

eFuture Holding Inc.
Form SC 13E3/A
November 01, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

(Amendment No. 2)

RULE 13e-3 TRANSACTION STATEMENT

(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

EFUTURE HOLDING INC.

(Name of the Issuer)

eFuture Holding Inc.

Mr. Zhongchu Li

Beijing Shiji Information Technology Co., Ltd.

Shiji (Hong Kong) Limited

eFuture CI Limited

(Names of Persons Filing Statement)

Ordinary Shares, par value \$0.0756 per share

(Title of Class of Securities)

G29438101

(CUSIP Number)

Troe Wen

eFuture Holding Inc.

A1103, A1105, A1106-07, Building A, Chengjian Plaza

No. 18 Beitaipingzhuang Road, Haidian District

Beijing, 100088

People's Republic of China

Telephone: +86 10 5191 6123

Mr. Zhongchu Li

Shiji (Hong Kong) Limited

eFuture CI Limited

Room 1802, Great Eagle Centre,

23 Harbour Road, Wanchai

Hong Kong S.A.R.

Telephone: +852 2332 8520

Mr. Zhongchu Li

Beijing Shiji Information Technology Co., Ltd.

**3F East of the Lobby,
Yeahome International Hotel,
Yi No. 65, Fuxing Road**

Beijing 100036

People's Republic of China

Edgar Filing: eFuture Holding Inc. - Form SC 13E3/A

Telephone: +86 10 6824 9356

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With copies to:

Fang Xue, Esq.
Gibson, Dunn & Crutcher LLP
Unit 1301, Tower 1, China Central Place
No. 81 Jianguo Road
Beijing 100025
People's Republic of China
Telephone: +86 10 6502 8500

Denise Shiu, Esq.
Cleary Gottlieb Steen & Hamilton LLP
45th Floor, Fortune Financial Center
5 Dong San Huan Zhong Lu
Beijing, 100022
People's Republic of China
Telephone: +86 10 5920 1000

This statement is filed in connection with (check the appropriate box):

- a The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14-C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b The filing of a registration statement under the Securities Act of 1933.
- c A tender offer
- d None of the above

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transactional Valuation*	Amount of Filing Fee**
18,394,064	\$1,852.28

Edgar Filing: eFuture Holding Inc. - Form SC 13E3/A

Calculated solely for the purpose of determining the filing fee in accordance with Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended. The filing fee is calculated based on the sum of (a) the aggregate cash payment for the proposed per share cash payment of \$6.42 for 2,518,608 issued and outstanding ordinary shares of the issuer subject to the transaction, and (b) the product of 290,469 restricted shares of the issuer subject to the transaction multiplied by \$6.42 per restricted share plus (c) the product of 179,000 ordinary shares issuable under all outstanding options with per share exercise price lower than \$6.42 multiplied by \$2.01 per share (which is the difference between \$6.42 per share merger consideration and the weighted average exercise price of \$4.41 per share of such options) ((a) , (b) and (c) together, the "Transaction Valuation").

The amount of the filing fee, calculated in accordance with Exchange Act Rule 0-11(b)(1) and the Securities and Exchange Commission Fee Rate Advisory #1 for Fiscal Year 2016, was calculated by multiplying the Transaction ** Valuation by 0.0001007.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting of the fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	Filing Party:
Form or Registration No.:	Date Filed:

TABLE OF CONTENTS

Item 1 Summary of Term Sheet	3
Item 2 Subject Company Information	3
Item 3 Identity and Background of Filing Persons	4
Item 4 Terms of the Transaction	4
Item 5 Past Contracts, Transactions, Negotiations and Agreements	6
Item 6 Purposes of the Transaction and Plans or Proposals	7
Item 7 Purposes, Alternatives, Reasons and Effects	8
Item 8 Fairness of the Transaction	9
Item 9 Reports, Opinions, Appraisals and Negotiations	11
Item 10 Source and Amount of Funds or Other Consideration	11
Item 11 Interest in Securities of the Subject Company	12
Item 12 The Solicitation or Recommendation	12
Item 13 Financial Statements	13
Item 14 Persons/Assets, Retained, Employed, Compensated or Used	13
Item 15 Additional Information	13
Item 16 Exhibits	13

