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**PuraPharm**

**PURAPHARM CORPORATION LIMITED**

**培力控股有限公司**

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

**(Stock Code: 1498)**

**COMPLETION OF THE DISCLOSEABLE AND  
CONNECTED TRANSACTION IN RELATION TO  
THE ACQUISITION OF THE TARGET COMPANIES; AND  
ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that the conditions precedent set out in the Acquisition Agreement have been fulfilled and the Acquisition was completed on 19 April 2017.

Reference is made to the announcements of the Company dated 9 November 2016 and 17 February 2017 (the “**Announcements**”) and the circular of the Company dated 30 December 2016 (the “**Circular**”) in relation to, among other things, the Acquisition Agreement, the Supplemental Agreement and the allotment and issue of the Consideration Shares pursuant to the Specific Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Circular and the Announcements.

**COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that the conditions precedent set out in the Acquisition Agreement have been fulfilled and the Acquisition was completed on 19 April 2017 in accordance with the terms and conditions of the Acquisition Agreement and the Supplemental Agreement.

The total consideration for the Acquisition is RMB190,000,000 and was satisfied on 19 April 2017 in the following manner:

- (i) RMB100,700,000 in cash was paid by the Nominee; and
- (ii) RMB89,300,000 was satisfied by the Company allotting and issuing 13,050,720 and 9,667,200 Shares credited as fully paid at the price of HK\$4.50 per Share to Gold Sparkle and Golden Zenith, respectively.

Upon completion of the Acquisition, each of the Target Companies has become an indirect wholly-owned subsidiary of the Company.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes is the shareholding structure of the Company (i) immediately before the Completion Date; and (ii) immediately after the Completion Date and upon the allotment and issue of the Consideration Shares:

	<b>Immediately before the Completion Date</b>		<b>Immediately after the Completion Date and upon the allotment and issue of the Consideration Shares</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Chan	1,317,500	0.59%	1,317,500	0.53%
Fullgold Development Limited <sup>(1)</sup>	77,286,000	34.35%	77,286,000	31.20%
PuraPharm Corporation Limited <sup>(2)</sup>	51,566,500	22.92%	51,566,500	20.82%
Gold Sparkle <sup>(1)</sup>	—	—	13,050,720	5.27%
<b>Mr. Chan and his associates</b>	<b>130,170,000</b>	<b>57.86%</b>	<b>143,220,720</b>	<b>57.82%</b>
Best Revenue Investments Limited <sup>(3)</sup>	1,562,500	0.69%	1,562,500	0.63%
K.M. Chan & Co. Limited <sup>(3)</sup>	1,562,500	0.69%	1,562,500	0.63%
Golden Zenith <sup>(4)</sup>	—	—	9,667,200	3.90%
Public Shareholders	91,705,000	40.76%	91,705,000	37.02%
	<u>225,000,000</u>	<u>100.00%</u>	<u>247,717,920</u>	<u>100.00%</u>

Notes:

- (1) Each of Fullgold Development Limited and Gold Sparkle is wholly owned by Mr. Chan. By virtue of the SFO, Mr. Chan is deemed to be interested in the Shares held by Fullgold Development Limited and Gold Sparkle.

- (2) PuraPharm Corporation Limited, a company incorporated in the BVI, is a wholly owned subsidiary of Joint Partners Investments Limited. Joint Partners Investments Limited is owned as to 50% by Mr. Chan and 50% by Ms. Man Yee Wai, Viola, an executive Director and the spouse of Mr. Chan. By virtue of the SFO, each of Mr. Chan and Ms. Man Yee Wai, Viola is deemed to be interested in the Shares held by PuraPharm Corporation Limited.
- (3) Each of Best Revenue Investments Limited and K.M. Chan & Co. Limited is wholly owned by Mr. Chan Kin Man, Eddie, a non-executive Director. By virtue of the SFO, Mr. Chan Kin Man, Eddie is deemed to be interested in the Shares held by Best Revenue Investments Limited and K.M. Chan & Co. Limited.
- (4) Golden Zenith is owned as to 60% by Mr. He. By virtue of the SFO, Mr. He is deemed to be interested in the Shares to be acquired by Golden Zenith.

By Order of the Board  
**PuraPharm Corporation Limited**  
**Chan Yu Ling, Abraham**  
*Chairman*

Hong Kong, 19 April 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Chan Yu Ling, Abraham, Dr. Tsoi Kam Biu, Alvin, Ms. Man Yee Wai, Viola and Mr. Chan Lung Sang; the non-executive director of the Company is Mr. Chan Kin Man, Eddie; and the independent non-executive directors of the Company are Dr. Leung Lim Kin, Simon, Dr. Chan Kin Keung, Eugene, Mr. Ho Kwok Wah, George and Prof. Tsui Lap Chee.*