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

**FAIRY KING PRAWN HOLDINGS LIMITED**

**SIH LIMITED**

*(Incorporated in the BVI with limited liability) (Incorporated in the BVI with limited liability)*

## **JOINT ANNOUNCEMENT**

### **CLOSE OF UNCONDITIONAL VOLUNTARY CASH OFFER BY GF SECURITIES (HONG KONG) BROKERAGE LIMITED ON BEHALF OF FAIRY KING PRAWN HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES IN SIH LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY FAIRY KING PRAWN HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to Fairy King Prawn Holdings Limited**



#### **CLOSE OF THE PRIVATECO OFFER**

The Privateco Offer made by GF Securities on behalf of Fairy King Prawn was closed at 4:00 p.m. on Monday, 21 July 2014.

As at 4:00 p.m. on Monday, 21 July 2014, being the latest time and date for acceptance of the Privateco Offer, Fairy King Prawn had received valid acceptances in respect of a total of 643,480,616 Privateco Shares under the Privateco Offer, representing approximately 31.6% of the total issued share capital of Privateco as at the date of this joint announcement and approximately 86.6% of the disinterested Privateco Shares (ie. Privateco Shares other than those owned or agreed to be acquired by Fairy King Prawn and parties acting in concert with it immediately prior to the Privateco Offer). The Privateco Offer has not been revised or extended.

References are made to (i) the joint announcement issued by Achieve Prosper Capital Limited, Fairy King Prawn and the Listco dated 21 March 2014; (ii) the circular issued by the Listco dated 24 May 2014; and (iii) the composite offer and response document jointly issued by the Privateco and Fairy King Prawn dated 30 June 2014 (the “**Privateco Composite Document**”).

Unless the content requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as defined in the Privateco Composite Document.

## **CLOSE OF THE PRIVATECO OFFER**

The Privateco Offer made by GF Securities on behalf of Fairy King Prawn was closed at 4:00 p.m. on Monday, 21 July 2014.

As at 4:00 p.m. on Monday, 21 July 2014, being the latest time and date for acceptance of the Privateco Offer, Fairy King Prawn had received valid acceptances in respect of a total of 643,480,616 Privateco Shares (the “**Acceptance Shares**”) under the Privateco Offer, representing approximately 31.6% of the total issued share capital of Privateco as at the date of this joint announcement and approximately 86.6% of the disinterested Privateco Shares (ie. Privateco Shares other than those owned or agreed to be acquired by Fairy King Prawn and parties acting in concert with it immediately prior to the Privateco Offer). The Privateco Offer has not been revised or extended.

Remittances in respect of valid acceptances of the Privateco Offer have been posted or will be posted (as the case maybe) to the relevant Independent Privateco Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven Business Days of the date of receipt by the Transfer Agent of the duly completed Form of Acceptance and Transfer.

Share certificates of the Privateco are expected to be posted no later than Wednesday, 30 July 2014 to the Privateco Shareholders who have not accepted the Privateco Offer by ordinary post at their own risk.

## **COMPULSORY ACQUISITION**

As Fairy King Prawn has not acquired more than 90% of the disinterested Privateco Shares (ie. Privateco Shares other than those owned or agreed to be acquired by Fairy King Prawn and parties acting in concert with it immediately prior to the Privateco Offer), Fairy King Prawn is unable to exercise its right under Rule 2.11 of the Takeovers Code to request the Privateco to compulsorily redeem all the remaining Privateco Shares.

## **SHAREHOLDING STRUCTURE OF THE PRIVATECO**

Immediately before the commencement of the offer period (as defined under the Takeovers Code), the Privateco was a wholly-owned subsidiary of the Listco, Fairy King Prawn and parties acting in concert with it did not hold any Privateco Shares directly. Upon the completion of the Distribution In Specie on 26 June 2014, Fairy King Prawn and parties acting in concert with it became interested in 1,290,385,709 Privateco Shares, representing approximately 63.4% of the issued share capital of the Privateco.

Taking into account (i) the Acceptance Shares; and (ii) 1,290,385,709 Privateco Shares already held by Fairy King Prawn and parties acting in concert with it, Fairy King Prawn and parties acting in concert with it are interested in an aggregate of 1,933,866,325 Privateco Shares (representing approximately 95.1% of the issued capital of the Privateco) as at the date of this joint announcement and upon the close of the Privateco Offer.

Save for the Distribution In Specie under which an aggregate of 1,290,385,709 Privateco Shares were distributed to Fairy King Prawn and parties acting in concert with it and the Acceptance Shares, Fairy King Prawn and parties acting in concert with it had not acquired or agreed to acquire any securities of the Privateco or rights over the Privateco Shares during the offer period. None of Fairy King Prawn and parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Privateco during the offer period either.

By Order of the Board  
**Fairy King Prawn Holdings Limited**  
**LAU Sak Hong, Philip**  
*Director*

By Order of the Board  
**SIH Limited**  
**LAU Sak Hong, Philip**  
*Director*

Hong Kong, 21 July 2014

*As at the date of this joint announcement, the board of directors of Fairy King Prawn comprises three directors, namely Mr. Lau Sak Hong, Philip, Mr. Lau Yat Sun, Kevin and Ms. Lau Jun Jun.*

*The directors of Fairy King Prawn jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to Fairy King Prawn, its associates and parties acting in concert with it and the Privateco Offer and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Privateco Board comprises three Privateco Directors, namely Mr. Lau Sak Hong, Philip, Mr. Lau Sak Kai, Anthony and Mr. Lau Sak Yuk, Andy.*

*The Privateco Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Privateco Offer and Fairy King Prawn, its associates, and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Fairy King Prawn) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text.*