:

for each iOne Share HK\$0.02348 in cash

iOne Shareholders whose names appear on the register of members of iOne on 20 May 2014 are eligible to receive their entitlements to the Special Cash Dividend. It should be noted that the eligibility of the iOne Shareholders to receive the Special Cash Dividend is not conditional on or otherwise dependent on whether they accept the Offer or not.

The declaration of the Special Cash Dividend is not conditional on the Acquisition Completion or the Acquisition Agreement in any respect. The Special Cash Dividend will be paid by iOne to the eligible iOne Shareholders regardless of whether the Acquisition Completion takes place or not eventually.

The Special Cash Dividend in an aggregate amount of HK\$216,016,000 will be paid in cash out of iOne's distributable profits.

The register of members of iOne will be closed from 19 May to 20 May 2014 (both days inclusive) to determine the holders of iOne Shares who are eligible to receive the Special Cash Dividend. During this period no transfer of iOne Shares will be registered. The Special Cash Dividend is expected to be paid on or around 11 June 2014.

In order to qualify for the Special Cash Dividend, all transfer of iOne Shares accompanied by the relevant share certificate(s) and transfer form(s) must be lodged with iOne's Hong Kong branch share registrar, Tricor Investor Services Limited at the following address for registration no later than 4:30 p.m. on 16 May 2014.

Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

CONNECTED TRANSACTION FOR RICHFIELD

The sale of 400,000,000 iOne Shares held by Richfield for a total consideration of HK\$24,800,000 under the Acquisition Agreement constitutes or is deemed to be a connected transaction for Richfield under Chapter 14A of the Listing Rules. Since all of the applicable percentage ratios in respect of Richfield's disposal of 400,000,000 iOne Shares are below 5%, this disposal is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

RESUMPTION OF TRADING

The trading in iOne Shares on the Stock Exchange has been halted with effect from 9:00 a.m. (Hong Kong time) on 8 April 2014 pending release of this joint announcement. iOne has made an application to the Stock Exchange for the resumption of trading in iOne Shares with effect from 9:00 a.m. (Hong Kong time) on 5 May 2014.

INTRODUCTION

Following the First Announcement and the subsequent update announcement issued by iOne on 10 March 2014 and 9 April 2014 respectively, Huajin and iOne issue this joint announcement in respect of, among other things, the Acquisition Agreement, the Offer and the Special Cash Dividend declared by iOne Board.

Richfield issues this joint announcement in relation to the disposal of the Richfield Disposal Shares, comprising 400,000,000 iOne Shares, as conditionally agreed under the Acquisition Agreement constituting a connected transaction for Richfield in compliance with Chapter 14A of the Listing Rules.

CONDITIONAL ACQUISITION AGREEMENT

On 7 April 2014 (after trading hours), Huajin and the Investors (as purchasers), Mr. Wilson Pong, Profit Allied and Richfield (as sellers) and Huafa HK (as Huajin's guarantor) entered into the Acquisition Agreement, the material terms of which are set out below:

Parties

- (a) Sellers:
- (1) Mr. Wilson Pong, who is the ultimate controlling shareholder of iOne. Mr. Wilson Pong will also guarantee the due and punctual performance of the obligations of Profit Allied under the Acquisition Agreement.
 - (2) Profit Allied
 - (3) Richfield
- (b) Purchasers:
- (1) Huajin
 - (2) Investor A
 - (3) Investor B
 - (4) Investor C
 - (5) Investor D
 - (6) Investor E
 - (7) Investor F
- (c) Huajin's Guarantor: Huafa HK, the holding company of Huajin, will guarantee the due and punctual performance of the obligations of Huajin under the Acquisition Agreement

Profit Allied is a company wholly-owned by Mr. Wilson Pong. As at the date of this joint announcement, Mr. Wilson Pong and Profit Allied own and control 563,000,000 iOne Shares (approximately 6.12% of the issued iOne Shares) and 5,712,000,000 iOne Shares (approximately 62.09% of the issued iOne Shares), respectively.

As at the date of this joint announcement, Mr. Wilson Pong owns and controls about 37.05% of the issued Richfield Shares directly and indirectly through Virtue Partner Group Limited (which is wholly owned by Mr. Wilson Pong). As at the date of this joint announcement, Richfield owns and controls 400,000,000 iOne Shares (approximately 4.35% of the issued iOne Shares).

As at the date of this joint announcement, Mr. Wilson Pong, Profit Allied and Richfield directly and indirectly own and control in aggregate 6,675,000,000 iOne Shares (approximately 72.55% of the issued iOne Shares). Profit Allied and Richfield will cease to have any interest in iOne Shares after the Acquisition Completion. Mr. Wilson Pong will retain 235,000,000 iOne Shares (approximately 2.55% of the issued iOne Shares) after the Acquisition Completion.

Huajin is an investment holding company incorporated in Samoa and wholly-owned by Huafa HK, which is in turn wholly-owned by Zhuhai Huafa, a state-owned enterprise wholly-owned by Zhuhai SASAC.

Investor A is a company incorporated in the British Virgin Islands with limited liability on 23 April 2012. It is an investment holding company and owned as to 85%, 10% and 5% by Mr. Cai Guang, Mr. Wang Aizhi and Mr. Wan Jie, respectively.

Investor B is a company incorporated in Samoa with limited liability on 25 March 2014. It is an investment holding company and beneficially owned by Mr. Cai Guang.

Investor C is a company incorporated in Samoa with limited liability on 25 March 2014. It is an investment holding company and wholly-owned by Mr. Chen Xiangeng.

Investor D is a company incorporated in Samoa with limited liability on 10 February 2014. It is an investment holding company and wholly-owned by Mr. Chen Xiangeng.

Investor E is a company incorporated in the British Virgin Islands with limited liability on 5 December 2005. It is an investment holding company and wholly-owned by Mr. Ren Yuanlin.

Investor F is a company incorporated in Hong Kong with limited liability on 12 September 2006. It is an investment holding company and wholly-owned by Mr. Chang Liang.

Huajin, Huafa HK, the Investors and their respective ultimate beneficial owners are third parties independent of, and not connected with (a) iOne and its connected persons; (b) the Sellers and their respective associates, save that Huajin and Huafa HK will become controlling shareholders of iOne upon the Acquisition Completion.

