

**IN THE MATTER OF THE LISTED SECURITIES OF
CHINA HUIYUAN JUICE GROUP LIMITED
(STOCK CODE 1886)**

**NOTICE TO THE MARKET MISCONDUCT TRIBUNAL
PURSUANT TO SECTION 252(2) AND SCHEDULE 9 OF THE
SECURITIES AND FUTURES ORDINANCE CAP. 571
("THE ORDINANCE")**

Whereas it appears to me that market misconduct within the meaning of section 270 ("Insider Dealing") of Part XIII of the Ordinance has or may have taken place arising out of the dealings in the securities of China Huiyuan Juice Group Limited (Stock Code 1886) ("Huiyuan"), the Market Misconduct Tribunal is hereby required to conduct proceedings and determine :

- (a) whether any market misconduct in the nature of insider dealing or otherwise has taken place;
- (b) the identity of any person who has engaged in the market misconduct found to have been perpetrated; and
- (c) the amount of any profit gained as a result of the market misconduct found to have been perpetrated.

Person Suspected to have engaged in market misconduct activities

Ms SUN Min ("Min")

Particulars of the Suspected Market Misconduct

1. At all material times, Min and her husband, MOK Fung Peter ("Peter") were both directors and shareholders of Transfield Resources Limited, a company involved in the business of shipping and trading.

Proposed Voluntary Conditional Cash Offer by ABN AMRO

2. Trading in the shares of Huiyuan on the Stock Exchange of Hong Kong Limited (“SEHK”) was suspended from 9:30 a.m. on 1 September 2008 at the request of Huiyuan. Trading closed on 29 August 2008 with the shares at a price of \$4.14.
3. Dealings in Huiyuan shares resumed at 9:30 a.m. on 3 September 2008 after ABN AMRO Asia Corporate Finance Limited (“ABN AMRO”) made an announcement on behalf of Atlantic Industries, a wholly owned subsidiary of The Coca-cola Company (“Coca-cola”) on three proposed voluntary conditional cash offers to acquire all of the issued shares in the share capital of Huiyuan (“the Announcement”):
 - a. The Share Offer – HK\$12.20 for each Huiyuan share listed on the SEHK;
 - b. The Convertible Bond Offer – HK\$18,577.73 for each US\$1,000 nominal amount of each outstanding convertible bond; and
 - c. The Option Offers – HK\$6.20 and HK\$5.81 respectively for the outstanding Pre-Initial Public Offering (“IPO”) Huiyuan Option and Post-IPO Huiyuan Option.

The convertible bond and option offers were not listed on the SEHK.

4. The Share Offer was conditional upon :
 - a. The non-waivable pre-condition that consent or approval (including antitrust approval) of any governmental or regulatory body within any applicable waiting periods pursuant to the provisions of any laws or regulations in the People’s Republic of China (“PRC”) where necessary for completion of the Share Offer;
 - b. The waivable condition that valid acceptances of the Share Offer have been received at or before 4:00 pm on the First Closing Date from the Undertaking Shareholders (namely HY Holdings and Danone, substantial shareholders of Huiyuan which in aggregate held 64.51% of the then issued share capital); and
 - c. The waivable condition that no legal proceedings, investigations or enquiry that would make the acquisition of any Huiyuan shares by Atlantic Industries void, unenforceable or illegal.

5. On the day trading resumed, the market price of Huiyuan shares rose to close at \$10.94 which is a price rise of 164% from its closing price prior to the suspension.
6. In July 2008, Mr SUN Qiang Chang, a director of Huiyuan and a non-executive director of Gourmet Grace International Limited (a major shareholder of Huiyuan) and a friend of Min and Peter, approached Goldman Sachs inviting them to run an auction for the shares held by major shareholders of Huiyuan. On 24 July 2008 non-binding indicative bids were submitted to Goldman Sachs. This was the date of the emergence of relevant information about Huiyuan that was likely to materially affect its share price.
7. Prior to the Announcement on the 3 September 2008, there was no publicly available information regarding these bids or voluntary conditional cash offers.

Dealings in Huiyuan shares by Min

8. From 30 July 2008 to 29 August 2008, Min bought 8,613,500 Huiyuan shares through four companies belonging to herself and Peter:
 - a. Perth Asset Management Limited using DBS Vickers (Hong Kong) Limited;
 - b. Bombetta Development Limited using BOCI Securities Limited;
 - c. Bartlock Investment Limited using Citi Private Bank; and
 - d. Transfield Asset Management Limited using Goldman Sachs (Asia) Securities Limited.

These shares were bought at prices ranging between HK\$3.78 and HK\$4.66.

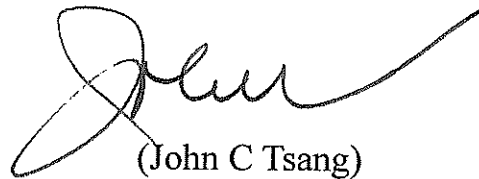
9. From 3 September 2008 to 4 September 2008, Min sold all their Huiyuan shares at prices ranging between HK\$10.24 and HK\$11.12, making a net profit of over HK\$55.1 million (net of expenses).

The Diary Entries

10. For the relevant trading in Huiyuan shares transactions, Min apparently engaged her secretary Ms Tera Cheung (“Tera”) to buy and sell the shares through her capacity as an authorised person.
11. A diary kept by Tera contained handwritten phrases, partly in Chinese and partly in English, pertaining to Huiyuan on pages for the dates 30 July and 1 August 2008.
12. For the page on 30 July 2008, the following phrases were written (words in italics are English in the original) :
 - (4) *Huiyuan down / upside. Due Diligence.*
Find someone to talk, *risk side? How much capital will be blocked.*
 - (1) Price of raw materials, *can't control*
 - (2) *Competitor Big*
 - (3) *PE rose from 7 times to 8*
09/[illegible] 13 loss Big
Restructuring or acquisition → bigger
MS, BNP, coverage, report is needed
JPM, Jeff
13. For the page on 1 August 2008, the following phrases were written :
 - (3) *Huiyuan, 5 m shs PE 13 – 14 stop buying, (1) someone is discussing about general offer, largest shareholder has agreed but the terms haven't [illegible], price too high; (2) Anti-trust Law in PRC, the State might not agree to sell. There are risk(s). PE may not be able to reflect the post-acquisition PE.*
14. These notes were made from the discussions that took place at a meeting with Peter, Min, Ms Catherine Cheung (Chief Operating Officer of Transfield Resources Limited) and Tera.
15. The diary entries show that Min (and possibly Peter) had knowledge of a potential takeover of Huiyuan. In particular, the most telling point is the phrase concerning the antitrust law of the PRC whereby the state might not agree to sell. This is in direct reference to the anti-trust provision, which an ordinary investor would not have in their contemplation unless they had knowledge of a potential takeover bid.

16. Clearly, Min had either directly or indirectly been tipped off by a connected person with this relevant information about the pending takeover bid that was likely to materially affect the share price of Huiyuan. With this relevant information and the knowledge that the information came from a connected person, she dealt with the shares through a number of her and her husband's companies with a view to profit from such knowledge in contravention of s270(1)(e) of the Ordinance.
17. Accordingly, Min engaged or may have engaged in market misconduct contrary to section 270 of the Ordinance.

Dated this 13th day of March 2012



(John C Tsang)
Financial Secretary