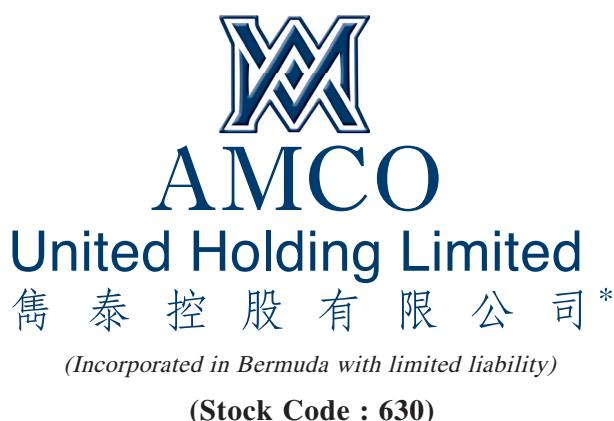


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*



**OPEN OFFER OF NOT LESS THAN 620,893,160  
OFFER SHARES AND NOT MORE THAN  
644,770,906 OFFER SHARES  
AT HK\$0.13 PER OFFER SHARE ON THE BASIS OF  
ONE OFFER SHARE FOR EVERY TWO SHARES  
IN ISSUE HELD ON THE RECORD DATE**

**THE OPEN OFFER**

The Company proposes to raise not less than approximately HK\$80.7 million before expenses by issuing not less than 620,893,160 Offer Shares and not more than approximately HK\$83.8 million before expenses by issuing not more than 644,770,906 Offer Shares at the subscription price of HK\$0.13 per Offer Share on the basis of one Offer Share for every two Shares in issue on the Record Date.

\* For identification purposes only

Based on 1,241,786,321 Shares in issue as at the date of this announcement and assuming that there is no change to the issued share capital of the Company from the date of this announcement up to the Record Date and no allotment and issue of the 2015 PIS on or before the Record Date, upon completion of the Open Offer, 620,893,160 Offer Shares will be issued. If the maximum number of the 2015 PIS was allotted and issued on or before the Record Date, upon completion of the Open Offer, 644,770,906 Offer Shares would be issued.

Assuming that there is no change to the issued share capital of the Company from the date of this announcement up to the Record Date, the minimum aggregate number of 620,893,160 Offer Shares proposed to be allotted and issued pursuant to the Open Offer represent: (i) 50% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of 620,893,160 Offer Shares immediately after completion of the Open Offer.

Assuming that the maximum number of the 2015 PIS was allotted and issued on or before the Record Date and there would be no other change to the issued share capital of the Company from the date of this announcement up to the Record Date, the maximum aggregate number of 644,770,906 Offer Shares proposed to be allotted and issued pursuant to the Open Offer represent: (i) 50% of the existing issued share capital of the Company as enlarged by the allotment and issue of the maximum number of the 2015 PIS; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of the maximum number of the 2015 PIS and 644,770,906 Offer Shares immediately after completion of the Open Offer.

The Company's register of members will be closed from Tuesday, 16 February 2016 to Monday, 22 February 2016, both dates inclusive, to determine the eligibility of the Open Offer. No transfer of Shares will be registered during this book closure period.

The Record Date is Monday, 22 February 2016. The last day of dealings in the Shares on a cum-entitlement basis is Thursday, 11 February 2016. The Shares will be dealt in on an ex-entitlement basis from Friday, 12 February 2016. To qualify for the Open Offer, Shareholders must be registered as a member of the Company as at the Record Date and not be an Excluded Shareholder.

### **Underwriting Agreement**

Pursuant to the Underwriting Agreement, the Open Offer will be fully underwritten by the Underwriter, on the terms and subject to the conditions in the Underwriting Agreement.

Pursuant to the Underwriting Agreement, the Underwriter has conditionally undertaken to underwrite the Offer Shares, being not less than 620,893,160 Offer Shares and not more than 644,770,906 Offer Shares, on a fully underwritten basis.