Acquisition Shares

The Acquisition Shares to be sold to the Purchasers comprise a total of 6,440,000,000 iOne Shares. Profit Allied, Mr. Wilson Pong and Richfield will sell 5,712,000,000, 328,000,000 and 400,000,000 iOne Shares under the Acquisition Agreement, respectively. The Acquisition Shares will be sold to the Purchasers free from all Encumbrances and with all rights attached to them, including the right to receive all dividends (excluding the Special Cash Dividend) and other distributions declared, made or paid on or after the date of the Acquisition Completion.

The Acquisition Shares to be purchased by each of the Purchasers and to be sold by each of the Sellers are as follows:

Purchaser	Seller	Number of Acquisition Shares to be purchased/sold	Approximate % to the issued iOne Shares as at the date of this announcement^(Note)
Huajin	Profit Allied	2,979,600,000 iOne Shares	32.39
	Mr. Wilson Pong	328,000,000 iOne Shares	3.57
	Richfield	400,000,000 iOne Shares	4.35
Investor A	Profit Allied	426,953,600 iOne Shares	4.64
Investor B	Profit Allied	483,846,400 iOne Shares	5.26
Investor C	Profit Allied	426,953,600 iOne Shares	4.64
Investor D	Profit Allied	483,846,400 iOne Shares	5.26
Investor E	Profit Allied	400,800,000 iOne Shares	4.36
Investor F	Profit Allied	510,000,000 iOne Shares	5.54
	Total	<u>6,440,000,000 iOne Shares</u>	<u>70.00</u>

Note: The total percentage does not add up to 70% due to rounding differences.

Adjustment of the number of Acquisition Shares to be purchased by the Purchasers

If for whatever reason, any one or more of the Investors fail(s) to complete the purchase of all of its/their respective Acquisition Shares (hereinafter referred to as the “**Untaken Acquisition Shares**”) at the Acquisition Completion, Huajin shall have the obligation to complete the purchase of all the Untaken Acquisition Shares and to pay the amount of the Acquisition Consideration attributable to such Untaken Acquisition Shares to the relevant Seller(s) at the Acquisition Completion.

The Sellers and the Purchasers are not obliged to complete the Acquisition unless the sale and purchase of all of the 6,440,000,000 iOne Shares is completed simultaneously.

Acquisition Consideration

The Acquisition Consideration for the Acquisition Shares is HK\$399,280,000 (representing HK\$0.062 per Acquisition Share) in cash. The consideration per Acquisition Share of HK\$0.062 is equivalent to the Offer Price, the comparisons of value of which are set out in the paragraph headed “Comparisons of value” below.

In proportion to the number of Acquisition Shares to be purchased/sold by each of the Purchasers/Sellers, the Acquisition Consideration payable by each of the Purchasers and the Seller entitled to receive the relevant amount of the Acquisition Consideration are as follows:

Purchaser	Amount of the Acquisition Consideration payable/receivable	Seller entitled to receive the relevant amount of the Acquisition Consideration
Huajin	HK\$184,735,200.00	Profit Allied
	HK\$20,336,000.00	Mr. Wilson Pong
	HK\$24,800,000.00	Richfield
Investor A	HK\$26,471,123.20	Profit Allied
Investor B	HK\$29,998,476.80	Profit Allied
Investor C	HK\$26,471,123.20	Profit Allied
Investor D	HK\$29,998,476.80	Profit Allied
Investor E	HK\$24,849,600.00	Profit Allied
Investor F	HK\$31,620,000.00	Profit Allied
Total	<u>HK\$399,280,000.00</u>	

The Acquisition Consideration was agreed after arm's length negotiations. The considerations taken into account during the negotiations over the Acquisition Consideration include, among other things, the recent market price of iOne Shares, liquidity of iOne Shares, any control premium attributable to the Acquisition Shares taken as a whole, the financial position and prospects of the business of iOne Group and the Special Cash Dividend.

Payment Arrangements

The Acquisition Consideration shall be payable by the Purchasers to the relevant Sellers at the Acquisition Completion.

Escrow Arrangements

Profit Allied agreed that a sum of HK\$50,000,000 (the "**Escrow Amount**") shall be paid to the Escrow Agent at the Acquisition Completion for its deposit into the Escrow Account. The Escrow Agent shall hold and keep in custody and deal with the Escrow Fund in accordance with the terms of Escrow Agreement. The Escrow Fund shall be used to settle any payment payable by Profit Allied and/or Mr. Wilson Pong to Huajin in respect of any claims for breach of any obligations of Profit Allied and/or Mr. Wilson Pong or any representations and warranties given under by them under the Acquisition Agreement. The Escrow Fund, to the extent not subject to such claims made on or before 31 March 2016 (being the last date prescribed for making such claims under the Acquisition Agreement) will be released to Profit Allied in accordance with the Escrow Agreement.

Conditions precedent

The Acquisition Completion is conditional on:

- (a) all necessary consents on or approvals (if required) by the regulatory authorities (including, but not limited to, the Stock Exchange and the SFC) or otherwise required under the relevant law and regulations having been obtained by the Sellers for the sale of the Acquisition Shares, the entering into and implementation of the Acquisition Agreement and the transactions contemplated thereunder;
- (b) the obtaining of all consents, approvals, clearances and authorisations of Zhuhai SASAC and Zhuhai Municipal People's Government by Huajin for the entering into and implementation of the terms of the Acquisition Agreement and other relevant documents;
- (c) the Special Cash Dividend having been approved and declared by iOne Board and the identities of iOne Shareholders entitled to the Special Cash Dividend having been determined on the record date in accordance with the Listing Rules and all applicable laws and regulations, and the payment of the Special Cash Dividend becoming unconditional;
- (d) the completion of the Investment Arrangements;
- (e) all warranties and representations given by the relevant Sellers under the Acquisition Agreement remaining true, correct and not misleading in all material respects as at the date of the Acquisition Completion; and
- (f) the Stock Exchange and the Executive confirming in writing (where applicable) that they have no further comments on the announcement to be issued in relation to the Acquisition Agreement and the transactions contemplated thereunder and the Offer, and such announcement having been uploaded onto the website of the Stock Exchange pursuant to the Listing Rules.

Huajin may, to such extent as it thinks fit and is legally entitled to do so, waive the condition precedent set out in paragraphs (d) and (e) above.

If any of the conditions precedent set out above are not fulfilled or waived (as the case may be) on or before 5:00 p.m. on the Longstop Date, the Acquisition Agreement will terminate forthwith unless otherwise agreed in writing between Huajin (for itself and on behalf of the Investors) and the Sellers.

Acquisition Completion

Acquisition Completion is expected to take place on the fifth Business Day following the satisfaction or waiver of all the conditions precedent under the Acquisition Agreement, or such other date as may be agreed by Profit Allied (for itself and on behalf of the other Sellers) and Huajin (for itself and on behalf of the Investors) in writing.

