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**COMMON SPLENDOR INTERNATIONAL
HEALTH INDUSTRY GROUP LIMITED**

(formerly named G-Prop (Holdings) Limited)
(Incorporated in Bermuda with limited liability)
(Stock Code: 286)

**SHARE TRANSACTION
PROPOSED SUBSCRIPTION OF 52% SHARES IN
MULTI TALENT LIMITED IN RELATION TO
THE INVESTMENT AND RESTRUCTURING OF
THE HEALTHY FAST FOOD ELECTRONIC COMMERCE BUSINESS
RESUMPTION OF TRADING**

THE ACQUISITION

The Board is pleased to announce that on 6 January 2014, the Company, Billion High, Ms. Liu, Bonus Income, Jun Fu and the Other Contracting Parties entered into the Agreement, pursuant to which, among other things, the Company had conditionally agreed to subscribe for the Subscription Shares, representing approximately 52% of the issued share capital of the Target Company upon Completion, at a consideration of approximately HK\$54,215,649, which will be satisfied partly by cash and partly by the allotment and issue of the Consideration Shares under the General Mandate.

LISTING RULES IMPLICATIONS

As each of the applicable percentage ratios in respect of the Acquisition is less than 5% and the Consideration includes the issue of the Consideration Shares, the Acquisition constitutes a share transaction under the Listing Rules for the Company and is therefore subject to notification, reporting and announcement requirements under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company should be aware that Completion is subject to the satisfaction (or waiver, where applicable) of various conditions on or before the date of Completion and therefore Completion may or may not take place. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on 7 January 2014 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading with effect from 9:00 a.m. on 8 January 2014.

The Board is pleased to announce that on 6 January 2014, the Company, Billion High, Ms. Liu, Bonus Income, Jun Fu and the Other Contracting Parties entered into the Agreement, pursuant to which, among other things, the Company had conditionally agreed to subscribe for the Subscription Shares, representing approximately 52% of the issued share capital of the Target Company upon Completion, at a consideration of approximately HK\$54,215,649, which will be satisfied partly by cash and partly by the allotment and issue of the Consideration Shares under the General Mandate.

THE AGREEMENT

Date and parties

Date: 6 January 2014

Parties: (i) the Company (as a subscriber)

(ii) Billion High (as another subscriber)

(iii) Ms. Liu (as the original shareholder of the Target Company) and the Other Contracting Parties (being the related entities of Ms. Liu)

(iv) Bonus Income

(v) Jun Fu

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of the Agreement, each of the counter-parties to the Agreement and their respective ultimate beneficial owner(s) (where applicable) is third party independent of the Company and connected persons of the Company.

Acquisition

Pursuant to the Agreement, the Company has conditionally agreed to subscribe for the Subscription Shares, representing approximately 52% of the issued share capital of the Target Company upon Completion at the Consideration, which will be satisfied partly by cash and partly by the allotment and issue of the Consideration Shares.

Consideration

The Consideration in the amount of approximately HK\$54,215,649 shall be satisfied by the Company in the following manners:

- (i) the payment of US\$5,015,916 (equivalent to approximately HK\$38,892,249) for Subscription Shares in cash by instalments; and
- (ii) RMB12,000,000 (equivalent to approximately HK\$15,323,400) to be satisfied by the allotment and issue of the Consideration Shares.

The Consideration was arrived at after arm's length negotiations among the parties on normal commercial terms with reference to, among other things, (i) the business development and prospects of the Target Group; and (ii) the payment term of the Consideration (including the price per Consideration Share).

Payment terms

Subject to the terms and conditions of the Agreement, the cash portion of the Consideration shall be payable in the following instalments:

- (i) a sum of RMB3,788,571 (equivalent to approximately HK\$4,837,816) will be payable as initial investment in the Target Group after the Completion having taken place and a sum of RMB1,151,429 (equivalent to approximately HK\$1,470,317) after the fulfilment of the First Phase Conditions and the amount will be used as the operational expenses of the Project Shenzhen and the Headquarters;
- (ii) a sum of RMB13,319,429 (equivalent to approximately HK\$17,008,245) will be payable after the fulfilment of the Second Phase Conditions and such amount will be used as this operational expenses of the Project Guangzhou and the upgrade of the Headquarters; and
- (iii) a sum of RMB12,197,714 (equivalent to approximately HK\$15,575,871) will be payable after the fulfilment of the Third Phase Conditions and this amount will be used as the operational expenses of the Project Beijing, Project Shanghai and the further upgrade of the Headquarters.