As the Open Offer will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the twelve-month period immediately preceding this announcement and the Open Offer is fully underwritten by the Underwriter who is not a Director, chief executive or substantial shareholder of the Company (or a close associate of any of them), pursuant to Rules 7.24(5) and 7.26A of the Listing Rules, the Open Offer is not subject to Shareholders' approval under the Listing Rules.

The Prospectus Documents setting out details of the Open Offer will be despatched to the Qualifying Shareholders (and the Prospectus for their information only, to the Excluded Shareholders) on Tuesday, 23 February 2016.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES**

**Shareholders and potential investors should note that the Open Offer is conditional upon the Underwriting Agreement having become unconditional and Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## **THE OPEN OFFER**

The Company proposes to raise not less than approximately HK\$80.7 million before expenses by issuing not less than 620,893,160 Offer Shares and not more than approximately HK\$83.8 million before expenses by issuing not more than 644,770,906 Offer Shares at the subscription price of HK\$0.13 per Offer Share on the basis of one Offer Share for every two Shares in issue on the Record Date.

### **Issue statistics**

Basis of the Open Offer	:	One Offer Share for every two Shares in issue held on the Record Date and payable in full on acceptance
Subscription Price	:	HK\$0.13 per Offer Share

Number of Shares in issue : 1,241,786,321 Shares  
as at the date of this  
announcement

Number of Offer Shares : Not less than 620,893,160 Offer Shares and not more than  
644,770,906 Offer Shares.

The aggregate nominal value of the total Offer Shares  
will be not less than HK\$6,208,931.60 and not more than  
HK\$6,447,709.06.

Number of Shares in issue : Not less than 1,862,679,481 Shares and not more than  
upon completion of the 1,934,312,718 Shares  
Open Offer

Amount raised before : Not less than approximately HK\$80.7 million and not more  
expenses than approximately HK\$83.8 million

As at the date of this announcement, a maximum of 109,837,630 Shares (“**Performance Incentive Shares**”), subject to adjustments, may be allotted and issued by the Company in accordance with the performance incentive agreement dated 4 March 2011 (as amended and restated on 27 July 2011) entered into by the Company (“**Performance Incentive Agreement**”). Pursuant to the Performance Incentive Agreement, (i) the Company may allot and issue a maximum of 47,755,491 Performance Incentive Shares, being the 2015 PIS, for the financial year ended 31 December 2015 in 2016; and (ii) subject to fulfilment of certain conditions, the Company will only be required to allot and issue 62,082,139 Performance Incentive Shares for the financial year ending 31 December 2016 in 2017.

As at the date of this announcement, save as disclosed above, the Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

The number of Offer Shares which may be issued pursuant to the Open Offer will be increased in proportion to any 2015 PIS which may be allotted and issued pursuant to the Performance Incentive Agreement on or before the Record Date.

Based on 1,241,786,321 Shares in issue as at the date of this announcement and assuming that there is no change to the issued share capital of the Company from the date of this announcement up to the Record Date and no allotment and issue of the 2015 PIS on or before the Record Date, upon completion of the Open Offer, 620,893,160 Offer Shares will be issued. If the maximum number of the 2015 PIS was allotted and issued on or before the Record Date, upon completion of the Open Offer, 644,770,906 Offer Shares would be issued.

Assuming that there is no change to the issued share capital of the Company from the date of this announcement up to the Record Date, the minimum aggregate number of 620,893,160 Offer Shares proposed to be allotted and issued pursuant to the Open Offer represent: (i) 50% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of 620,893,160 Offer Shares immediately after completion of the Open Offer.

Assuming that the maximum number of the 2015 PIS was allotted and issued on or before the Record Date and there would be no other change to the issued share capital of the Company from the date of this announcement up to the Record Date, the maximum aggregate number of 644,770,906 Offer Shares proposed to be allotted and issued pursuant to the Open Offer represent: (i) 50% of the existing issued share capital of the Company as enlarged by the allotment and issue of the maximum number of the 2015 PIS; and (ii) approximately 33.33% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of the maximum number of the 2015 PIS and 644,770,906 Offer Shares immediately after completion of the Open Offer.

### **Qualifying Shareholders**

To qualify for the Open Offer, Shareholders must be registered as a member of the Company as at the close of business on the Record Date and not be an Excluded Shareholder.