Acquisition Completion is expected to take place not later than mid-June 2014 if the conditions precedent stated above are satisfied (or waived, if applicable) on or before the Longstop Date.

Guarantee

Mr. Wilson Pong has guaranteed the performance of Profit Allied's obligations under the Acquisition Agreement, and Huafa HK has guaranteed the performance of Huajin's obligations under the Acquisition Agreement.

Warranties and Representations

The Sellers have given warranties and representations to the Purchasers which are customary in the circumstances, in respect of, among other things, the legal status, financial conditions, business, operations and assets in relation to iOne.

In particular, each of Profit Allied and Mr. Wilson Pong has given the following specific warranties in relation to the financial conditions, business, operations and assets of iOne:

1. The cash and cash equivalents (excluding the amount payable for the Special Cash Dividend and the book value of unlisted equity investment held by iOne (which had zero book value as at the date of this joint announcement)) as at the date of the Acquisition Completion (for the avoidance of doubt, after the completion of the Investment Arrangements) of iOne will be no less than HK\$19,400,000.
2. The net asset value (exclusive of the amount payable for the Special Cash Dividend and the book value of certain investments held by iOne, and assuming that the Special Cash Dividend has been paid in full and for the avoidance of doubt, after the completion of the Investment Arrangements) of iOne Group, iOne (excluding the investments in subsidiaries and amount due from subsidiaries (if any)) and iOne Group (excluding iOne) as at the date of the Acquisition Completion will not be less than HK\$60,000,000, HK\$20,000,000 and HK\$40,000,000, respectively.

The Investment Arrangements, to be completed before the Acquisition Completion, will result in an increase of approximately RMB5,000,000 (equivalent to approximately HK\$6,250,000) in the cash and cash equivalents of iOne.

SHAREHOLDERS AGREEMENT

On 7 April 2014, Huajin and the Investors entered into the Shareholders Agreement to govern their relationship after the Acquisition Completion, which will become effective subject to and upon the Acquisition Completion. The principal terms of the Shareholders Agreement are summarised as follows:

Restrictions on dealings

Each of the Investors undertakes and covenants with Huajin that, without the prior written consent of Huajin, it shall not:

- (a) so long as the Investor is considered (or deemed) as a person acting in concert of Huajin, acquire any voting rights in iOne which may give rise to an obligation on Huajin to make a mandatory general offer under Rule 26 of the Takeovers Code;
- (b) acquire voting rights in iOne resulting it becoming a connected person of iOne; or
- (c) deal with the iOne Shares if this would violate the applicable laws and regulations, including but not limited to the Listing Rules, the Takeovers Code and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Right of first refusal

Each of the Investors grants the right of first refusal to Huajin during the 6 months following the date of the Acquisition Completion. Each of the Investors may transfer any or all of its iOne Shares to a party other than Huajin only to the extent that Huajin has not exercised its right of first refusal in respect of all or part of such iOne Shares to purchase such iOne Shares on the same terms and conditions as in the proposed third-party transfer.

Board of directors and senior management

Following the Acquisition Completion, each of the Investors covenants and agrees that it will not nominate any person(s) to iOne Board or the senior management of iOne, and only Huajin is entitled to nominate for appointment by iOne person(s) to iOne Board or the senior management of iOne.

Voting

If one of the Investors is required to abstain from voting with respect to a transaction under the Listing Rules (due to material interest in such transaction or otherwise), such abstention will not preclude the other Investors from voting with respect to such transaction (to the extent permissible under the Listing Rules), and the other Investors will be permitted to exercise its voting rights in its absolute discretion and independent judgment for its own interest without reference to the interest or desires of the Investor who is precluded from voting.

POSSIBLE UNCONDITIONAL MANDATORY CASH OFFER

As at the date of this joint announcement and immediately prior to entering into the Acquisition Agreement, the Huajin Concert Group did not own or have control over any iOne Shares.

Under Rule 26.1 of the Takeovers Code a mandatory general offer must be made where any person or group of persons acting in concert acquire 30% or more of the voting rights of a company to which the Takeovers Code applies.

Subject to and upon the Acquisition Completion, the Huajin Concert Group will own or control in aggregate 6,440,000,000 iOne Shares (70% of the issued iOne Shares). As a result, Huajin will be required to make an unconditional mandatory cash offer under Rule 26.1 of the Takeovers Code for all of the issued iOne Shares (other than those already owned or agreed to be acquired by the Huajin Concert Group).

Principal terms of the Offer

Haitong International Capital has been appointed as the financial adviser to Huajin in relation to the Offer. If and when the obligation to make the Offer arises under Rule 26.1, the Offer will be made by Haitong International Securities on behalf of Huajin and the terms of the Offer will be as follows:

Offer Price

The Offer will be made on the following basis:

for each Offer Share HK\$0.062 in cash

If the Offer is made, the Offer Shares will be acquired by Huajin fully paid and free from all Encumbrances and together with all rights attaching or accruing to them on or after the date on which the Offer is made, that is, the date of posting of the Composite Document, including the right to all dividends and other distributions (excluding the Special Dividend) declared, made or paid on or after the date on which the Offer is made.

Comparisons of value

The closing price of iOne Shares as quoted on the Stock Exchange on the Last Trading Day was HK\$0.211.

The Offer Price of HK\$0.062 per Offer Share represents:

- (a) a discount of approximately 70.62% to the closing price of HK\$0.211 per iOne Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 72.35% to the average closing price of approximately HK\$0.2242 per iOne Share for the last 5 trading days up to and including the Last Trading Day;

- (c) a discount of approximately 71.89% to the average closing price of approximately HK\$0.2206 per iOne Share for the last 10 trading days up to and including the Last Trading Day;
- (d) a discount of approximately 57.62% to the average closing price of approximately HK\$0.1463 per iOne Share for the last 30 trading days up to and including the Last Trading Day;
- (e) a discount of approximately 43.01% to the average closing price of approximately HK\$0.1088 per iOne Share for the last 60 trading days up to and including the Last Trading Day;
- (f) a premium of approximately 103.28% over the audited consolidated net asset value per Share of approximately HK\$0.0305 per iOne Share as at 31 December 2013 (based on 9,200,000,000 iOne Shares in issue as at the date of this joint announcement);
- (g) a discount of approximately 4.32% to the average closing price of approximately HK\$0.0648 per iOne Share for the last 6 months up to and including 7 March 2014 (being the last trading day before commencement of the Offer Period); and
- (h) a premium of approximately 9.73% to the average closing price of approximately HK\$0.0565 per iOne Share for the last 12 months up to and including 7 March 2014 (being the last trading day before commencement of the Offer Period).

