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SHIFANG HOLDING LIMITED

十方控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1831)

**ANNOUNCEMENT
PURSUANT TO RULE 13.09 OF THE LISTING RULES
REGARDING
(I) JOINT VENTURE AGREEMENT RELATING TO THE
ACQUISITION OF A 51% EQUITY INTEREST IN A JOINT
VENTURE COMPANY
(II) EXCLUSIVE ADVERTISING AGENCY AGREEMENTS
WITH XIAMEN DAILY AND XIAMEN EVENING NEWS**

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

**JOINT VENTURE AGREEMENT RELATING TO THE ACQUISITION
OF A 51% EQUITY INTEREST IN A JOINT VENTURE COMPANY**

The Board is pleased to announce that on 20 April 2011, Fuzhou HanDing, a wholly-owned subsidiary of the Company, and Lanting Network, an Independent Third Party, entered into the Joint Venture Agreement with the Existing Shareholders, pursuant to which Fuzhou HanDing and Lanting Network have agreed to inject RMB25,500,000 and RMB14,500,000 respectively (payable by cash) in the Joint Venture Company for the purpose of increasing its registered capital. Immediately upon the completion of the increase of the registered capital of the Joint Venture Company, Fuzhou HanDing and Lanting Network will in return hold 51% and 29% of the equity interest of the Joint Venture Company, respectively and the Joint Venture Company will become an indirect non-wholly-owned subsidiary of the Group.

EXCLUSIVE ADVERTISING AGENCY AGREEMENTS WITH XIAMEN DAILY AND XIAMEN EVENING NEWS

The Board is also pleased to announce that on 20 April 2011, Shifang YaQi, a wholly-owned subsidiary of the Company, entered into the Exclusive Advertising Agency Agreements with (i) Xiamen Lujiang (a wholly-owned subsidiary of Xiamen Daily Agency* (廈門日報社)), being responsible for the advertising operations of Xiamen Daily (廈門日報); and (ii) Xiamen Jinwan (a wholly-owned subsidiary of Xiamen Daily Agency* (廈門日報社)), being responsible for the advertising operations of Xiamen Evening News (廈門晚報), pursuant to which Xiamen Daily and Xiamen Evening News have respectively granted Shifang YaQi exclusive rights to sell their advertising space relating to real estate advertisements.

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

JOINT VENTURE AGREEMENT RELATING TO THE ACQUISITION OF A 51% EQUITY INTEREST IN A JOINT VENTURE COMPANY

The Board is pleased to announce that on 20 April 2011, Fuzhou HanDing, a wholly-owned subsidiary of the Company, and Lanting Network, an Independent Third Party, entered into the Joint Venture Agreement with the Existing Shareholders, pursuant to which Fuzhou HanDing and Lanting Network have agreed to inject RMB25,500,000 and RMB14,500,000 respectively (payable by cash) in the Joint Venture Company for the purpose of increasing its registered capital. Immediately upon the completion of the increase of the registered capital of the Joint Venture Company, Fuzhou HanDing and Lanting Network will in return hold 51% and 29% of the equity interest of the Joint Venture Company, respectively and the Joint Venture Company will become an indirect non-wholly-owned subsidiary of the Group.

The Joint Venture Company is a limited liability company established in the PRC on 23 December 2010. The approved business scope of the Joint Venture Company includes network products, computer software development, sales and technical services; business management information consultation; property marketing planning, intermediary services and information consultation; undertaking, designing and producing, acting as agent for and publishing various advertisements across the country. As at the date of this announcement, the Joint Venture Company has not commenced operations.

The Directors are of the view that the entering into the Joint Venture Agreement is in line with the use of proceeds plan as disclosed in the Company's prospectus dated 22 November 2010. Entering into the Joint Venture Agreement will enable the Company to strengthen its online business and synergy of internet and traditional media with new strategic partners, thereby expanding the portfolio and geographic scope of integrated marketing and advertising services to the customers.

EXCLUSIVE ADVERTISING AGENCY AGREEMENTS WITH XIAMEN DAILY AND XIAMEN EVENING NEWS

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Through entering into cooperation contracts with new media partners like Xiamen Daily and Xiamen Evening News, the Directors are of the view that this will strengthen the Company's business objective to continue to be a rapidly growing and profitable integrated print media services company, enabling the Company to enhance its current market position in the PRC while providing an attractive return on investment.

