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**PACIFIC PLYWOOD HOLDINGS LIMITED**

**太平洋實業控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 767)**

**ANNOUNCEMENT  
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS  
UNDER PART XIVA OF THE  
SECURITIES AND FUTURES ORDINANCE  
AND  
RESUMPTION OF TRADING**

This announcement is made by Pacific Plywood Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 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 under Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Allied Summit Inc., the controlling shareholder (the “**Controlling Shareholder**”) of the Company, that an independent third party (the “**Potential Purchaser**”) has recently offered to purchase not less than 30% of the entire issued shares in the Company, which is held by the Controlling Shareholder (the “**Potential Acquisition**”). The Potential Purchaser, to the

knowledge of the Controlling Shareholder, is not connected with the Company or any connected person (as defined in the Listing Rules) of the Company. The Controlling Shareholder and the Potential Purchaser have commenced formal negotiation, however, the Controlling Shareholder has not received any commitment from or entered into any agreement or understanding (whether formal or informal) with the Potential Purchaser with respect to the Potential Acquisition. The negotiation may or may not lead to an agreement or a transaction.

## **POSSIBLE GENERAL OFFER**

Should the Potential Acquisition results in the Potential Purchaser (and parties acting in concert with it) holding in aggregate 30% or more of the issued shares of the Company, the Potential Purchaser would be required to make a general offer to acquire all the issued securities of the Company (other than those acquired or agreed to be acquired by it and parties acting in concert with it) pursuant to Rule 26.1 and Rule 13 of the Takeovers Code.

As at the date of this announcement, the Company has in issue a total of 3,870,102,650 ordinary shares (the “**Shares**”) and outstanding convertible notes of HK\$2,182,400,000 which are convertible into 10,912,000,000 Shares (the “**Convertible Notes**”). Save for the Convertible Notes, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into shares as at the date of this announcement. The Controlling Shareholder is beneficially holding 2,709,219,755 Shares, representing approximately 70.0% of the entire issued share capital of the Company as at the date of this announcement, and the Convertible Notes of HK\$2,182,400,000.

## **DEALING DISCLOSURE**

The respective associates (as defined in the Takeovers Code) (including, among others, persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company are 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, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“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 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.”*

## **UPDATES**

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

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange had been halted with effect from 9:00 a.m. on 5 July 2016 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares from 9:00 a.m. on 6 July 2016.

**As the Potential Acquisition may or may not realize, shareholders of the Company and the investing public are advised to exercise extreme caution when dealing in the securities of the Company.**

By order of the Board  
**Pacific Plywood Holdings Limited**  
**Huang Chuan Fu**  
*Executive Director and Chairman*

Hong Kong, 5 July 2016

As at the date of this announcement, the Directors are:

*Executive Directors*

Mr. Huang Chuan Fu (*Chairman*)

Mr. Liang Jian Hua

Ms. Jia Hui

Mr. Jiang Yi Ren

*Independent non-executive Directors*

Mr. Wong Chun Hung

Mr. Zheng Zhen

Mr. To Langa Samuelson

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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.*

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*