Highest and lowest prices of iOne Shares

The highest and lowest closing prices of iOne Shares as quoted on the Stock Exchange during the six-month period preceding the Last Trading Day, and including the Last Trading Day, were respectively HK\$0.234 per iOne Share on 21 March 2014 and HK\$0.045 per iOne Share on 17 and 23 October 2013.

The Offer Price equals the highest consideration per iOne Share paid by Huajin Concert Group in the 6 months prior to the date of this joint announcement.

Apart from the Acquisition, there have been no other dealings in iOne Shares by Huajin Concert Group, in the 6 months prior to the date of this joint announcement.

Total consideration

iOne has 9,200,000,000 iOne Shares in issue as at the date of this joint announcement. There are no outstanding warrants, derivatives, options or other securities which may confer any rights to the holders(s) thereof to subscribe for, convert or exchange into iOne Shares. iOne has not entered into any agreement for the issue of any iOne Shares or any warrants, derivatives, options or other securities which may confer any rights to the holders(s) thereof to subscribe for, convert or exchange into iOne Shares as at the date of this joint announcement. Based on the Offer Price of HK\$0.062 per iOne Share, the 9,200,000,000 iOne Shares in issue as at the date of this joint announcement are valued at HK\$570,400,000.

Subject to the Acquisition Completion taking place, the Offer will be made to all Offer Shareholders based on the Offer Price, the Offer for the 2,760,000,000 Offer Shares is valued at HK\$171,120,000.

Confirmation of financial resources

Assuming that the Offer is made and accepted in full by the Offer Shareholders, the maximum amount payable under the Offer will be HK\$171,120,000.

Huajin intends to finance the Acquisition Consideration and the total consideration payable by Huajin under the Offer from its internal resources. Haitong International Capital has been appointed as the financial adviser to Huajin in relation to the Offer. Haitong International Capital is satisfied that sufficient financial resources are, and will remain, available to Huajin to satisfy the Acquisition Consideration and the acceptance of the Offer in full.

Offer Pre-condition and Condition

The making of the Offer will be subject to the Acquisition Completion taking place.

The Offer itself, if and when made, will not be subject to any conditions.

Offer period

The Offer, if made, will be open for acceptance from the date when the Composite Document is despatched to the Offer Shareholders for a minimum period of 21 days.

Further arrangements or agreements

As at the date of this joint announcement:

- (a) the members of the Huajin Concert Group (i) do not own or have control or direction over any iOne Shares, (ii) do not hold any convertible securities, warrants, options, or derivatives in respect of iOne Shares, and (iii) have not received any other irrevocable commitment to accept the Offer;
- (b) there is no outstanding derivative in respect of the securities of iOne which has been entered into by any member of the Huajin Concert Group;
- (c) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of Huajin or iOne and which might be material to the Offer;
- (d) save as disclosed in the section headed “Possible unconditional mandatory cash offer” in this joint announcement, there are no agreements or arrangements to which Huajin is a party which relate to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; and
- (e) no member of the Huajin Concert Group has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in iOne, save for any borrowed securities which have been either on-lent or sold.

Effect of accepting the Offer

The Offer, subject to the Acquisition Completion taking place, will be unconditional. By accepting the Offer, the Offer Shareholders will sell their iOne Shares free from encumbrances and together with all rights attaching to them, and all dividends and distributions (excluding the Special Dividend) recommended, declared, made or paid on or after the date on which the Offer is made, that is, the date of posting the Composite Document.

Acceptance of the Offer by any person will constitute a warranty by such person to Huajin that the Offer Shares acquired are fully paid and free from all liens, charges, options, equities, encumbrances or other third party rights of any nature and will be acquired together with all rights attaching or accruing to them on or after the date on which the Offer is made, that is, the date of posting of the Composite Document, including the right to all dividends and other distributions (excluding the Special Dividend) declared, made or paid on or after the date on which the Offer is made. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

The Offer will be made in compliance with the Takeovers Code which is administered by the Executive.

Offer Shareholders outside Hong Kong

The Offer will be available to all Offer Shareholders, including those who are not resident in Hong Kong. The making of the Offer to persons not resident in Hong Kong may be affected by laws and regulations of the relevant overseas jurisdictions. Any Offer Shareholders who are not resident in Hong Kong should observe any applicable legal or regulatory requirements and restrictions in their own jurisdiction and, where necessary, seek legal advice.

It is the sole responsibility of the Offer Shareholders who wish to accept the Offer to satisfy themselves of the full observance of the laws and regulations of the relevant non-Hong Kong jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with the other necessary formalities and the payment of any transfer or other taxes due by the accepting Offer Shareholder in respect of such jurisdictions).

If the receipt of the Composite Document by overseas Offer Shareholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Composite Document, subject to the Executive's consent, will not be despatched to such overseas Offer Shareholders. In those circumstances, Huajin will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

Settlement of consideration

A cheque for the amount due to each Offer Shareholder who validly accepts the Offer (less sellers' ad valorem stamp duty payable for the Offer Shares tendered by him under the Offer) will be despatched to the accepting Offer Shareholder by ordinary post at his own risk as soon

as possible but in any event within 7 Business Days following the date of receipt of the duly completed form of acceptance and transfer and all relevant documents by the Registrar from the Offer Shareholder accepting the Offer.

No fractions of a cent will be payable and the amount of cash consideration payable to an Offer Shareholder who accepts the Offer will be rounded up to the nearest cent.

Stamp duty

Sellers' ad valorem stamp duty arising in connection with acceptance of the Offer which is payable by each accepting Offer Shareholder at the rate of HK\$1.00 for every HK\$1,000.00 or part thereof of the consideration payable by Huajin for such person's iOne Shares will be deducted from the cash amount due to such accepting Offer Shareholder.

Huajin will arrange for payment of the sellers' ad valorem stamp duty on behalf of the relevant accepting Offer Shareholders and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Offer and the transfers of the Offer Shares on its own behalf.

INFORMATION OF THE OFFEROR

Huajin is an investment holding company incorporated in Samoa and wholly-owned by Huafa HK, a limited liability company incorporated in Hong Kong whose principal business is investment holding. Huafa HK is wholly-owned by Zhuhai Huafa, a state-owned enterprise wholly-owned by Zhuhai SASAC with its business operations primarily conducted in Zhuhai, Guangdong Province. Zhuhai Huafa, through its subsidiaries, is principally engaged in six major business segments, namely, urban operations, property development, financial investment, education, media and tourism, trade logistics as well as modern services.