Investors whose Shares are held by nominee companies should note that the Board will regard a nominee company as a single Shareholder according to the register of members of the Company. Shareholders with their Shares held by nominee companies are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

The Record Date is Monday, 22 February 2016. The last day of dealings in the Shares on a cum-entitlement basis is Thursday, 11 February 2016. The Shares will be dealt in on an ex-entitlement basis from Friday, 12 February 2016.

In order to be registered as members of the Company prior to the close of business on the Record Date, Shareholders must lodge any transfers of Shares (together with the relevant share certificates) for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 15 February 2016.

As at the date of this announcement, the Board has not received any information from any Shareholders of their intention to take up the Offer Shares under the Open Offer.

### **Excluded Shareholders**

The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. If there are Overseas Shareholders at the close of business on the Record Date, the Overseas Shareholders may not be eligible to take part in the Open Offer as explained below.

The Directors will comply with Rule 13.36(2)(a) of the Listing Rules and make enquiries regarding the feasibility of extending the Open Offer to the Overseas Shareholders. If, after making such enquiries, the Directors are of the opinion that it would be necessary or expedient, on account either of the legal restrictions under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer the Offer Shares to such Overseas Shareholders, the Open Offer will not be available to such Overseas Shareholders.

The result of the enquiries and the basis of the exclusion, if any, will be included in the Prospectus.

### **Closure of register of members**

The register of members of the Company will be closed from Tuesday, 16 February 2016 to Monday, 22 February 2016, both dates inclusive, to determine the eligibility of the Open Offer. No transfer of Shares will be registered during the book closure period.

## **Subscription Price**

The Subscription Price is HK\$0.13 per Offer Share, payable in full when a Qualifying Shareholder accepts his/her/its allotment under the Open Offer.

The Subscription Price represents:

- (1) a discount of 67.5% to the closing price of HK\$0.40 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (2) a discount of approximately 66.9% to the average closing price of HK\$0.393 per Share quoted on the Stock Exchange for the five trading days before the Last Trading Day; and
- (3) a premium of approximately 1.6% to the Group's unaudited consolidated net asset value per Share of approximately HK\$0.128 (as calculated on the basis of the net assets of the Group of approximately HK\$39,179,000 as disclosed in the interim report of the Company for the six months ended 30 June 2015 divided by the number of Shares in issue as at 30 June 2015, being 306,486,321 Shares).

The Subscription Price also represents a discount of approximately 58.1% to the theoretical ex-entitlement price of HK\$0.31 per Share based on the closing price of HK\$0.40 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market conditions and the recent trading price of the Shares.

On the basis that the Company will receive minimum net proceeds, after deducting relevant expenses, of approximately HK\$77.4 million, the net issue price of each Offer Share is approximately HK\$0.12.

## **Status of the Offer Shares**

Each of the Offer Shares, when allotted, issued and fully paid, will rank equally in all respects with the Shares in issue on the date of their respective allotment and issue. Holders of the Offer Shares will be entitled to receive all future dividends and distributions which are declared after the date of their allotment and issue.

## **Fractions of the Offer Shares**

Entitlement to the Open Offer will be rounded down to the nearest whole number. No fractional entitlements to the Offer Shares will be issued to the Qualifying Shareholders. All such fractional entitlements will be aggregated and taken up by the Underwriter in accordance with the terms and conditions of the Underwriting Agreement.

## **Certificates of the Offer Shares**

Subject to the fulfilment of the conditions of the Open Offer, share certificates for the Offer Shares are expected to be posted on or before Thursday, 17 March 2016 to those entitled thereto by ordinary post at their own risk.

## **Application for listing**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Offer Shares.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

Subject to the grant of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements will be made to enable the Offer Shares in their fully-paid form to be admitted into CCASS.

### **No application for excess Offer Shares**

Considering that the Open Offer will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company, if application for excess Offer Shares is arranged, the Company will be required to put in additional effort and costs to administer the excess application procedures. Accordingly, no excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

Any Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter pursuant to the terms and conditions of the Underwriting Agreement.

