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VISION VALUES HOLDINGS LIMITED **遠見控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 862)

HOLDING ANNOUNCEMENT

References are made to the announcement of Vision Values Holdings Limited (the “**Company**”) dated 24 June 2015 in relation to the trading halt in the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 9:06 a.m. on 24 June 2015 and the announcement dated 30 June 2015 relating to the update on the latest developments of the Company (the “**Announcement**”) and the announcement dated 10 July 2015 relating to certain clarification on the Announcement. Capitalised terms used herein shall have the same meaning as those defined in the Announcement unless stated otherwise.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

UPDATE ON THE PROPOSED TRANSACTION

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that on 11 August 2015, the Company (as issuer) entered into a subscription agreement (the “**P&P Subscription Agreement**”) with (a) Philosophy Quantum Investment Co. Limited (“**PQ Investment**”), (b) the People’s Insurance Company (Group) of China Limited (stock code: 1339) (“**PICC**”) (together with PQ Investment, as subscribers), and (c) Mr. Lo Lin Shing, Simon (an executive director and the existing controlling Shareholder of the Company, as indemnifier). PQ Investment is at the date of this announcement, a company wholly-owned by Qifei International Development Co. Limited (“**Qifei**”), which a wholly-owned subsidiary of Qihoo 360 Technology Co. Limited whose American depository shares are listed on the New York Stock Exchange (stock code: QIHU) as at the date of this announcement. PQ Investment, subject to obtaining requisite approvals in the People’s Republic of China, will be owned as to 50% by PICC Property and Casualty Company Limited (stock code: 2328) (“**PICC P&C**”) and 50% by Qifei prior to completion of the P&P Subscription Agreement. PICC P&C is a subsidiary of PICC as at the date of this announcement.

Pursuant to the P&P Subscription Agreement, PQ Investment has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue in aggregate 5,795,000,000 new Shares and PICC has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue in aggregate 855,000,000 new Shares, at the subscription price of HK\$0.18 each upon the terms and conditions therein contained. The subscriptions by PQ Investment and PICC are both subject to the conditions under the P&P Subscription Agreement and are expected to be completed at the same time.

In addition, on 11 August 2015, the Company (as issuer) entered into another subscription agreement (the “**PC Subscription Agreement**”) with Pearl Charm Investments Limited (“**Pearl Charm**”) (a company wholly-owned by Mr. Hui Yee Wilson, as subscriber), pursuant to which Pearl Charm has conditionally agreed to subscribe and the Company has conditionally agreed to allot and issue 150,000,000 new Shares at the subscription price of HK\$0.18 each upon the terms and conditions therein contained. Completion of the PC Subscription Agreement is conditional upon, among other things, the fulfilment (or waiver, if applicable) of the conditions precedent to completion of the P&P Subscription Agreement.

The aggregate 6,650,000,000 new Shares to be issued under the P&P Subscription Agreement represent (i) approximately 256.57% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 70.81% of the enlarged issued share capital of the Company as a result of the allotment and issue of all the new Shares to be issued under the P&P Subscription Agreement and the PC Subscription Agreement (assuming no outstanding share options of the Company have been exercised).

The 150,000,000 new Shares to be issued under the PC Subscription Agreement represent (i) approximately 5.79% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.60% of the enlarged issued share capital of the Company as a result of the allotment and issue of all the new Shares to be issued under the P&P Subscription Agreement and the PC Subscription Agreement (assuming no outstanding share options of the Company have been exercised).

The aggregate gross proceeds of the subscriptions pursuant to the P&P Subscription Agreement and the PC Subscription Agreement (collectively, the “**Subscriptions**”) are approximately HK\$1,224 million.

The subscription by PQ Investment pursuant to the P&P Subscription Agreement will result in a change in control of the Company. Under Rule 26.1 of the Takeovers Code, PQ Investment would be obliged to make a mandatory general offer to the Shareholders for all issued Shares and other securities of the Company not already owned or agreed to be acquired by PQ Investment and parties acting in concert with it, unless a whitewash waiver (the “**Whitewash Waiver**”) is obtained from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (“**SFC**”) and approved by the independent Shareholders. Completion of the P&P Subscription Agreement is conditional upon, among other things, the grant of the Whitewash Waiver by the SFC and the approval of the Whitewash Waiver by the independent Shareholders which is a condition that is not waivable.

As part of the transactions, the Board proposes to distribute the Company's entire 51% interest in its non-wholly-owned subsidiary ("**Privateco**"), which indirectly holds several mineral exploration licenses in the southern and western parts of Mongolia, in specie to all the Shareholders (the "**Distribution In Specie**"). The Distribution In Specie is conditional upon (i) the approval of the Distribution In Specie and, if required, the reduction of the share premium account of the Company by the independent Shareholders; and (ii) the respective conditions precedent to the completion of the P&P Subscription Agreement and the PC Subscription Agreement having been satisfied or otherwise waived where applicable (as the case may be) (other than the one relating to the Distribution In Specie).

The Board recognises that the Shareholders (other than Mr. Lo and his associates) may not wish to hold the shares of Privateco (the "**Privateco Shares**") which are unlisted and no liquid market is available for future trading of the Privateco Shares. Accordingly, Moral Glory International Limited, a company wholly-owned by Mr. Lo and a controlling Shareholder, intends to, conditional on the Distribution in Specie being effected, undertake to acquire by way of cash up to the entire equity interests in Privateco not otherwise to be held by Mr. Lo and his associates (the "**Cash Alternative**"). Full details of the Distribution In Specie and the Cash Alternative will be set out in Subscription Announcement (as defined below).

It should be noted that the Stock Exchange has recently identified as an issue that the Company may become a cash company for the purpose of Rule 14.82 of the Listing Rules upon completion of the Subscriptions, such that unless such issue is resolved, the Company will not be regarded as suitable for listing and trading in the Company's securities will be suspended upon completion of the Subscriptions. As at the date of this announcement, the Company is seeking to satisfy the Stock Exchange on this issue.

The Company will issue an announcement (the "**Subscription Announcement**") setting out in detail, among other things, the P&P Subscription Agreement, the PC Subscription Agreement, the Distribution In Specie, the Cash Alternative and the Whitewash Waiver as and when appropriate pursuant to and in accordance with the Listing Rules, the Takeovers Code and Part XIVA of SFO.

As at the date of this announcement, the Company has 2,591,838,892 Shares in issue and 107,960,713 outstanding share options which confer rights to the holders thereof to subscribe for 107,960,713 new Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

WARNING

The Subscriptions and the transactions contemplated thereunder and the Distribution In Specie are subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent respectively, including, among other things, approval by independent Shareholders at an extraordinary general meeting of the Company of the Subscriptions, the Distribution In Specie and the Whitewash Waiver, and the grant of the Whitewash Waiver by the SFC. As such, the Subscriptions and the transactions contemplated thereunder and the Distribution In Specie may or may not proceed.

Shareholders and potential investors of the Company are therefore advised to refer to the Subscription Announcement for full details regarding the P&P Subscription Agreement, the PC Subscription Agreement, the Distribution In Specie and the Whitewash Waiver. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

Trading in the Shares on the Stock Exchange remains suspended pending the publication of the Subscription Announcement.

By Order of the Board
Vision Values Holdings Limited
Tang Chi Kei
Company Secretary

Hong Kong, 11 August 2015

As at the date of this announcement, the Board comprises two executive Directors namely Mr. Lo Lin Shing, Simon and Mr. Ho Hau Chong, Norman and three independent non-executive Directors namely Mr. Tsui Hing Chuen, William JP, Mr. Lau Wai Piu and Mr. Lee Kee Wai, Frank.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.