INFORMATION OF THE INVESTORS

Investor A is a company incorporated in the British Virgin Islands with limited liability on 23 April 2012. It is an investment holding company and owned as to 85%, 10% and 5% by Mr. Cai Guang, Mr. Wang Aizhi and Mr. Wan Jie, respectively. Investor B is a company incorporated in Samoa with limited liability on 25 March 2014. It is an investment holding company and beneficially owned by Mr. Cai Guang. A company controlled by Mr. Cai Guang is principally engaged in properties construction in PRC and is one of the business acquaintances of Zhuhai Huafa and/or its subsidiaries in property development and urban operations industry.

Investor C is a company incorporated in Samoa with limited liability on 25 March 2014. Investor D is a company incorporated in Samoa with limited liability on 10 February 2014. Both of Investor C and Investor D are investment holding companies and wholly-owned by Mr. Chen Xiangeng. A company controlled by Mr. Chen Xiangeng is principally engaged in renovation and decoration of properties in PRC and is one of the business acquaintances of Zhuhai Huafa and/or its subsidiaries in property development and urban operations industry.

Investor E is a company incorporated in the British Virgin Islands with limited liability on 5 December 2005. It is an investment holding company and wholly-owned by Mr. Ren Yuanlin. Investor F is a company incorporated in Hong Kong with limited liability on 12 September

2006. It is an investment holding company and wholly-owned by Mr. Chang Liang. The respective owners of the Investor E and Investor F are the business acquaintances of Zhuhai Huafa and/or its subsidiaries in financial investment industry.

REASONS FOR THE JOINT ACQUISITION OF THE IONE SHARES BY HUAJIN AND THE INVESTORS

With reference to the background and financial resources of Zhuhai Huafa and its subsidiaries, and the Investors and their beneficial owners, Huajin and the Investors consider their joint acquisition of iOne Shares will provide more inputs in formulating suitable business strategy for the growth of the iOne Group in long run, strengthen the cooperation among Zhuhai Huafa and its subsidiaries and the beneficiary owners of the Investors, and diversify their investment risks involved in the Acquisition.

INTENTIONS REGARDING THE BUSINESS OF IONE GROUP

Huajin intends to continue the existing businesses of the iOne Group, including provision of financial printing service in financial sector, and has no intention to dispose of or downsize the iOne Group's existing businesses nor dispose of or inject any of its businesses to the iOne immediately after completion of the Offer. Huajin will, following completion of the Offer, conduct a detailed review of the operations of the iOne Group with a view to developing suitable business strategy to enhance the growth of its business and asset base as well as to broaden its income stream, which may include, subject to the market conditions, the expansion of the scope of business of the iOne Group should appropriate opportunities arise. Subject to due compliance with the Listing Rules and the Takeovers Code, this may or may not include the injection of assets or businesses into the iOne Group by Zhuhai Huafa. Zhuhai Huafa will keep the shareholders of iOne Group informed by further announcement if it decides on anything that requires disclosure pursuant to the Takeovers Code or the Listing Rules.

As at the date of this joint announcement, Huajin has no intention to introduce any significant changes in the business of the iOne Group, including acquisition, disposal and/or redeployment the assets and businesses of the iOne Group, other than in its ordinary course of business, following completion of the Offer.

INFORMATION ABOUT IONE GROUP

iOne acts as an investment holding company. iOne Group is principally engaged in the provision of financial printing services, which mainly include the printing of IPO prospectuses, financial reports, company announcements, circulars, legal compliance documents, research reports, corporate brochures and newsletters. As announced by iOne in its announcement dated 30 December 2013 and the announcement dated 28 March 2014 of the final results of iOne for the financial year ended 31 December 2013, iOne Group is also engaged property investments in Hong Kong in order to maximize the return to iOne Shareholders. iOne Group will continue to identify other good and suitable locations for property investment. Such diversification of business is expected to enable iOne Group to broaden its income stream.

iOne Group reported audited profits before and after tax of approximately HK\$37,325,000 and HK\$31,890,000, respectively, for the financial year ended 31 December 2012. In the

announcement dated 28 March 2014 of the final results of iOne Group for the financial year ended 31 December 2013, iOne Group's audited profits both before and after tax were approximately HK\$25,344,000 and HK\$19,902,000 respectively for the financial year ended 31 December 2013. As at 31 December 2013, iOne Group reported audited net assets of approximately HK\$280,886,000.

Shareholding structure of iOne

The shareholding structure of iOne as at the date of this joint announcement and the impact of the Acquisition Completion is described below:

Name of iOne Shareholder	Number of iOne Shares as at the date of this joint announcement	Approximate %	Number of iOne Shares immediately after the Acquisition Completion	Approximate %
Mr. Wilson Pong	563,000,000	6.12	235,000,000	2.55
Profit Allied (<i>Note 1</i>)	<u>5,712,000,000</u>	<u>62.09</u>	<u>Nil</u>	<u>0.00</u>
<i>Sub-Total:</i>	6,275,000,000	68.21	235,000,000	2.55
Richfield (<i>Note 2</i>)	400,000,000	4.35	Nil	0.00
iOne Directors:				
– Mr Lee Wing Yin	640,000	0.007	640,000	0.007
– Mr. Lau Wai Shu	2,000,000	0.022	2,000,000	0.022
Huajin Concert Group	Nil	0.00	6,440,000,000	70.00
Public iOne Shareholders	<u>2,522,360,000</u>	<u>27.41</u>	<u>2,522,360,000</u>	<u>27.41</u>
Total	<u>9,200,000,000</u>	<u>100.00</u>	<u>9,200,000,000</u>	<u>100.00</u>

Notes:

1. Profit Allied is wholly owned by Mr. Wilson Pong.
2. As at the date of this joint announcement, Mr. Wilson Pong owns and controls about 37.05% of the issued Richfield Shares directly and indirectly through Virtue Partner Group Limited (which is wholly owned by Mr. Wilson Pong).

COMPULSORY ACQUISITION

Huajin does not intend to acquire compulsorily those iOne Shares not acquired by Huajin under the Offer in accordance with the Companies Act and the Takeovers Code.

MAINTAINING THE LISTING STATUS OF IONE

Huajin does not have any intention to privatise iOne by means of the Offer. Huajin intends that iOne shall maintain the listing of iOne Shares on the Stock Exchange after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than 25 per cent of the issued iOne Shares are held by the public or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of iOne Shares; or (ii) there are insufficient iOne Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in iOne Shares.