### **Arrangement on odd lots trading**

In order to alleviate the difficulties arising from the existence of odd lots of Shares arising from the Open Offer, the Company will appoint a designated broker to provide matching services for the sale and purchase of odd lots of the Shares on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement is recommended to consult their own professional advisers.

Further details in respect of the odd lots matching arrangement will be set out in the Prospectus to be despatched by the Company to the Shareholders.

**Qualifying Shareholders who do not take up the Offer Shares to which they are entitled should note that their shareholdings in the Company will be diluted.**

## **UNDERWRITING AGREEMENT**

Date : 20 January 2016

Parties : (1) the Company; and

(2) Ample Orient Capital Limited (as the Underwriter).

The Underwriter is a company incorporated in Hong Kong with limited liability, and a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO. As at the date of this announcement, the Underwriter does not hold any Shares. Each of the Underwriter and its ultimate beneficial owners is, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, an Independent Third Party.

Number of Underwritten Shares : Not less than 620,893,160 Offer Shares (*Note 1*) and not more than 644,770,906 Offer Shares (*Note 2*)

*Notes:*

1. This figure assumes that no further Shares will be allotted and issued from the date of this announcement up to the Record Date.
2. This figure assumes that the maximum number of the 2015 PIS has been allotted and issued on or before the Record Date (but no other Shares have been allotted and issued on or before the Record Date).

Commission and expenses : The Company shall pay:

- (a) to the Underwriter a commission of 2.5% of the aggregate Subscription Price in respect of the maximum Underwritten Shares underwritten by it;
- (b) to the Underwriter reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriter in respect of the Open Offer subject to a cap of HK\$10,000.

The commission payable to the Underwriter was determined after arm's length negotiations between the Company and the Underwriter. The Directors consider that such amount is on normal commercial terms and is comparable with market rate.

Under the Underwriting Agreement, if the conditions of the Open Offer are fulfilled on or before the Latest Time for Acceptance (or such later time and/or date as the Company and the Underwriter may determine in writing) and the Underwriting Agreement becomes unconditional and is not terminated in accordance with the terms thereof, and in the event that by the Latest Time for Acceptance any of the Underwritten Shares have not been taken up (“**Untaken Shares**”), the Company shall as soon as practicable thereafter and in any event before 6:00 p.m. on the first Business Day after the Latest Time for Acceptance, notify or procure the branch share registrar and transfer office of the Company in Hong Kong on behalf of the Company to notify the Underwriter in writing of the number of Underwritten Shares not taken up. Pursuant to the Underwriting Agreement, when the Underwriter is being called upon to subscribe for or procure subscription for the Untaken Shares:

- (1) the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to be 10% or more of the then issued share capital of the Company;
- (2) the Underwriter shall ensure that none of the subscribers of the Untaken Shares will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 10% or more of the issued share capital of the Company upon the allotment and issue of the Offer Shares;
- (3) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriters), shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive or substantial shareholders of the Company (within the meaning of the Listing Rules) or any of its subsidiaries and their respective close associates; and
- (4) in the event that there is insufficient public float of the Company within the meaning of the Listing Rules immediately upon completion of the Open Offer solely because of the Underwriter’s performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 8.08 of the Listing Rules.

## **Termination of the Underwriting Agreement**

The Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter's obligations thereunder on the occurrence of certain events. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination:

- (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (e) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 10 consecutive business days, excluding any suspension in connection with the clearance of this announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or

- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) the Prospectus in connection with the Open Offer when published contain information (either as to the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

- (1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or
- (2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the representations, warranties and undertakings contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to the Latest Time for Termination.

## Conditions of the Open Offer

The Open Offer is conditional upon the following conditions being fulfilled:

- (1) the Stock Exchange granting or agreeing to grant the listing of and permission to deal in all the Offer Shares and not having withdrawn or revoked such listing and permission on or before the Latest Time for Termination;
- (2) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (“C(WUMP)O”) not later than the Prospectus Posting Date;
- (3) the filing and registration of all documents relating to the Open Offer, which are required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the C(WUMP)O by no later than the Prospectus Posting Date;
- (4) the posting of the Prospectus Documents to Qualifying Shareholders by the Prospectus Posting Date; and
- (5) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination.