INTRODUCTION

This Amendment No. 2 (this “Amendment”) to the Rule 13e-3 transaction statement on Schedule 13e-3, together with the exhibits hereto (this “Transaction Statement”), is being filed with the Securities and Exchange Commission (the “SEC”) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), jointly by the following persons (each, a “Filing Person,” and collectively, the “Filing Persons”): (a) eFuture Holding Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands (the “Company”), the issuer of the ordinary shares, par value US\$0.0756 per share (each, a “Share” and collectively, the “Shares”), that is subject to the transaction pursuant to Rule 13e-3 under the Exchange Act; (b) Mr. Zhongchu Li; (c) Beijing Shiji Information Technology Co., Ltd.; (d) Shiji (Hong Kong) Limited, a company incorporated under the laws of Hong Kong S.A.R. (“Parent”); and (e) eFuture CI Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of Parent (“Merger Sub”). This Amendment amends and restates in its entirety information set forth in the Transaction Statement.

On September 23, 2016, Parent, Merger Sub and the Company entered into an agreement and plan of merger (the “Merger Agreement”) providing for the merger of Merger Sub with and into the Company, with the Company continuing as the surviving company (the “Surviving Corporation”) after the Merger as a wholly owned subsidiary of Parent (the “Merger”).

Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each of the Shares issued and outstanding immediately prior to the Effective Time will be cancelled in exchange for the right to receive US\$6.42 in cash, without interest, except for (a) 2,744,857 Shares held by Parent, Shares held by the Company, and any Shares held by their subsidiaries immediately prior to the Effective Time, which will be cancelled and cease to exist without payment of any consideration or distribution therefor; and (b) Shares held by shareholders who have validly exercised and have not effectively withdrawn or lost their rights to dissent from the Merger pursuant to Section 238 of the Companies Law of the Cayman Islands (the “Dissenting Shares”), which will be cancelled and cease to exist in exchange for the right to receive the payment of fair value of the Dissenting Shares in accordance with Section 238 of the Companies Law of the Cayman Islands.

In addition to the foregoing, at the Effective Time, each option (each a “Company Stock Option”) to purchase Shares granted under the Company’s 2009 Share Incentive Plan, 2011 Share Incentive Plan, 2013 Share Incentive Plan and 2015 Share Incentive Plan (collectively, the “Company Incentive Plans”), that is then vested, outstanding and unexercised immediately prior to the Effective Time will be cancelled and converted into the right of the holder of such Company Stock Option to receive, net of any applicable withholding taxes, cash in the amount equal to the product of (x) the excess, if any, of US\$6.42 over the exercise price per Share issuable under such Company Stock Option and (y) the number of Shares issuable upon exercise of such Company Stock Option immediately prior to the Effective Time, provided that if the exercise price per Share of any such Company Stock Option is greater than US\$6.42, such Company Stock Option will be cancelled without any cash payment being made in respect thereof.

At the Effective Time, each Company Stock Option that is then outstanding and not vested on or prior to the Effective Time will be cancelled and converted into a restricted cash incentive award (“RCA”) in an amount equal to the product of (x) the total number of Shares issuable upon exercise of such Company Stock Option immediately prior to the Effective Time multiplied by (y) the excess, if any of (1) US\$6.42 over (2) the exercise price per Share issuable under such Company Stock Option; provided that each RCA will be subject to the same vesting terms and conditions applicable to the Company Stock Option from which such RCA was converted.