The directors of Huajin understand that Rule 8.08 of the Listing Rules relating to minimum prescribed percentage of iOne Shares to be held by the public has to be complied with. The directors of Huajin and any new director to be appointed to the board of directors of iOne will undertake to the Stock Exchange to take appropriate steps to ensure that Rule 8.08 of the Listing Rules is complied with after the close of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER TO IONE

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive directors of iOne, namely Mr. Ng Chi Ming, Mr. Lung Hung Cheuk and Mr. Yip Tai Him, has been established by iOne to advise the Offer Shareholders in respect of the Offer.

In forming the Independent Board Committee, iOne wishes to ensure that the Offer Shareholders will be advised by a committee of independent directors. In addition, Optima Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Offer. The members of the Independent Board Committee will make a recommendation to the Offer Shareholders as to whether the Offer is, or is not, fair and reasonable and as to acceptance, after considering the advice of the Independent Financial Adviser.

WARNING

As at the date of this joint announcement, the Offer is a possible unconditional cash offer only. The Offer under Rule 26.1 of the Takeovers Code will only be made if the Acquisition Completion takes place. If the Acquisition Completion fails to take place eventually, whether because any of the prescribed conditions precedents under the Acquisition Agreement fails to be satisfied (or waived, if applicable) in accordance with its terms or for other reasons, the Offer under Rule 26.1 will not be made. The issue of this joint announcement does not in anyway imply that the Offer will be made.

Huajin, iOne and Richfield will make an announcement (i) if and when the Acquisition Completion takes place in compliance with Rule 3.6 of the Takeovers Code, or alternatively (ii) if the Acquisition Completion cannot take place and the Acquisition Agreement is terminated as a result.

DESPATCH OF COMPOSITE DOCUMENT

It is the intention of Huajin, iOne and Richfield to combine the offer document and the offeree company's board circular in the Composite Document. The Composite Document setting out, among other things, (a) the expected timetable in relation to the Offer, (b) a letter from Haitong International Securities detailing the terms of the Offer, and (c) letters from the Independent Board Committee and the Independent Financial Adviser, together with a form

of acceptance and transfer will be despatched to the Offer Shareholders as soon as practicable. Under Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within 21 days from the date of this joint announcement. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of the general offer is subject to prior fulfilment of a pre-condition and the pre-condition cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. As it is expected that the conditions precedent under the Acquisition Agreement will not be fulfilled within 21 days from the date of this joint announcement, an application will be made to the Executive in respect of Note 2 to Rule 8.2 of the Takeovers Code for his consent to extend the date of posting of the Composite Document to a date falling within 7 days of fulfilment of the conditions or such other date as the Executive may approve.

Further announcement(s) regarding the despatch of the Composite Document will be made by Huajin and iOne in due course.

SPECIAL CASH DIVIDEND AND BOOK CLOSE

The iOne Directors resolved on 14 April 2014 to declare the Special Cash Dividend on the following basis:

for each iOne Share HK\$0.02348 in cash

iOne Shareholders whose names appear on the register of members of iOne on 20 May 2014 are eligible to receive their entitlements to the Special Cash Dividend. It should be noted that the eligibility of the iOne Shareholders to receive the Special Cash Dividend is not conditional on or otherwise dependent on whether they accept the Offer or not.

The declaration of the Special Cash Dividend is not conditional on the Acquisition Completion taking place. The Special Cash Dividend will be paid to the iOne Shareholders eligible to receive it regardless of whether the Acquisition Completion takes place or not eventually.

The Special Cash Dividend in an aggregate amount of HK\$216,016,000 will be paid in cash out of iOne's distributable profits.

The register of members of iOne will be closed from 19 May to 20 May 2014 (both days inclusive) to determine the holders of iOne Shares who are eligible to receive the Special Cash Dividend. During this period no transfer of iOne Shares will be registered. The Special Cash Dividend is expected to be paid on or around 11 June 2014.

In order to qualify for the Special Cash Dividend, all transfer of iOne Shares accompanied by the relevant share certificate(s) and transfer form(s) must be lodged with iOne's Hong Kong branch share registrar, Tricor Investor Services Limited at the following address for registration no later than 4:30 p.m. on 16 May 2014.

Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, associates (including a person who owns or controls 5% or more of any class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code)) of Huajin, iOne and Richfield are reminded to disclose their dealings in the securities of iOne in accordance with Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates (including 5% shareholders under class (6) of the definition of associates under the Takeovers Code) and other persons under Rule 22 (of the Takeovers Code) and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules (of the Takeovers Code). However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Huajin, its nominees or brokers or associates may from time to time make certain purchases of, or arrangements to purchase iOne Shares other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance in compliance with the Takeovers Code. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices in accordance with the Takeovers Code. Any information about such purchases will be reported to the SFC and will be made available on the SFC website in due course at <http://www.sfc.hk/> in accordance with Rule 22.

CONNECTED TRANSACTION FOR RICHFIELD

Richfield Group is principally engaged in the provision of property brokerage services, provision of schemes for property consolidation, assembly and development and property trading.

Richfield has agreed to dispose all of Richfield Disposal Shares at HK\$0.062 per iOne Share. It expects to receive HK\$24,800,000, or net proceeds of approximately HK\$24,750,000, from the disposal. The net proceeds received is intended to be used as general working capital of Richfield Group.

An unaudited gain of approximately HK\$8,749,000 is expected to accrue to Richfield Group. The expected unaudited gain is calculated by reference to the carrying value and the revaluation reserve attributable to the Richfield Disposal Shares of approximately HK\$35,200,000 and HK\$19,199,000 in Richfield Group's interim unaudited consolidated financial statements as at 31 December 2013 and the net proceeds from the disposal stated above. The amount of the actual gain to be recognized in the financial statements of Richfield from the disposal will be determined with reference to the fair value attributable to these shares as at the Acquisition Completion and, subject to audit adjustments as may be applicable under the prevailing generally accepted accounting principles, may be different from the above estimated amount.