None of the conditions precedent as set out above are capable of being waived by any party to the Underwriting Agreement.

If the conditions precedent as set out above are not satisfied by the respective date set out above (or such later time and/or date as the Underwriter may agree with the Company in writing), the Underwriting Agreement shall terminate and (save for any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) no party will have any claim against any other party for costs, damages, compensation or otherwise.

## CHANGES IN SHAREHOLDING STRUCTURE

For illustrative purposes only,

- if the Open Offer is to proceed, set out below is the shareholding structure of the Company assuming that (i) there is no change in the shareholding structure of the Company from the date of this announcement up to the Record Date; and (ii) there is no Excluded Shareholder on the Record Date:

Shareholders	(1) As at the date of this announcement and up to the Record Date		(2) Immediately upon completion of the Open Offer (assuming all Shareholders have taken up the Offer Shares)		(3) Immediately upon completion of the Open Offer (assuming no Shareholder has taken up the Offer Shares)	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Mr. Yip Wai Lun, Alvin and his associates ( <i>Note 1</i> )	35,025,346	2.82	52,538,019	2.82	35,025,346	1.88
<i>Public Shareholders:</i>						
Underwriter or subscribers procured by it ( <i>Note 2</i> )	8,980,000	0.72	13,470,000	0.72	629,873,160	33.82
Other public Shareholders	<u>1,197,780,975</u>	<u>96.46</u>	<u>1,796,671,462</u>	<u>96.46</u>	<u>1,197,780,975</u>	<u>64.30</u>
Total:	<u><u>1,241,786,321</u></u>	<u><u>100.00</u></u>	<u><u>1,862,679,481</u></u>	<u><u>100.00</u></u>	<u><u>1,862,679,481</u></u>	<u><u>100.00</u></u>

2. if the Open Offer is to proceed, set out below is the shareholding structure of the Company assuming that (i) the maximum number of the 2015 PIS has been allotted and issued on or before the Record Date; (ii) there is no other change in the shareholding structure of the Company from the date of this announcement up to the Record Date; and (iii) there is no Excluded Shareholder on the Record Date:

Shareholders	(1) As at the date of this announcement and up to the Record Date		(2) Immediately upon completion of the Open Offer (assuming all Shareholders have taken up the Offer Shares)		(3) Immediately upon completion of the Open Offer (assuming no Shareholder has taken up the Offer Shares)	
	<i>Approximate</i>		<i>Approximate</i>		<i>Approximate</i>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Mr. Yip Wai Lun, Alvin and his associates ( <i>Note 1</i> )	82,780,837	6.42	124,171,255	6.42	82,780,837	4.28
<i>Public Shareholders:</i>						
Underwriter or subscribers procured by it ( <i>Note 2</i> )	8,980,000	0.70	13,470,000	0.70	653,750,906	33.80
Other public Shareholders	<u>1,197,780,975</u>	<u>92.88</u>	<u>1,796,671,463</u>	<u>92.88</u>	<u>1,197,780,975</u>	<u>61.92</u>
Total:	<u><u>1,289,541,812</u></u>	<u><u>100.00</u></u>	<u><u>1,934,312,718</u></u>	<u><u>100.00</u></u>	<u><u>1,934,312,718</u></u>	<u><u>100.00</u></u>

*Notes:*

- Mr. Yip Wai Lun, Alvin, an executive Director and the chairman of the Board, holds 34,899,346 Shares through Almeco United Group Limited and 126,000 Shares through Titron South China Limited. Mr. Yip Wai Lun, Alvin, directly owns 100% of Almeco United Group Limited and directly owns 42.5% of Titron Group Holdings Limited, which in turn wholly owns Titron South China Limited. Mr. Yip Wai Lun, Alvin directly owns 50% of Atlas Medical Limited, which may be entitled to the allotment and issue of the Performance Incentive Shares, being a maximum of 109,837,630 Shares (subject to adjustment), of which a maximum of 47,755,491 Performance Incentive Shares, being the 2015 PIS, for the financial year ended 31 December 2015 may be allotted and issued by the Company in 2016.