If the three phase conditions or any individual phase condition mentioned above cannot be fulfilled, the Company and Billion High are entitled to terminate the further payment without bearing any obligations, among not limited to, the obligation of breach and disposal of the Target Group, among not limited to, the sale of the Target Group. Meanwhile, the paid capital and the value of the Consideration Shares (if applicable) with their 15% annual return rate should be returned by the Target Group to the Company and Billion.

Consideration Shares

The Consideration Shares shall be issued upon the satisfaction of the following conditions:

- (i) Project Shenzhen achieving, on the fifth month of its operation (1) an average sales of over 5,000 orders per day, (2) a monthly profit and (3) a positive operational cash flow;

- (ii) completion of the Asset Transfer; and
- (iii) the written approval from the Stock Exchange in respect of allotment and issue of the Consideration Shares.

The price per Consideration Share shall be the 10-day average closing price per Share prior to the issue date subject to a maximum price of HK\$1.00 per Share and shall in any event be not less than the floor price of HK\$0.678 per Consideration Share. The aforesaid floor price represents:

- (i) a discount of approximately 1.74% to the closing price of HK\$0.69 per Share as quoted on the Stock Exchange on the date of the Agreement;
- (ii) a discount of approximately 0.59% to the average closing price of approximately HK\$0.682 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days prior to and including the date of the Agreement; and
- (iii) the average closing price of approximately HK\$0.678 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days prior to and including the date of the Agreement.

Based on the aforesaid floor price, a maximum of 22,600,885 Consideration Shares will be allotted and issued by the Company, representing 0.93% of the existing issued share capital of the Company and 0.92% of the enlarged issued share capital of the Company.

The Consideration Shares, will be allotted and issued to Bonus Income. Bonus Income had invested an aggregate amount of RMB9,500,000 (equivalent to approximately HK\$12,131,025) in the Target Assets. Bonus Income had agreed to give up its investment in the Target Assets at the investment cost plus annual return rate of 15% per annum and exit from such investment in return for the Consideration Shares.

The Consideration Shares will be issued pursuant to the General Mandate. Under the General Mandate, a maximum of 485,651,001 new Shares may be allotted and issued. As at the date of this announcement, no Share has been issued under such General Mandate.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares, when issued upon the satisfaction of the above conditions, will rank pari passu in all respects with the then existing Shares in issue.

Conditions precedent to Completion

Completion is conditional upon fulfilment of the following conditions:

- (i) all necessary consents and approvals in relation to the increase in share capital and the allotment of the shares in the Target Company pursuant to the Agreement having been obtained by Ms. Liu, the Company, Billion High and the Target Company;
- (ii) there being no facts or circumstance which may constitute a breach or potential breach of the Agreement by Ms. Liu;
- (iii) a legal opinion issued by a PRC legal counsel in relation to Shenzhen Zheng Fu Yi Catering having been obtained to the satisfaction of the parties;

- (iv) all necessary consents and approvals in relation to consummation of the transactions under the Agreement by Ms. Liu having been obtained; and
- (v) the audit / due diligence of the Target Group having been completed to the satisfaction of the Company and Billion High.

Completion

Subject to the fulfilment or waiver (where applicable) of all the above conditions precedent, Completion shall take place on or before 31 January 2014 or such later date as the parties to the Agreement shall agree in writing.

Upon Completion, the Target Company will be indirectly held as to approximately 52% by the Company and will be accounted for as a non-wholly owned subsidiary in the financial statements of the Company.

Others

With respect to each of the Project Shenzhen, Project Guangzhou, Project Beijing and Project Shanghai, where Ms Liu and the Target Group are unable to (1) cause the relevant Project to achieve, on the fifth month of its operation (i) an average sales of over 5,000 orders per day, (ii) a monthly profit, (iii) a positive operational cash flow; and (2) the accumulated net profit or accumulated cash flow reach the investment cost within 18 months since the commencement of its sales, Ms Liu shall be liable to transfer 2.5% of the issued capital in the Target Company to the Company and Billion High at nil consideration.