The terms of disposal of the Richfield Disposal Shares were agreed on the basis of arm's length negotiations. In agreeing to the disposal and evaluating the sale price of HK\$0.062 per iOne Share, Richfield Directors have taken into consideration a number of factors, including the following principal factors:

- (a) the substantial premium of the sale price to the latest audited net asset value per iOne Share of approximately HK\$0.0305 per iOne Share;
- (b) comparisons of the HK\$0.062 sale price to the various historical traded prices of the iOne Shares on the Stock Exchange before this joint announcement as set out in the paragraph headed "Comparisons of value" above, including in particular the average traded prices during the last 6 months and 12 months before commencement of the Offer Period offering more reliable price comparisons on a longer term basis before the market reacted to the possibility of the Offer first announced in the First Announcement on 10 March 2014; and
- (c) the low liquidity of iOne Shares on the Stock Exchange before commencement of the Offer Period and associated risks of significant discount if the Richfield Disposal Shares were to be sold on the market.

As at the date of this joint announcement, Mr. Wilson Pong owns and controls about 37.05% of the issued Richfield Shares directly and indirectly through Virtue Partner Group Limited (which is a company wholly owned by Mr. Wilson Pong). Mr. Wilson Pong and his associate, Profit Allied, are substantial shareholders and hence connected persons of Richfield.

The Richfield Disposal Shares form part of the entire block of 6,440,000,000 Acquisition Shares agreed to be sold by Richfield together with the other Sellers, namely, Profit Allied and Mr Wilson Pong, under the Acquisition Agreement. The sale of Richfield Disposal Shares under the Acquisition Agreement constitutes or is deemed to be a connected transaction for Richfield under Chapter 14A of the Listing Rules. Since all of the percentage ratios in respect of the sale of Richfield Disposal Shares are below 5%, this disposal is not a notifiable transaction for Richfield Group under Chapter 14 of the Listing Rules. As far as Richfield Group is concerned, the disposal is subject to the reporting and announcement requirements and exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Richfield Directors (including the independent non-executive directors of Richfield) consider that the terms of the disposal of the Richfield Disposal Shares are fair and reasonable and are in the interests of Richfield and its shareholders as a whole. Mr. Lee Wing Yin, being an iOne Director as well as a Richfield Director, had abstained from voting on the relevant board resolutions of Richfield approving the disposal.

RESUMPTION OF TRADING

The trading in iOne Shares on the Stock Exchange has been halted with effect from 9:00 a.m. (Hong Kong time) on 8 April 2014 pending release of this joint announcement. iOne has made an application to the Stock Exchange for the resumption of trading in iOne Shares with effect from 9:00 a.m. (Hong Kong time) on 5 May 2014.

DEFINITIONS

“Acquisition”	the acquisition of the Acquisition Shares by the Purchasers from the Sellers pursuant to the terms of the Acquisition Agreement
“Acquisition Agreement”	the sale and purchase agreement dated 7 April 2014 among Mr. Wilson Pong, Profit Allied and Richfield as sellers, Huajin and the Investors as purchasers and Huafa HK as Huajin’s guarantor in relation to the sale and purchase of the Acquisition Shares
“Acquisition Completion”	the completion of the acquisition of the Acquisition Shares by the Purchasers under the Acquisition Agreement
“Acquisition Consideration”	the total sum of HK\$399,280,000, being the consideration for the acquisition of the Acquisition Shares by the Purchasers under the Acquisition Agreement
“Acquisition Shares”	a total of 6,440,000,000 issued and fully paid iOne Shares conditionally agreed to be acquired by the Purchasers from the Sellers in accordance with the Acquisition Agreement
“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate”	has the meaning ascribed to it in the Takeovers Code or the Listing Rules, as the context may require from time to time
“Business Day”	a day on which the Stock Exchange is open for the transaction of business, or for the purposes of the Acquisition Agreement, a day, other than a Saturday or Sunday, on which banks are open in Hong Kong to the general public for business
“Companies Act”	Companies Act (1981) of Bermuda (as amended)

“Composite Document”	the formal composite offer document proposed to be jointly issued by Huajin and iOne to all Offer Shareholders in connection with the Offer in accordance with the Takeovers Code that will set out, among other things, (a) the expected timetable in relation to the Offer, (b) a letter from Haitong International Securities setting out the terms of the Offer made on behalf of Huajin, and (c) letters from the Independent Board Committee and the Independent Financial Adviser
“connected person”	has the meaning ascribed to it under Chapter 14A of the Listing Rules
“Encumbrance”	a mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect and any agreement or obligation to create or grant any of the aforesaid
“Escrow Account”	the account held and to be managed by the Escrow Agent pursuant to the terms and conditions of the Escrow Agreement
“Escrow Agent”	Haitong International Securities
“Escrow Agreement”	an escrow agreement dated 7 April 2014 entered into by the Escrow Agent, Huajin and Profit Allied, setting out the terms and conditions in relation to the management of the Escrow Amount and interest accrued thereon by the Escrow Agent
“Escrow Amount”	has the meaning ascribed to it under the section headed “Conditional Acquisition Agreement — Acquisition Consideration — Escrow Arrangements” in this joint announcement
“Escrow Fund”	the Escrow Amount together with interests, if any, accrued thereon
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“First Announcement”	the first announcement dated 10 March 2014 made by iOne under Rule 3.7 of the Takeovers Code in respect of the Acquisition

“Haitong International Capital”	Haitong International Capital Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activities under the SFO and financial adviser to Huajin in relation to the Offer
“Haitong International Securities”	Haitong International Securities Company Limited, a corporation licensed to carry out type 1 (dealing in securities), type 3 (leverage foreign exchange trading) and type 4 (advising on securities) regulated activities under the SFO, a fellow subsidiary of Haitong International Capital
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huafa HK”	Hong Kong Huafa Investment Holdings Limited 香港華發投資控股有限公司, a company incorporated in Hong Kong with limited liability and wholly-owned by Zhuhai Huafa
“Huajin”	Huajin Investment Company Limited 鑄金投資有限公司, a company incorporated in Samoa and wholly-owned by Huafa HK
“Huajin Concert Group”	Huajin, the Investors and the parties acting in concert with any of them
“Independent Board Committee”	an independent board committee of iOne, comprising all the independent non-executive directors of iOne, namely Mr. Ng Chi Ming, Mr. Lung Hung Cheuk and Mr. Yip Tai Him to make recommendation as to whether the Offer (if made) is, or is not, fair and reasonable and as to acceptance
“Independent Financial Adviser”	Optima Capital Limited (a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities), being the independent financial adviser to the Independent Board Committee in respect of the Offer (if any)
“Investment Arrangements”	the retirement of investments in corporate bonds and clearance of current accounts with iOne’s wholly owned subsidiary accrued from intra-group dividends paid to iOne for the Special Dividend

