

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this 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 announcement.



Oriental University City Holdings (H.K.) Limited
東方大學城控股（香港）有限公司
(Incorporated in Hong Kong with limited liability)
(Stock code: 8067)

DISCLOSEABLE TRANSACTION
ACQUISITION OF AND SUBSCRIPTION FOR SHARES IN
AXIOM PROPERTIES LIMITED

The board of directors (the “**Board**”) of Oriental University City Holdings (H.K.) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that on 12 June 2015, the Company has acquired 61,300,000 ordinary shares (the “**Shares**”) representing approximately 14.90 per cent. of the existing issued equity capital of Axiom Properties Limited (“**AXIOM**”), a company listed on the Australian Stock Exchange (the “**ASX**”) (the “**Acquisition**”) through purchases via married deal on the ASX.

The Company has also entered into a subscription agreement with AXIOM to subscribe for new Shares to increase its shareholding up to 19.90 per cent. of the total issued capital of AXIOM (the “**Subscription**”), and the subscription is subject to obtaining, if necessary, any requisite regulatory approvals including under the Foreign Acquisitions and Takeovers Act 1975 of Australia. The Subscription is expected to be completed by 30 November 2015.

Following the completion of the Acquisition and the Subscription (collectively, the “**Investment**”), the Company will hold 19.90 per cent. of the enlarged share capital of AXIOM.

As certain applicable percentage ratios under Rule 19.07 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange (the “**GEM Listing Rules**”) in respect of the Investment exceed 5% but are below 25%, the Investment constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules. The Investment is not subject to the approval of the shareholders of the Company (the “**Shareholders**”) under the GEM Listing Rules.

THE INVESTMENT		
Summary	:	(As above).
Consideration	:	<p>The consideration for the Acquisition is at A\$0.06 per Share (the “Acquisition Price”), totalling A\$3.678 million (approximately RMB17.66 million), has been paid in cash on completion of the Acquisition.</p> <p>The consideration for the Subscription will be at A\$0.06 per Share (the “Subscription Price”), totalling A\$1.540 million (approximately RMB7.39 million), will be paid in cash on completion of the Subscription.</p> <p>Each of the Acquisition Price and the Subscription Price was negotiated on an arm’s length basis and arrived at by reference to the recent market price per Share, which represents:</p> <ol style="list-style-type: none"> (1) a discount of approximately 3.23 per cent. to the closing price of A\$0.062 per Share as quoted on the ASX on 11 June 2015; (2) a discount of approximately 4.76 per cent. to the average closing price of approximately A\$0.063 per Share for the five consecutive trading days up to and including 11 June 2015 as quoted on the ASX; and (3) a premium of approximately 17.65 per cent. over the unaudited net assets value per Share of approximately A\$0.051 as at 31 December 2014 (based on AXIOM’s unaudited assets attributable to owners of AXIOM of approximately A\$21,464,000 and 418,940,236 Shares in issue as at 31 December 2014). <p>The sources of funds for the Acquisition and the Subscription will be from the Group’s internally generated funds.</p>
Completion	:	<p>The Acquisition of 61,300,000 Shares through purchases via married deal on the ASX has been completed on 12 June 2015.</p> <p>The Subscription is subject to obtaining, if necessary, any requisite regulatory approvals including under the Foreign Acquisitions and Takeovers Act 1975 of Australia. The Subscription is expected to be completed by 30 November 2015.</p>

FINANCIAL INFORMATION OF AXIOM

Based on the audited financial statements of AXIOM prepared in accordance with the Australian Corporations Act 2001, Accounting Standards and Interpretations as contained in its annual report for the financial years ended 30 June 2013 and 2014, certain financial information of AXIOM is as follows:

	For the year ended	
	30 June 2014	30 June 2013
	A\$'000	A\$'000
Total Assets	53,117	16,596
Net Asset Value	18,552	15,549
Net Profit before taxation	2,846	2,374
Net Profit after taxation	2,846	2,374

Based on the unaudited financial statements of AXIOM for the six months ended 31 December 2013 and 31 December 2014, certain financial information of AXIOM is as follows:

	For the six months ended	
	31 December 2014	31 December 2013
	A\$'000	A\$'000
Total Assets	60,007	29,547
Net Asset Value	21,464	15,363
Net Profit/(Loss) before taxation	4,237	(251)
Net Profit/(Loss) after taxation	4,237	(251)

INFORMATION ON THE PARTIES

The Company

The Company is an investment holding company and its subsidiary is principally engaged in the provision of education facilities rental services in the People's Republic of China.

AXIOM

AXIOM is a property development and investment company in Australia with a very strong track record of successful development and delivery of property projects. Currently, AXIOM has a strong presence and active portfolio of property developments and investments in South Australia.

Following a review conducted by AXIOM into the chronic under-supply of quality accommodation for both domestic and international students around Australia, AXIOM has recently established a new division to diversify into **student accommodation and the provision of ancillary education facilities. It will initially concentrate its efforts on the South Australian market.**

The Company confirms that to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the controlling shareholders/ultimate holding company of AXIOM are third parties independent of the Company and the connected persons of the Company and the Acquisition has been effected with vendor(s) who is/are not connected person(s) of the Company.

REASONS FOR AND BENEFITS OF THE INVESTMENT

The Group believes that the Investment in AXIOM will help the Company to expand its student housing business to Australia in the most efficient and cost-effective manner. The Company is entitled to appoint a member on the board of directors of AXIOM in connection with the Investment.

The directors of the Company (the "**Directors**") consider that the consideration for each of the Acquisition and the Subscription to be fair and reasonable and in the interests of the Shareholders as a whole.

IMPLICATIONS OF THE GEM LISTING RULES

As certain applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the Investment exceed 5% but are below 25%, the Investment constitutes a discloseable transaction under Chapter 19 of the GEM Listing Rules and is not subject to the approval of the shareholders under the GEM Listing Rules.

GENERAL

Shareholders and potential investors of the Company may also refer to the announcement dated 12 June 2015 and made by AXIOM available on the website of ASX at <http://www.asx.com.au/asx/research/company.do#!/AXI>.

By Order of the Board
Oriental University City Holdings (H.K.) Limited
Chew Hua Seng
Chairman and Executive Director

Hong Kong, 12 June 2015

As at the date of this announcement, the executive Directors are Mr. Chew Hua Seng (chairman) and Mr. Liu Ying Chun (chief executive officer); the non-executive Director is Mr. He Jun; and the independent non-executive Directors are Mr. Lam Bing Lun, Philip, Mr. Tan Yeow Hiang, Kenneth and Mr. Wilson Teh Boon Piaw.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of the GEM of the Stock Exchange at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published and will remain on the website of the Company at www.oriental-university-city.com.