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Neo-Neon Holdings Limited
同方友友控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1868)

DISCLOSEABLE TRANSACTION
SUPPLEMENTAL OVERSEAS ASSET MANAGEMENT PLAN CONTRACT

Reference is made to the announcement dated 29 October 2014 in relation to the Contract entered into by and among Heshan Lide (as principal), China AMC (as asset manager) and CCBC (as asset custodian), pursuant to which Heshan Lide agreed to participate in the Plan operated by China AMC by depositing the Investment Amount of RMB105.5 million (equivalent to approximately HK$133.6 million) in a designated account maintained with CCBC for a term of three years.

The Board announces that, after arm's length negotiation, on 16 October 2017 (after trading hours), Heshan Lide entered into the Supplemental Contract with China AMC and CCBC to extend the term of the Plan for another two years, which is automatically renewable subject to certain conditions. Save as the extention agreed under the Supplemental Contract, all other terms and conditions of the Contract shall remain unchanged.

As all of the applicable percentage ratios in respect of the Supplemental Contract are more than 5% but less than 25%, the Supplemental Contract and the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

BACKGROUND

Reference is made to the announcement dated 29 October 2014 in relation to the Contract entered into by and among Heshan Lide (as principal), China AMC (as asset manager) and CCBC (as asset custodian), pursuant to which Heshan Lide agreed to participate in the Plan operated by China AMC by depositing the Investment Amount of RMB105.5 million (equivalent to approximately HK$133.6 million) in a designated account maintained with CCBC for a term of three years.

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SUPPLEMENTAL CONTRACT

Date:	16 October 2017
Parties:	(1) Heshan Lide, a wholly-owned subsidiary of the Company (as principal) (2) China AMC (as asset manager) (3) CCBC (as asset custodian) To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of China AMC and CCBC is an third party independent of the Company and its connected persons.
Investment amount:	RMB105.5 million (equivalent to approximately HK$133.6 million)
Investment scope of the Plan:	Pursuant to the Plan, the Investment Amount is proposed to be investing principally in equity interest and equity-linked structured products of Sinopec Marketing and bonds (including convertible bonds), funds, money market instruments, derivatives commodities and other financial instruments as permitted by the applicable securities laws and the requirements of CSRC (collectively, the "**Entrusted Assets**").
Investment strategy of the Plan:	It is proposed that the Plan shall principally invest in equity interest and equity-linked structured products of Sinopec Marketing and realise such investment through in-depth and detailed fundamental analysis, combined with the prevailing market conditions and valuation analysis.
Fees:	Heshan Lide shall pay, among other fees and charges, an asset management fee of the Investment Amount to China AMC and an asset custodian fee of the Investment Amount to CCBC.
Designated account:	The Investment Amount will be deposited in a designated account maintained with CCBC for investing in the abovementioned financial assets as set out in "Investment scope of the Plan" as the Entrusted Assets.
Withdrawal of the Entrusted Assets:	Heshan Lide (as principal) can withdraw part of the Entrusted Assets during the term provided that the net value of the Entrusted Assets maintained with CCBC shall not be less than RMB30 million.

Term: Subject to the termination events as disclosed below, the initial term of the Plan shall be three years from the date of depositing the Investment Amount in a designated account maintained with CCBC. Provided that if upon the expiry of the initial term, the shares of Sinopec Marketing under the equity-linked structured products in which the Plan invested have not been listed or are still under lock-up restriction or if there is any other circumstance leading to the Entrusted Assets unrealisable, the term shall be automatically extended for another two years, which is automatically renewable, subject to certain conditions. If all the Entrusted Assets have become realizable and have been realized, China AMC is entitled to terminate the Plan with 5 business days' prior notice to Heshan Lide and CCBC.

Others: Heshan Lide (as principal) shall be entitled to the rights arising from the securities of the Entrusted Assets and may authorize China AMC (as asset manager) or CCBC (as asset custodian) to exercise certain of such rights on its behalf.

Termination: The Contracts shall be terminated when, among other things, any of the following events occurs:

(1) mutually agreed among the parties;

(2) China AMC is disqualified to engage in the designated client asset management business in accordance with the applicable laws;

(3) China AMC or CCBC is dissolved or declared bankrupt in accordance with the applicable laws;

(4) CCBC is disqualified to engage in the fund custodian business in accordance with the applicable laws;

(5) if the main investment subject matter under the Contracts is terminated, China AMC shall have the right to unilaterally terminate the Contracts by giving five days advanced notice to the other parties; or

(6) As the Plan is designed to hold equity interest in Sinopec Marketing directly or indirectly through equity-linked structured products of Sinopec Marketing, Heshan Lide may terminate the Contracts unilaterally after giving 20 trading days' advanced notice to China AMC to realize all of its interests in Sinopec Marketing.