At the Effective Time, each restricted share of the Company granted under the Company Incentive Plans (each a “Company Restricted Share”), whether vested or unvested, that is then outstanding immediately prior to the Effective Time, will be cancelled and converted into the right of the holder of such Company Restricted Share to receive, net of any applicable withholding taxes, cash in the amount equal to US\$6.42.

The Merger remains subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, including obtaining the requisite approval of the shareholders of the Company. The Merger Agreement, the plan of merger required to be registered with the Registrar of Companies of the Cayman Islands in connection with the Merger (the “Plan of Merger”) and the transactions contemplated by the Merger Agreement and the Plan of Merger (collectively, the “Transactions”), including the Merger, must be authorized and approved by a special resolution of the Company passed by an affirmative vote of holders of Shares representing at least two-thirds of the Shares present and voting in person or by proxy as a single class at the extraordinary general meeting held in accordance with its memorandum and articles of association. Pursuant to a support agreement entered into by and between Parent and the Company, Parent has agreed to vote all of the Shares beneficially owned by it in favor of the Merger Agreement, the Plan of Merger and the Transactions, including the Merger, which Shares represent approximately 52.15% of the total number of votes represented by the Company’s issued and outstanding Shares. A vote by a majority of the Shares held by unaffiliated holders is not required to approve the Merger Agreement, the Plan of Merger, or the Transactions, including the Merger.

The Company will make available to its shareholders a proxy statement (the “Proxy Statement,” a preliminary copy of which is attached as Exhibit (a)-(1) to this Amendment), relating to the extraordinary general meeting of the Company’s shareholders, at which the Company’s shareholders will consider and vote upon, among other proposals, a proposal to authorize and approve the Merger Agreement, the Plan of Merger and the Transactions, including the Merger. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion. Capitalized terms used but not defined in this Amendment shall have the meanings given to them in the Proxy Statement.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each item in this Amendment are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto.

All information contained in this Transaction Statement concerning each Filing Person has been supplied by such Filing Person. No Filing Person, including the Company, has supplied any information with respect to any other Filing Person.

Item 1 Summary of Term Sheet

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Summary Term Sheet”

“Questions and Answers about the Extraordinary General Meeting and the Merger”

Item 2 Subject Company Information

(a) Name and Address. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“Summary Term Sheet—The Parties Involved in the Merger”

(b) Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “The Extraordinary General Meeting—Record Date; Shares Entitled to Vote”

· “Security Ownership of Certain Beneficial Owners and Management of the Company”

(c) Trading Market and Price. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

3

· “Market Price of the Company’s shares, Dividends and Other Matters”

(d) Dividends. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

· “Market Price of the Company’s shares, Dividends and Other Matters”

(e) Prior Public Offerings. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

· “Transactions in Shares”

(f) Prior Stock Purchases. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

· “Transactions in Shares ”

Item 3 Identity and Background of Filing Persons

(a) Name and Address. eFuture Holding Inc. is the subject company. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—The Parties Involved in the Merger”

· “Annex f—Directors and Executive Officers of Each Filing Person”

(b) Business and Background of Entities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—The Parties Involved in the Merger”

· “Annex f—Directors and Executive Officers of Each Filing Person”

(c)

Business and Background of Natural Persons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—The Parties Involved in the Merger”

· “Annex f—Directors and Executive Officers of Each Filing Person”

Item 4 Terms of the Transaction

(a)-(1) Material Terms—Tender Offers. Not applicable.

(a)-(2) Material Terms—Merger or Similar Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet”

· “Questions and Answers about the Extraordinary General Meeting and the Merger”

·
·
· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

·
· “Special Factors—Purposes of and Reasons for the Merger”

·
· “Special Factors—Support Agreement”

· “Special Factors—Interests of Certain Persons in the Merger”

· “Special Factors—U.S. Federal Income Tax Consequences”

· “The Extraordinary General Meeting”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(c) Different Terms. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Interests of Certain Persons in the Merger”

· “The Extraordinary General Meeting—Proposals to be Considered at the Extraordinary General Meeting”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(d) Appraisal Rights. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet— Dissenters’ Rights of Shareholders”

· “Questions and Answers about the Extraordinary General Meeting and the Merger”

· “Dissenters’ Rights”

· “Annex E—Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) – Section 238”

(e) Provisions for Unaffiliated Security Holders. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

· “Provisions for Unaffiliated Security Holders”

(f) Eligibility of Listing or Trading. Not applicable.