2. Pursuant to the Underwriting Agreement, the Underwriter has undertaken to the Company that when the Underwriter is being called upon to subscribe for or procure subscription for the Untaken Shares: (1) the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to be 10% or more of the then issued share capital of the Company; (2) the Underwriter shall ensure that none of the subscribers of the Untaken Shares will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of such subscription and such subscriber, together with parties acting in concert with it, shall not be holding 10% or more of the issued share capital of the Company upon the allotment and issue of the Offer Shares; (3) the Underwriter shall use all reasonable endeavours to procure that each of the subscribers of the Untaken Shares (including any direct and indirect sub-underwriter), shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive or substantial shareholders of the Company (within the meaning of the Listing Rules) or any of its subsidiaries and their respective close associates; and (4) in the event that there is insufficient public float of the Company within the meaning of the Listing Rules immediately upon completion of the Open Offer solely because of the Underwriter's performance of its obligations pursuant to the Underwriting Agreement, the Underwriter agrees to take such appropriate steps as may be reasonably required to maintain the minimum public float for the Shares in compliance with Rule 8.08 of the Listing Rules.

***Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Open Offer are subject to various factors, including the results of acceptance of the Open Offer. Further announcements will be made by the Company in accordance with the Listing Rules following the completion of the Open Offer upon which the Offer Shares are allotted and issued.***

## **REASONS FOR THE OPEN OFFER**

The Group is principally engaged in (i) manufacture and sale of medical device products; (ii) manufacture and sale of plastic moulding products; (iii) provision of public relations services; (iv) provision of human resources management services; (v) provision of construction services in building construction, building maintenance and improvement works, project management, renovation and decoration works; and (vi) money lending business.

The Directors consider that it is prudent to finance the Group's long term growth by way of equity fund raising which will not only strengthen the Group's capital base and enhance its financial position without increasing finance costs. In addition, the Open Offer would provide an opportunity for all Qualifying Shareholders to participate in the future development and growth of the Group. Accordingly, the Board considers that the terms of the Underwriting Agreement are fair and reasonable and that the Underwriting Agreement and the Open Offer are in the interests of the Company and the Shareholders as a whole.

## **USE OF PROCEEDS FROM THE OPEN OFFER**

The Company will raise not less than approximately HK\$80.7 million and not more than approximately HK\$83.8 million before expenses from the Open Offer. The minimum net proceeds from the Open Offer, after deducting relevant expenses, are estimated to be approximately HK\$77.4 million.

The Board intends to apply the net proceeds from the Open Offer to develop and operate the Group's money lending business.

As disclosed in the interim report of the Company for the six months ended 30 June 2015, Ever Great Finance Limited, a wholly-owned subsidiary of the Company, has successfully obtained a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). As disclosed in the announcement of the Company dated 7 January 2016, the Group has granted a loan of HK\$20.0 million to an Independent Third Party and such advance of loan marked the commencement of the Group's money lending business.

The estimated expenses in relation to the Open Offer, including underwriting commission, financial, legal and other professional expenses, HK\$3.3 million, will be borne by the Company.

## EXPECTED TIMETABLE

The expected timetable for the Open Offer set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	Time and Date
	<b>2016</b>
Last day of dealings in the Shares on cum-entitlement basis. . . . .	Thursday, 11 February
Ex-date (the first day of dealings in Shares on ex-entitlement basis) . . . . .	Friday, 12 February
Latest time for lodging transfers of Shares in order to qualify for the Open Offer . . . . .	4:30 p.m. on Monday, 15 February
Register of members closes . . . . .	Tuesday, 16 February to Monday, 22 February (both dates inclusive)
Record Date . . . . .	Monday, 22 February
Register of members reopens . . . . .	Tuesday, 23 February
Despatch of Prospectus Documents . . . . .	Tuesday, 23 February
Latest Time for Acceptance and payment for Offer Shares . . . . .	4:00 p.m. on Tuesday, 8 March
Latest Time for Termination. . . . .	4:00 p.m. on Thursday, 10 March
Announcement of the results of the Open Offer . . . . .	Wednesday, 16 March
Despatch of share certificates for Offer Shares . . . . .	Thursday, 17 March