“Investor A”	Guangdong Constar Group Investment Co. Limited 廣東建星集團投資股份有限公司, a company incorporated in the British Virgin Islands and owned as to 85%, 10% and 5% by Mr. Cai Guang, Mr. Wang Aizhi and Mr. Wan Jie, respectively
“Investor B”	Hong Kong Hop Chong Investment Limited 香港合創投資股份有限公司, a company incorporated in Samoa and wholly-owned by Mr. Cai Guang
“Investor C”	Jinglong Investment Holdings Limited 景龍投資控股有限公司, a company incorporated in Samoa and wholly-owned by Mr. Chen Xiangeng
“Investor D”	Wiston Holdings Limited 威士頓控股有限公司, a company incorporated in Samoa and wholly-owned by Mr. Chen Xiangeng
“Investor E”	Newyard Worldwide Holdings Ltd, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Ren Yuanlin
“Investor F”	Hongkong Hengyuan Investment Limited 香港恆元投資有限公司, a company incorporated in Hong Kong and owned by Mr. Chang Liang
“Investors”	collectively, Investor A, Investor B, Investor C, Investor D, Investor E and Investor F
“iOne”	iOne Holdings Limited, a company incorporated in Bermuda and whose issued ordinary shares are listed on the Main Board of the Stock Exchange (stock code: 982)
“iOne Board”	the board of directors of iOne
“iOne Directors”	the directors of iOne
“iOne Group”	iOne and its subsidiaries
“iOne Shareholder(s)”	holder(s) of iOne Share(s)
“iOne Shares”	ordinary shares with a par value of HK\$0.00025 each in the capital of iOne

“Last Trading Day”	7 April 2014, being the last full trading day of iOne Shares on the Stock Exchange prior to the suspension of trading in iOne Shares on the Stock Exchange pending the publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Longstop Date”	13 June 2014 (or such other date as may be agreed by the parties to the Acquisition Agreement)
“Mr. Wilson Pong”	Mr. Pong Wai San, Wilson
“Offer”	the possible unconditional mandatory cash offer to be made by Haitong International Securities on behalf of Huajin to acquire all of the issued Offer Shares in accordance with the Takeovers Code (other than those already owned or agreed to be acquired by the Huajin Concert Group) if the Acquisition Completion takes place and the terms to be set out in the Composite Document as mentioned in this joint announcement
“Offer Period”	has the meaning ascribed to under the Takeovers Code, which commenced on 10 March 2014 being the date of publication of the First Announcement
“Offer Price”	the price at which the Offer will be made, being the cash amount of HK\$0.062 per Offer Share
“Offer Shareholder(s)”	iOne Shareholders other than Huajin Concert Group
“Offer Shares”	iOne Shares (other than those already owned or agreed to be acquired by the Huajin Concert Group)
“PRC”	the People’s Republic of China
“Profit Allied”	Profit Allied Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Wilson Pong
“Purchasers”	Huajin and the Investors
“Registrar”	Tricor Investor Services Limited, being the Hong Kong branch share registrar of iOne and the receiving agent for receiving and processing the acceptance of the Offer, located at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong

“Richfield”	Richfield Group Holdings Limited, a company incorporated in the Cayman Islands and the issued shares of which are listed on the Stock Exchange (Stock Code: 183)
“Richfield Directors”	the directors of Richfield
“Richfield Disposal Shares”	the 400,000,000 issued iOne Shares owned and controlled by Richfield, which are conditionally agreed to be sold by Richfield to Huajin under the Acquisition Agreement
“Richfield Group”	Richfield and its subsidiaries
“Richfield Shares”	ordinary shares, having par value of HK\$0.01 each, in the share capital of Richfield
“Sellers”	Mr. Wilson Pong, Profit Allied and Richfield
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders Agreement”	the shareholders agreement dated 7 April 2014 entered into between Huajin and the Investors
“Special Cash Dividend”	a special cash dividend at the rate of HK\$0.02348 per iOne Share declared by iOne Board on 14 April 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Untaken Acquisition Shares”	has the meaning ascribed to it in the section headed “Conditional Acquisition Agreement — Acquisition Shares” in this joint announcement
“Zhuhai Huafa”	Zhuhai Huafa Group Co., Ltd., a state-owned enterprise wholly-owned by Zhuhai SASAC

“Zhuhai SASAC”

Zhuhai State-owned Asset Supervision and Administration Commission

%

means per cent.

By Order of the Board of
Directors of
**Huajin Investment
Company Limited**
Li Yanmei
Director

By Order of the Board of
Directors of
iOne Holdings Limited
Lau Wai Shu
Executive Director

By Order of the Board of
Directors of
**Richfield Group
Holdings Limited**
Ngan Man Ho
Executive Director

Hong Kong, 2 May 2014

As at the date of this joint announcement, the board of directors of Huajin comprises Mr. Li Guangning, Mr. Xie Wei and Ms. Li Yanmei.

The directors of Huajin jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Profit Allied, Mr. Wilson Pong, iOne Group and the Richfield Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Profit Allied, Mr. Wilson Pong, the iOne Directors and the Richfield Directors) 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.

As at the date of this joint announcement, the board of directors of Zhuhai Huafa comprises Mr. Li Guangning, Mr. Xu Rong, Mr. Liu Yafei, Ms. Ding Yan, Ms. Zhang Kuihong and Mr. Yi Xiaoming.

The directors of Zhuhai Huafa jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Profit Allied, Mr. Wilson Pong, iOne Group and the Richfield Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Profit Allied, Mr. Wilson Pong, the iOne Directors and the Richfield Directors) 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.

As at the date of this joint announcement, the board of directors of iOne comprises Mr. Lee Wing Yin (Executive Director and Chairman) and Mr. Lau Wai Shu (Executive Director); Mr. Ng Chi Ming, Mr. Lung Hung Cheuk and Mr. Yip Tai Him (Independent Non-Executive Directors).

The directors of iOne jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to Huajin Concert Group and Richfield Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the directors of Huajin, directors of Zhuhai Huafa and Richfield

Directors) 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.

As at the date of this joint announcement, the board of directors of Richfield comprises Mr. Lee Wing Yin and Mr. Ngan Man Ho (Executive Directors); Mr. Lai Hin Wing, Henry (Non-Executive Director) and Mr. Koo Fook Sun, Louis, Ms. Yeung Wing Yan, Wendy and Mr. Lung Hung Cheuk (Independent Non-Executive Directors).

The directors of Richfield jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to iOne Group and Huajin Concert Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the iOne Directors, directors of Zhuhai Huafa and directors of Huajin) 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.