Pursuant to the Agreement, Ms. Liu, Bonus Income, Jun Fu and the Other Contracting Parties have agreed not to compete with the Target Group by carrying out the same or similar business as the Business after Completion.

INFORMATION OF THE TARGET GROUP

The Target Company was incorporated as a company with limited liability in the Cayman Islands on 3 January 2012. As at the date of this announcement, the Target Company is an investment holding company and the Target Group is principally engaged in the catering business in the PRC but has not commenced its business.

According to the unaudited consolidated financial statements of the Target Group, the net loss before taxation and net loss after taxation of the Target Group for the financial year ended 31 December 2013 was Nil.

According to the unaudited consolidated financial statements of the Target Group, the net asset value of the Target Group for the financial year ended 31 December 2013 was US\$1.00 (equivalent to approximately HK\$7.76).

PRINCIPAL ACTIVITIES OF THE COMPANY

The Group is mainly engaged in the businesses of investment and finance, property investment and health business.

REASONS FOR THE ACQUISITION

The Directors consider it is to the benefit of the Group and the Shareholders as a whole for the Group to expand into other new business that could generate more income for the Group as and when an appropriate opportunity emerges.

According to the announcement of the Company dated 15 October 2013, the Group had entered into a formal lease agreement in relation to a lease in Biological Island and the Group expected the pre-sale of membership would be started in November 2013 and the health management project could be launched after the lunar New Year in January 2014. The pre-sale of the membership has already been in progress in November 2013; however, the first health management centre in the Biological Island is going to partly testing operation after the lunar new year in February 2014 due to the delay of decoration progress and staff recruitment. In the meantime, pursuant to the announcement of the Company dated 30 December 2013, the change of Company's name had completed and the Company was renamed as Common Splendor International Health Industry Group Limited and the Shares has been traded in the Stock Exchange with its new name officially with effect from 3 January 2014. Therefore, the Group will mainly engaged in the development of health industry in future which comprise of the medical services with directly relationship with health, health management, medicines and health products and any other industries which closely related to health, covering all the daily basic necessities.

The proposed acquisition of the 52% shares of the Target Company is the further development of the Group in health industry. The Target Group will carry on the proposed healthy fast food business through electronic commerce. "The fast food business through electronic commerce" is different from the traditional fast food business. It is mainly engaged in health catering. It makes use of the internet techniques to sale instead of the physical stores. Its target customers are the white-collar working class in the central business districts and other commercial areas in the first and second tier cities in the PRC. The population of the white-collar class at the cities in the PRC is tremendous and therefore it is a great difficulty for them to solve their lunch problem. The lunch may be unaffordable but the cheaper may be unsafe for them. Taking lunch outside, it is hard to find a seat; ordering takeaway meals, it is too unpalatable to accept by them. All the scenarios mentioned above are the issues for the white-collar. The proposed healthy fast food electronic commerce business is fully designed to solve such lunch problems of the white collar. With the application of latest internet techniques, a system to guarantee the source of the food is established. With operation of a central kitchen and the delivery of the meals to the customers' offices by the designated heat preservation vehicles, it can solve the food safety and quality problems arising from the process of the food production and the delivery. With the aid of the electronic commerce, placing the orders through internet creates the data base which can be used in the analysis on the change of the customers' taste in order to assist the preparation of related sale strategy.

In conclusion, considering the increase in demand for high quality, healthy, safety and delicious fast food and meal delivery services as a result of the economic growth and rapid increase in disposable income of working class especially the white-collar class in the PRC in the recent years, and the 10-year and rich catering services experience of Ms. Liu and her management team, the Directors are of the view that the Target Company provides an opportunity for the Group to broaden its revenue source and income base by diversifying its business into the electronic healthy fast food business in the PRC. It is

expected to officially commence the sale of Project Shenzhen after the lunar New Year in February 2014 and give impetus to the sale of Project Guangzhou, Shanghai and Beijing phase by phase.