<b>Event</b>	<b>Time and Date</b>
	<b>2016</b>
Despatch of refund cheques if the Open Offer is terminated . . . . .	Thursday, 17 March
Expected first day of dealings in Offer Shares on the Stock Exchange . . . . .	9:00 a.m. on Friday, 18 March
Designated broker starts to stand in the market to provide matching services. . . . .	9:00 a.m. on Friday, 18 March
Last day for the designated broker to stand in the market to provide matching services . . . . .	4:30 p.m. on 8 April

**EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE OFFER SHARES**

All times in this announcement refer to Hong Kong time. If there is a ‘black’ rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Tuesday, 8 March 2016, being the date of the Latest Time for Acceptance:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; and
- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

Under such circumstances, the dates mentioned in the expected timetable above (including, without limitation, the Latest Time for Termination) may be affected.

Dates or deadlines stated in this announcement for events in the timetable are indicative only and may be extended or varied between the Company and the Underwriter. Any changes to the anticipated timetable for the Open Offer will be announced as appropriate.

## FUND RAISING ACTIVITIES OF THE COMPANY WITHIN 12 MONTHS TO THE DATE OF THIS ANNOUNCEMENT

Apart from the fund raising activities mentioned below, the Company has not carried out other fund raising activities during the 12 months immediately preceding the date of this announcement:

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Intended use of the net proceeds	Actual use of the net proceeds
14 July 2015, 24 July 2015 and 17 December 2015	Placing of 61,200,000 new Shares under general mandate at the placing price of HK\$0.328 per placing share	HK\$19.2 million	(i) as to approximately HK\$9.2 million for general working capital of the Group; and  (ii) as to approximately HK\$10.0 million for money lending business.	The net proceeds had been utilised as intended.
14 July 2015, 31 August 2015 and 30 November 2015	Placing of 874,100,000 new Shares under specific mandate at the placing price of HK\$0.230 per placing share	HK\$194.5 million	(i) as to approximately HK\$84.5 million for the business development of ACE Engineering Limited (“ACE Engineering”), a wholly-owned subsidiary of the Company principally engaged in building construction, building maintenance and improvement works, project management, renovation and decoration works in Hong Kong; and  (ii) as to approximately HK\$110.0 million for purchasing office premises in Hong Kong.	(i) as to approximately HK\$1.2 million had been utilised as intended for the general working capital of ACE Engineering;  (ii) as to HK\$58.9 million had been utilised as intended for funding the remaining consideration of the acquisition of Bonus First Group Limited, the principal asset of which is a commercial unit in Hong Kong, details of which are disclosed in the announcements of the Company dated 6 October 2015 and 29 December 2015; and  (iii) as to HK\$50.0 million would be utilised for funding the acquisition of 40% of the issued share capital of Ultimate Elite Investments Limited, the principal assets of which upon completion will be a commercial property in Hong Kong, details of which are disclosed in the announcement of the Company dated 15 January 2016.
				The remaining net proceeds of approximately HK\$84.4 million had not been utilised and remained in the bank for intended use.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the Open Offer will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the twelve-month period immediately preceding this announcement and the Open Offer is fully underwritten by the Underwriter who is not a Director, chief executive or substantial shareholder of the Company (or a close associate of any of them), pursuant to Rules 7.24(5) and 7.26A of the Listing Rules, the Open Offer is not subject to Shareholders' approval under the Listing Rules.

## **ADJUSTMENTS RELATING TO THE PERFORMANCE INCENTIVE SHARES UPON COMPLETION OF THE OPEN OFFER**

Pursuant to the Performance Incentive Agreement, adjustments to the number of the Performance Incentive Shares and the issue price at which the Performance Incentive Shares shall be allotted and issued may be made upon the Open Offer becoming unconditional. The Company will notify the counterparty to the Performance Incentive Agreement of the adjustments (if any) that ought to be made to the number of the Performance Incentive Shares and the issue price at which the Performance Incentive Shares shall be allotted and issued in accordance with the terms of the Performance Incentive Agreement.