As at the date of this announcement, the Group partners with 14 media in over 16 cities across 8 provinces in the PRC.

GENERAL

The Board is of the view that the entering into each of the Joint Venture Agreement and the Exclusive Advertising Agency Agreements by the Company is price-sensitive nature and therefore discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules. Save as disclosed herein, the Board is not aware of any matter that is discloseable under Rule 13.09 of the Listing Rules. Further announcement(s) will be made by the Company in compliance with the Listing Rules, when required.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors of the Company
“Company”	ShiFang Holding Limited, a limited liability company incorporated in the Cayman Islands and the shares of which are listed on the Stock Exchange (stock code: 1831)
“Director(s)”	the director(s) of the Company
“Exclusive Advertising Agency Agreements”	the agreements dated 20 April 2011 entered into between Shifang YaQi and (i) Xiamen Lujiang; and (ii) Xiamen Jinwan, pursuant to which Xiamen Daily (廈門日報) and Xiamen Evening News (廈門晚報) have respectively granted Shifang YaQi exclusive rights to sell their advertising space relating to real estate advertisements
“Existing Shareholders”	the existing shareholders of the Joint Venture Company including Fujian Lanting Investment Company Limited* (福建蘭庭投資股份有限公司) which is interested in 51% of the equity interest of the Joint Venture Company and 23 individuals, who are collectively interested in 49% of the equity interest of the Joint Venture Company as at the date of this announcement and all of such existing shareholders are Independent Third Parties

“Fuzhou HanDing”	Fuzhou HanDing Network Science & Technology Co., Ltd. (福州漢鼎網絡科技有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company, the principal activity of which is investment holding
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	independent third party(ies), including the ultimate beneficial owners of such party(ies), not connected with the Company or any of its subsidiaries or any of their respective directors, chief executive or substantial shareholders or any of their respective associates
“Joint Venture Agreement”	the agreement dated 20 April 2011 entered into between Fuzhou HanDing, Lanting Network and the Existing Shareholders in relation to the acquisition by Fuzhou HanDing and Lanting Network of 51% and 29% equity interest respectively of the Joint Venture Company upon the completion of the increase of the registered capital of the Joint Venture Company
“Joint Venture Company”	Fujian Fangke Network Technology Corporation Limited* (福建房客網絡科技股份有限公司), a limited liability company established in the PRC on 23 December 2010
“Lanting Network”	Fujian Lanting Network Technology Corporation Limited* (福建蘭庭網絡科技股份有限公司), a limited liability company established in the PRC and an Independent Third Party
“Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB” and “Renminbi”	Renminbi, the lawful currency of the PRC

“Shifang YaQi”	Shifang YaQi Culture Communication (Xiamen) Co. Ltd (十方亞祺文化傳播 (廈門) 有限公司) , a limited liability company established in the PRC and a wholly-owned subsidiary of the Company and, the principal activity of which is the provision of full-line advertising services to the Group
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Xiamen Jinwan”	Xiamen Jinwan Advertising Company* (廈門今晚廣告公司), a company established in the PRC, a wholly-owned subsidiary of Xiamen Daily Agency* (廈門日報社) , being responsible for the advertising operations of Xiamen Evening News (廈門晚報)
“Xiamen Lujiang”	Xiamen Lujiang Advertising Company* (廈門鷺江廣告公司), a company established in the PRC, a wholly-owned subsidiary of Xiamen Daily Agency* (廈門日報社) , being responsible for the advertising operations of Xiamen Daily (廈門日報)
“%”	per cent.

* for the purpose of identification only

By order of the Board of
ShiFang Holding Limited
Chen Zhi
Chairman

Hong Kong, 20 April 2011

As at the date of this announcement, the executive Directors are Mr. Chen Zhi, Mr. Hong Pei Feng and Mr. Zhang Tie Zhu; the non-executive Director is Mr. Wang Ping; and the independent non-executive Directors are Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry and Mr. Zhuo Ze Yuan.