Item 5 Past Contracts, Transactions, Negotiations and Agreements

(a) Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Interests of Certain Persons in the Merger”

· “Special Factors—Related Party Transactions”

· “Transactions in Shares”

(b) Significant Corporate Events. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Purposes of and Reasons for the Merger”

· “Special Factors—Interests of Certain Persons in the Merger”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(c) Negotiations or Contacts. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Background of the Merger”

· “Special Factors—Interests of Certain Persons in the Merger”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(e) Agreements Involving the Subject Company’s Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Plans for the Company after the Merger”

· “Summary Term Sheet—Support Agreement”

· “Special Factors—Background of the Merger”

· “Special Factors—Plans for the Company after the Merger”

· “Special Factors—Support Agreement”

· “Special Factors—Interests of Certain Persons in the Merger”

· “Special Factors—Voting by the Buyer Group at the Extraordinary General Meeting”

· “The Merger Agreement”

· “Transactions in Shares”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

Item 6 Purposes of the Transaction and Plans or Proposals

(b) Use of Securities Acquired. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet”

· “Questions and Answers about the Extraordinary General Meeting and the Merger”

· “Special Factors—Purposes of and Reasons for the Merger”

· “Special Factors—Effects of the Merger on the Company”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(c)(1)-(8) Plans. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—The Merger Agreement”

· “Summary Term Sheet—Purposes and Effects of the Merger”

· “Summary Term Sheet—Plans for the Company after the Merger”

· “Summary Term Sheet—Financing of the Merger”

· “Summary Term Sheet—Interests of the Company’s Executive Officers and Directors in the Merger”

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Purposes of and Reasons for the Merger”

· “Special Factors—Effects of the Merger on the Company”

· “Special Factors—Plans for the Company after the Merger”

· “Special Factors—Financing of the Merger”

· “Special Factors—Interests of Certain Persons in the Merger”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

Item 7 Purposes, Alternatives, Reasons and Effects

(a) Purposes. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Purposes and Effects of the Merger”

· “Summary Term Sheet—Plans for the Company after the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Purposes of and Reasons for the Merger”

(b) Alternatives. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Position of the Buyer Group as to the Fairness of the Merger”

· “Special Factors—Purposes of and Reasons for the Merger”

· “Special Factors—Alternatives to the Merger”

· “Special Factors—Effects on the Company if the Merger is not Completed”

(c) Reasons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Purposes and Effects of the Merger”

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Position of the Buyer Group as to the Fairness of the Merger”

· “Special Factors—Purposes of and Reasons for the Merger”

· “Special Factors—Effects of the Merger on the Company”

(d) Effects. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Purposes and Effects of the Merger”

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Effects of the Merger on the Company”

· “Special Factors—Plans for the Company after the Merger”

· “Special Factors—Effects on the Company if the Merger is not Completed”

· “Special Factors—Interests of Certain Persons in the Merger”

· “Special Factors—U.S. Federal Income Tax Consequences”

· “Special Factors—PRC Income Tax Consequences”

· “Special Factors—Cayman Islands Tax Consequences”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

Item 8 Fairness of the Transaction

(a)-(b) Fairness; Factors Considered in Determining Fairness. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Recommendation of the Special Committee”

· “Summary Term Sheet—Position of the Buyer Group as to the Fairness of the Merger”

· “Summary Term Sheet—Opinion of the Special Committee’s Financial Advisor”