INFORMATION ON CHINA AMC

China AMC is a nation-wide fund management company approved by CSRC. As of 31 December 2016, the total size of assets managed by China AMC amounted RMB1,005.9 billion, in which there were 92 public funds. As at 31 December 2016, total assets of China AMC amounted to RMB8.6 billion, net assets were RMB6.7 billion, operation income was RMB4.1 billion and net profit was 1.5 billion in 2016.

INFORMATION ON CCBC

CCBC is a commercial bank in China providing a comprehensive range of commercial banking products and services. CCBC's business consists of three principal business segments: corporate banking, personal banking, and treasury operations.

INFORMATION ON THE GROUP AND HESHAN LIDE

The Company is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange and the Taiwan depositary receipts of which are listed on the Taiwan Stock Exchange. The Group is principally engaged in the businesses of research & development, sales and manufacturing of LED decorative lighting, LED general lighting, LED professional lighting and engineering projects, provision of asset management services, investment advisory services and securities trading. Heshan Lide is a wholly-owned subsidiary of the Group.

REASON FOR AND BENEFIT OF ENTERING INTO THE SUPPLEMENTAL CONTRACT

Established in 1985, Sinopec Marketing is principally engaged in the purchasing, allotment, distribution, settlement and optimization of refined oil products (gasoline, diesel and jet fuel) resources produced by Sinopec Corp. and its affiliates.

The Company has been developing certain business relationship with Sinopec Marketing and its affiliates in relation to energy saving lighting fittings at gas stations. The Investment gives the Company an opportunity to strengthen the cooperation with Sinopec Marketing.

In addition, the Investment is conducive to improve the Company's capital usage efficiency and generate investment return from the Company's temporarily idle funds which will not affect the working capital of the Company or the operation of the Company's principal businesses. As the Entrusted Assets under the Plan are still unrealisable as at the date of this announcement, the Group entered into the Supplemental Contract to extend the term of the Plan.

As such, the Directors (including the independent non-executive Directors) are of view that the Supplemental Contract and the transactions contemplated thereunder are on normal commercial terms, which are fair and reasonable and as such, are in the best interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios in respect of the Supplemental Contract are more than 5% but less than 25%, the Supplemental Contract and the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

"Board"	the board of Directors
"CCBC"	China Construction Bank Corporation, a joint stock company incorporated in the PRC with limited liability and the H shares of which are listed on the Stock Exchange (Stock Code: 939) and the A shares of which are listed on Shanghai Stock Exchange (Stock Code: 601939), being the asset custodian of the Plan
"China AMC"	China Asset Management Co., Ltd. (華夏基金管理有限公司), being the asset manager of the Plan
"Company"	Neo-Neon Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
"Contract"	the overseas asset management plan contract dated 29 October 2014 and entered into among Heshan Lide (as principal), China AMC (as asset manager) and CCBC (as asset custodian)
"Contracts"	the Contract and the Supplemental Contract
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"CSRC"	China Securities Regulatory Commission
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Heshan Lide"	Heshan Tongfang Lighting Technology Co., Ltd. (鶴山同方照明科技有限公司), previously known as "Heshan Lide Electronic Enterprise Limited (鶴山麗得電子實業有限公司)", a wholly foreign-owned enterprise established in the PRC and a wholly-owned subsidiary of the Company
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	(an) independent third party(ies) not connected with the Directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules)
"Investment Amount"	RMB105,500,000, being the investment amount to be made by the Group

"LED"	light-emitting diode
"Plan"	an overseas asset management plan operated by China AMC as contemplated under the Contracts
"PRC"	the People's Republic of China and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Investment"	the participation in the Plan by the Group by depositing the Investment Amount of RMB105.5 million (equivalent to approximately HK$133.6 million) in a designated account maintained with CCBC
"RMB"	Renminbi, the lawful currency of the PRC
"Sinopec Corp."	China Petroleum & Chemical Corporation (中國石油化工股份有限公司), a joint stock company incorporated in the PRC with limited liability
"Sinopec Marketing"	Sinopec Marketing Co., Ltd. (中國石化銷售有限公司), company established in the PRC with limited liability which is a subsidiary of Sinopec Corp.
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"Supplemental Contract"	the supplemental contract to the Contract entered into among Heshan Lide (as principal), China AMC (as asset manager) and CCBC (as asset custodian) dated 16 October 2017
"%"	percentage

By order of the Board of
Neo-Neon Holdings Limited
Huang Yu
Chairman

Hong Kong, 16 October 2017

As at the date of this announcement, the executive Director of the Company is Mr. SEAH Han Leong; non-executive Directors are Mr. HUANG Yu (Chairman), Mr. WANG Liang Hai and Mr. LIU Wei Dong; independent non-executive Directors are Mr. FAN, Ren Da Anthony, Mr. LIU Tian Min and Ms. LI Ming Qi.