## **GENERAL**

The Prospectus Documents setting out details of the Open Offer will be despatched to the Qualifying Shareholders (and the Prospectus for their information only, to the Excluded Shareholders) on Tuesday, 23 February 2016.

## **WARNING OF THE RISKS OF DEALING IN SHARES**

**The Open Offer is conditional, among other things, upon the obligations of the Underwriter under the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in Shares. Any Shareholders or other persons contemplating dealing in the Shares are recommended to consult their own professional advisers.**

**Shareholders should note that the Shares will be dealt in on an ex-entitlement basis commencing from Friday, 12 February 2016 and that dealing in Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled.**

**Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled (which is expected to be at 4:00 p.m. on Thursday, 10 March 2016), will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about their position, is recommended to consult their own professional advisers.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“2015 PIS”	a maximum of 47,755,491 Performance Incentive Shares which may be allotted and issued by the Company for the financial year ended 31 December 2015 in 2016
“acting in concert”	has the meaning ascribed to it by the Takeovers Code
“Application Form(s)”	the form(s) of application in respect of the Open Offer
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day, other than Saturday or a day on which a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on which banks generally are open for business in Hong Kong

“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	AMCO United Holding Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Open Offer
“Director(s)”	the director(s) of the Company
“Excluded Shareholders”	the Overseas Shareholders whom the Board, based on legal opinions provided by legal advisers if the Board considers it necessary or expedient not to offer the Offer Shares to such Shareholders on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a third party independent of the Company and the connected persons (as defined under the Listing Rules) of the Company
“Last Trading Day”	20 January 2016, being the date of the Underwriting Agreement
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 8 March 2016 or such later time as may be agreed between the Company and the Underwriter, being the latest time for acceptance of the offer of the Offer Shares

“Latest Time for Termination”	4:00 p.m. on Thursday, 10 March 2016 or such later time to be agreed between the Company and the Underwriter, being the latest time for the Underwriter to terminate the Underwriting Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer Share(s)”	not less than 620,893,160 new Shares and not more than 644,770,906 new Shares to be issued by the Company pursuant to the Open Offer
“Open Offer”	the proposed issue of Offer Shares by way of open offer on the basis of one Offer Share for every two Shares in issue on the Record Date to the Qualifying Shareholders on the terms to be set out in the Prospectus Documents
“Overseas Shareholder(s)”	the Shareholder(s) with registered address(es) (as shown in the register of members of the Company at the close of business on the Record Date) which is/are outside Hong Kong
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Special Administrative Region of Macau of the PRC and Taiwan
“Prospectus”	the prospectus to be issued by the Company in relation to the Open Offer
“Prospectus Documents”	the Prospectus and the Application Form(s)
“Prospectus Posting Date”	Tuesday, 23 February 2016 or such later date as may be agreed between the Company and the Underwriter, being the date of despatch of Prospectus Documents

“Qualifying Shareholder(s)”	the Shareholder(s), other than the Excluded Shareholders, whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date
“Record Date”	Monday, 22 February 2016 (or such other date as may be agreed between the Company and the Underwriter to determine entitlements to the Open Offer)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.13 per Offer Share
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriter”	Ample Orient Capital Limited, a licensed corporation to carry on Type 1 (dealing in securities) regulated activity under the SFO
“Underwriting Agreement”	the underwriting agreement dated 20 January 2016 entered into between the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	the Offer Shares, being not less than 620,893,160 Offer Shares and not more than 644,770,906 Offer Shares, to be underwritten by the Underwriter pursuant to the Underwriting Agreement

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

On behalf of the Board  
**AMCO United Holding Limited**  
**Yip Wai Lun, Alvin**  
*Chairman and Managing Director*

Hong Kong, 20 January 2016

*As at the date of this announcement, Mr. Yip Wai Lun, Alvin, Mr. Cheng Kin Chor and Mr. Leung Kelvin Ming Yuen are the executive Directors; and Mr. Wong Siu Ki, Mr. Chan Ngai Sang Kenny and Mr. Li Kwok Fat are the independent non-executive Directors.*