· “Summary Term Sheet—Interests of the Company’s Executive Officers and Directors in the Merger”

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Position of the Buyer Group as to the Fairness of the Merger”

· “Special Factors—Opinion of the Special Committee’s Financial Advisor”

· “Special Factors—Interests of Certain Persons in the Merger”

· “Annex D—Opinion of Duff & Phelps, LLC as Financial Advisor”

(c) Approval of Security Holders. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Shareholder Vote Required to Authorize and Approve the Merger Agreement and Plan of Merger”

· “Questions and Answers about the Extraordinary General Meeting and the Merger”

· “The Extraordinary General Meeting—Vote Required”

(d) Unaffiliated Representative. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Opinion of the Special Committee’s Financial Advisor”

· “Annex D—Opinion of Duff & Phelps, LLC as Financial Advisor”

(e) Approval of Directors. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Recommendation of the Special Committee”

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

(f) Other Offers. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Special Factors—Background of the Merger”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

Item 9 Reports, Opinions, Appraisals and Negotiations

(a) Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Summary Term Sheet—Opinion of the Special Committee’s Financial Advisor”

“Special Factors—Background of the Merger”

“Special Factors—Opinion of the Special Committee’s Financial Advisor”

“Annex d—Opinion of Duff & Phelps, LLC as Financial Advisor”

(b) Preparer and Summary of the Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Special Factors—Opinions of the Special Committee’s Financial Advisor”

“Annex d—Opinion of Duff & Phelps, LLC as Financial Advisor”

(c) Availability of Documents. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“Where You Can Find More Information”

The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of the Company during its regular business hours by any interested holder of the Shares or his, her or its representative who has been so designated in writing.

Item 10 Source and Amount of Funds or Other Consideration

(a) Source of Funds. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Summary Term Sheet—Financing of the Merger”

“Special Factors—Financing of the Merger”

· “The Merger Agreement”

· “Annex A—Agreement and Plan of Merger”

· “Annex B—Plan of Merger”

(b) Conditions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Financing of the Merger”

· “Special Factors—Financing of the Merger”

(c) Expenses. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

· “Special Factors—Fees and Expenses”

(d) Borrowed Funds. Not Applicable.

Item 11 Interest in Securities of the Subject Company

(a) Securities Ownership. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “Summary Term Sheet—Interests of the Company’s Executive Officers and Directors in the Merger”
 - “Special Factors—Interests of Certain Persons in the Merger”
- “Security Ownership of Certain Beneficial Owners and Management of the Company”

(b) Securities Transactions. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

- “Transactions in Shares”

Item 12 The Solicitation or Recommendation

(d) Intent to Tender or Vote in a Going-Private Transaction. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

- “Summary Term Sheet—Interests of the Company’s Executive Officers and Directors in the Merger”
 - “Summary Term Sheet—Support Agreement”
- “Questions and Answers about the Extraordinary General Meeting and the Merger”
 - “Special Factors—Support Agreement”
- “Special Factors—Voting by the Buyer Group at the Extraordinary General Meeting”
 - “The Extraordinary General Meeting—Vote Required”

· “Security Ownership of Certain Beneficial Owners and Management of the Company”

(e) Recommendations of Others. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

· “Summary Term Sheet—Recommendation of the Special Committee”

· “Summary Term Sheet—Position of the Buyer Group as to the Fairness of the Merger”

· “Summary Term Sheet—Support Agreement”

· “Special Factors—Reasons for the Merger and Recommendation of the Special Committee and the Company”

· “Special Factors—Position of the Buyer Group as to the Fairness of the Merger”

“Special Factors—Support Agreement”

“The Extraordinary General Meeting—the Special Committee’s Recommendation”

Item 13 Financial Statements

Financial Information. The audited financial statements of the Company for the two years ended December 31, (a)2014 and 2015 are incorporated herein by reference to the Company’s Form 20-F for the year ended December 31, 2015, originally filed on May 2, 2016 (see page F-1 and following pages).

