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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)

PROFIT ALERT

This announcement is made by Pacific Plywood Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) 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 wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on the unaudited management accounts of the Group for the six months ended 30 June 2016, the Group is expected to record an increase in net profits for the six months ended 30 June 2016 as compared to that of last year (the “**Profit Alert Statement**”).

The said increase was mainly attributable to the financial results contributed by the business segment of operation of P2P financing platform and other loan facilitation services newly acquired by the Company on 20 October 2015.

* *For identification purposes only*

The information contained in this announcement is only based on the preliminary assessment by the Board according to the unaudited management accounts of the Group for the six months ended 30 June 2016 which has not been reviewed nor audited by the auditors of the Company. The Group is still in the process of finalising the unaudited consolidated interim results of the Company for the six months ended 30 June 2016 (the “**Interim Results**”). The actual Interim Results may be different from what is disclosed in this announcement. Shareholders and potential investors of the Company are advised to read the Interim Results announcement carefully. The Interim Results are expected to be announced on or before 26 August 2016.

Reference is also made to the announcements published by the Company on 5 July 2016 and 4 August 2016 (the “**3.7 Announcements**”) regarding the potential acquisition of not less than 30% of the entire issued shares in the Company between Allied Summit Inc., the controlling shareholder of the Company and an independent third party (the “**Potential Purchaser**”). With the publication of the 3.7 Announcements, the offer period has commenced since 5 July 2016 (the “**Possible Offer**”). Pursuant to Rule 10 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”), the Profit Alert Statement constitutes a profit forecast and must be reported on by the Company’s financial advisers and auditor. In view of the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules), the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

The Company would like to draw the attention of the Shareholders and potential investors that the Profit Alert Statement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code. The Profit Alert Statement will be reported on by the Company’s financial adviser and its auditor as soon as possible in compliance with the Takeovers Code and such reports will be contained in the next document to be issued by the Company to the Shareholders (the “**Shareholders’ Document**”). However if the Interim Results announcement for the six months ended 30 June 2016 is published prior to the next Shareholders’ Document and the relevant results together with the notes to the financial statements are included in the next Shareholders’ Document, such reports are no longer required.

Shareholders and potential investors of the Company should note that the Profit Alert Statement has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Alert Statement in assessing the merits and demerits of the Possible Offer. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 12 August 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.