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PT INTERNATIONAL DEVELOPMENT CORPORATION LIMITED

保 德 國 際 發 展 企 業 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 372)

**ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
THE POSSIBLE VOLUNTARY CONDITIONAL CASH OFFER
AND
RESUMPTION OF TRADING**

This announcement is made by PT International Development Corporation Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POSSIBLE VOLUNTARY CONDITIONAL CASH OFFER

On 31st January, 2022 (after trading hours), the board (the “**Board**”) of directors of the Company (the “**Directors**”) received a letter (the “**Letter**”) from Yu Ming Investment Management Limited on behalf of Ms. Zhu Liang Hui Hui (the “**Offeror**”) stating that the Offeror is considering making a voluntary conditional cash offer pursuant to the Takeovers Code to acquire all the issued shares of the Company of nominal value HK\$0.01 each (the “**Shares**”) from shareholders of the Company other than parties acting in concert with the Offeror (the “**Offer**”). The Offeror is the spouse of Mr. Zhu Bin, a holder of 35% equity interest in and a director of Thousand Vantage Investment Limited, a 65%-owned subsidiary of the Company. The Company has been informed that the Offeror and parties acting in concert with her are interested in an aggregate of 47,256,000 Shares, representing approximately 2.3% of the total issued Shares of the Company as at the date of this announcement.

* *For identification purposes only*

The Letter states that Offer will be subject to the following conditions (the “**Conditions**”):

- (i) valid acceptances of the Offer having been received in respect of the Offer Shares which will result in the Offeror and the parties acting in concert with her holding no less than 50% of the issued shares of the Company;
- (ii) the Company shall remain listed on the Stock Exchange and is not subject to prolonged suspension in trading of its shares or delisting by the Stock Exchange or any other regulator; and
- (iii) the Offeror having appointed directors representing a majority of the board of directors of the Company after the posting of the offeree document but prior to completion of the Offer.

SHARES IN ISSUE

As at the date of this announcement, the share capital of the Company comprises 2,018,282,827 Shares. Save as disclosed above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

MONTHLY UPDATES

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Offer will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

DISCLOSURE OF DEALINGS

For the purposes of the Takeovers Code, the offer period has commenced on the date of this announcement. The respective associates of the Company (including, among others, shareholders of the Company holding interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

Trading in the Shares has been halted with effect from 9:00 a.m. on 4th February, 2022. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 9th February, 2022.

Shareholders and potential investors of the Company should be aware that the Offer may or may not proceed. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company.

By Order of the Board
PT International Development Corporation Limited
Ching Man Chun, Louis
Chairman and Managing Director

Hong Kong, 8th February, 2022

As at the date of this announcement, the Board comprises four Executive Directors, namely, Mr. Ching Man Chun, Louis (Chairman and Managing Director), Ms. Xu Wei, Mr. Yeung Kim Ting and Mr. Heinrich Grabner; and three Independent Non-executive Directors, namely, Mr. Yam Kwong Chun, Mr. Wong Yee Shuen, Wilson and Mr. Lam Yik Tung.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.