In light of the above, the Directors (including the independent non-executive Directors) believe that the terms of the Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES

Billion High is a company incorporated in the British Virgin Islands with limited liability whose principal business is investment holding and whose sole shareholder is Mr. Huang Zhu Liang .

Ms. Liu is a merchant and the spouse of Mr. Yin. She is also a shareholder and a director of Shenzhen Zheng Fu Yi Investment Management Company Limited* (深圳市正負壹投資管理有限公司), Hui Zhou Zheng Fu Yi Catering Services Company Limited* (惠州市正負壹飲食服務有限公司) and Jun Fu. She was the founder of Hui Zhou Hua Rui Hotel Management Company Limited* (惠州市華瑞酒店管理有限公司).

Mr. Yin is a merchant and the spouse of Ms. Liu. Mr. Yin is also a shareholder and a director of Shenzhen Zheng Yuan Tong Trading Company Limited* (深圳市正原通貿易有限公司) and a shareholder of Shenzhen Zheng Fu Yi Investment Management Company Limited* (深圳市正負壹投資管理有限公司) and Hui Zhou Zheng Fu Yi Catering Services Company Limited* (惠州市正負壹飲食服務有限公司).

Shenzhen Zheng Fu Yi Investment Management Company Limited* (深圳市正負壹投資管理有限公司) is a company incorporated in the PRC with limited liability whose principal business is the provision of consultant services to catering industry in the PRC.

Shenzhen Zheng Yuan Tong Trading Company Limited* (深圳市正原通貿易有限公司) is a company incorporated in the PRC with limited liability whose principal activity is trading business in the PRC.

Hui Zhou Zheng Fu Yi Catering Services Company Limited* (惠州市正負壹飲食服務有限公司) is a company incorporated in the PRC with limited liability whose principal activity is catering business in the PRC.

Hui Zhou Hua Rui Hotel Management Company Limited* (惠州市華瑞酒店管理有限公司) is a company incorporated in the PRC with limited liability whose principal businesses are the provision of operational planning, management and software services for hotels in the PRC.

Bonus Income is a company incorporated in the British Virgin Islands with limited liability whose principal business is investment holding.

Jun Fu is a company incorporated in the British Virgin Islands with limited liability whose principal business is investment holding.

Shenzhen Tong Cheng Logistics and Delivery Services Limited* (深圳市同城物流配送服務有限公司), is a company incorporated in the PRC with limited liability whose principal businesses is the provision of logistic and delivery services.

LISTING RULES IMPLICATIONS

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RESUMPTION OF TRADING

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DEFINITIONS

In this announcement, the following expressions have the meaning set out below unless the context otherwise requires:

"Acquisition"	the subscription of the Subscription Shares by the Company pursuant to the Agreement
"Asset Transfer"	the transfer of the Target Assets from the related entities of Ms. Liu to Shenzhen Zheng Fu Yi Catering
"Billion High"	Billion High Worldwide Investments Limited, a company incorporated in the British Virgin Island with limited liability
"Board"	the board of the Directors
"Bonus Income"	Bonus Income Limited, a company incorporated in the British Virgin Islands with limited liability
"Business"	the catering business to be carried out by the Target Group
"Company"	Common Splendor International Health Industry Group Limited (Stock Code: 00286), an exempted company incorporated in Bermuda with limited liability whose issued shares are listed on the main board of the Stock Exchange
"Completion"	completion of the Acquisition in accordance with the Agreement
"connected person"	has the meaning ascribed to it under the Listing Rules