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Financial Information”

“Where You Can Find More Information”

(b) Pro Forma Information. Not applicable.

Item 14 Persons/Assets, Retained, Employed, Compensated or Used

(a) Solicitation or Recommendations. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“The Extraordinary General Meeting—Solicitation of Proxies”

(b) Employees and Corporate Assets. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“Summary Term Sheet—The Parties Involved in the Merger”

“Special Factors—Interests of Certain Persons in the Merger”

Item 15 Additional Information

(b) Other Material Information. The information contained in the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

Item 16 Exhibits

(a)-(1) Preliminary Proxy Statement of the Company dated [-] (the “Proxy Statement”).

(a)-(2) Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.

(a)-(3) Form of Proxy Card, incorporated herein by reference to Annex G to the Proxy Statement.

(a)-(4) Press Release issued by the Company, dated September 23, 2016, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on September 23, 2016.

- (b)-(1) Support Agreement, dated as of September 23, 2016, by and between Parent and the Company, incorporated herein by reference to Annex C to the Proxy Statement.
- (c)-(1) Opinion of Duff & Phelps, LLC, dated September 21, 2016, incorporated herein by reference to Annex D to the Proxy Statement.
- (c)-(2) Discussion Materials prepared by Duff & Phelps, LLC for discussion with the special committee of the board of directors of the Company, dated September 21, 2016.
- (d)-(1) Agreement and Plan of Merger, dated as of September 23, 2016, by and among the Company, Parent and Merger Sub, incorporated herein by reference to Annex A to the Proxy Statement.
- (f)-(1) Dissenters' Rights, incorporated herein by reference to the section entitled "Dissenters' Rights" in the Proxy Statement.
- (f)-(2) Section 238 of the Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised), incorporated herein by reference to Annex E to the Proxy Statement.

(g)

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 1, 2016

eFuture Holding Inc.

By /s/ Yuanzhu Lu

Name: Yuanzhu Lu

Title: Director

Mr. Zhongchu Li

/s/ Zhongchu Li

Beijing Shiji

Information

Technology Co., Ltd.

By /s/ Zhongchu Li

Name: Zhongchu Li

Title: Director

Shiji (Hong Kong)

Limited

By /s/ Zhongchu Li

Name: Zhongchu Li

Title: Director

eFuture CI Limited

By /s/ Zhongchu Li

Name: Zhongchu Li

Title: Director

EXHIBIT INDEX

- (a)-(1) Preliminary Proxy Statement of the Company dated [-] (the “Proxy Statement”).
- (a)-(2) Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.
- (a)-(3) Form of Proxy Card, incorporated herein by reference to Annex G to the Proxy Statement.
- (a)-(4) Press Release issued by the Company, dated September 23, 2016, incorporated herein by reference to Exhibit 99.1 to the Report on Form 6-K furnished by the Company to the SEC on September 23, 2016.
- (b)-(1) Support Agreement, dated as of September 23, 2016, by and between Parent and the Company, incorporated herein by reference to Annex C to the Proxy Statement.
- (c)-(1) Opinion of Duff & Phelps, LLC, dated September 21, 2016, incorporated herein by reference to Annex D to the Proxy Statement.
- (c)-(2) Discussion Materials prepared by Duff & Phelps, LLC for discussion with the special committee of the board of directors of the Company, dated September 21, 2016.
- (d)-(1) Agreement and Plan of Merger, dated as of September 23, 2016, by and among the Company, Parent and Merger Sub, incorporated herein by reference to Annex A to the Proxy Statement.
- (f)-(1) Dissenters’ Rights, incorporated herein by reference to the section entitled “Dissenters’ Rights” in the Proxy Statement.
- (f)-(2) Section 238 of the Cayman Islands Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised), incorporated herein by reference to Annex E to the Proxy Statement.
- (g) Not applicable.