"Consideration"	the consideration payable by the Company for the Acquisition, being cash in the sum of US\$5,015,916 (equivalent to approximately HK\$38,892,248 and the Consideration Shares
"Consideration Shares"	the new Shares to be allotted and issued and credited as fully paid to Bonus Income
"Director(s)"	the director(s) of the Company
"First Phase Conditions"	within 10 days after the commencement of sales in respect of Project Shenzhen
"General Mandate"	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company on 31 May 2013 to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the said meeting
"Group"	the Company and its subsidiaries
"Headquarters"	Headquarters of Shenzhen Zheng Fu Yi responsible for the operation of the Projects
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Jun Fu"	Jun Fu Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
"Mr. Yin"	Mr Yin Ri Wei, a merchant and the spouse of Ms. Liu
"Ms. Liu"	Ms Liu Cui Hua, a merchant and the spouse of Mr. Yin
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Other Contracting Parties"	Shenzhen Zheng Fu Yi Investment Management Company Limited* (深圳市正負壹投資管理有限公司), Shenzhen Zheng Yuan Tong Trading Company Limited* (深圳市正原通貿易有限公司), Hui Zhou Zheng Fu Yi Catering Services Company Limited* (惠州市正負壹飲食服務有限公司), Hui Zhou Hua Rui Hotel Management Company Limited* (惠州市華瑞酒店管理有限公司), Shenzhen Tong Cheng Logistics and Delivery Services Company Limited* (深圳市同城物流配送服務有限公司), being the related entities of Ms Liu; and Mr Yin
"PRC"	the People's Republic of China and, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region of the People's Republic of China and Taiwan
"Projects"	the Project Beijing, Project Guangzhou, Project Shanghai and Project Shenzhen
"Project Beijing"	the operation of the Business (directly or indirectly) by Shenzhen Zheng

	Fu Yi Catering in Beijing, the PRC
"Project Guangzhou"	the operation of the Business (directly or indirectly) by Shenzhen Zheng Fu Yi Catering in Guangzhou, the PRC
"Project Shanghai"	the operation of the Business (directly or indirectly) by Shenzhen Zheng Fu Yi Catering in Shanghai, the PRC
"Project Shenzhen"	the operation of the Business (directly or indirectly) by Shenzhen Zheng Fu Yi Catering in Shenzhen, the PRC
"RMB"	Renminbi, the lawful currency of the PRC
"Second Phase Conditions"	(1) Project Shenzhen achieving, on the fifth month of its operation (i) an average sales of over 5,000 orders per day, (ii) a monthly profit and (iii) a positive operational cash flow; (2) the completion of the Asset Transfer; (3) the issue of the Consideration Shares; (4) commencement of the upgrading of the operation of the Headquarters; and (5) commencement of sales in respect of Project Guangzhou
"Share(s)"	ordinary share(s) of HK\$0.01 each in the share capital of the Company
"Shenzhen Zheng Fu Yi Catering"	Shenzhen Zheng Fu Yi Catering Services Company Limited *(深圳正負壹飲食服務有限公司), a wholly foreign owned enterprise in the PRC and an indirect wholly-owned subsidiary of the Target Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Shareholder(s)"	holder(s) of the Share(s)
"Subscription Shares"	20,800 shares of par value of US\$1.00 each in the Target Company, representing approximately 52% of the issued share capital of the Target Company upon Completion
"Target Company"	Multi Talent Limited, a company incorporated in the Cayman Islands with limited liability, being a company wholly owned by Ms Liu as of the date of the Agreement
"Target Assets"	the assets subject to the Asset Transfer including trademark, patent, website, domain name and fixed assets invested by Bonus Income for the Business and owned by Ms. Liu and her related entities.
"Target Group"	the Target Company and its subsidiaries
"Third Phase Conditions"	(1) Project Guangzhou achieving, on the fifth month of its operation (i) an average sales of over 5,000 orders per day, (ii) a monthly profit and (iii) a positive operational cash flow; (2) commencement of sales in respect of Project Beijing and Project Shanghai; and (3) continuation of the upgrading of the operation of the Headquarters
"US\$"	United States dollars, the lawful currency of the United States of America

By order of the Board
**Common Splendor International
Health Industry Group Limited**
Wong Yuet Ying
Company Secretary

Hong Kong, 7 January 2014

In this announcement, the conversions of RMB into Hong Kong dollars have been made at a rate of RMB1.00 to HK\$1.27695 and the conversions of US\$ into Hong Kong dollars have been made at the rate of US\$1.00 into HK\$7.75377. Such conversions are for reference only and should not be construed as representations that the RMB and US\$ (as the case made be) could be converted into Hong Kong dollars at that or any other rates.

As at the date of this announcement, the Board comprises Mr. Cheung Wai Kuen and Mr. Cheng Hau Yan as executive Directors; Mr. Lin Jiang as non-executive Director; and Mr. Huang Liang, Mr. Mai Yang Guang and Mr. Yau Chi Ming as independent non-executive Directors.

** For identification only*