

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 securities of PACIFIC PLYWOOD HOLDINGS LIMITED nor is it a solicitation of any vote or approval in any jurisdiction.



PACIFIC PLYWOOD HOLDINGS LIMITED

太平洋實業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 767)

**DESPATCH OF THE RESPONSE DOCUMENT IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFER BY**

 **KINGSTON SECURITIES**

FOR AND ON BEHALF OF

HUARONG FINANCIAL SERVICES ASSET MANAGEMENT L.P.

TO ACQUIRE ALL ISSUED SHARES IN

PACIFIC PLYWOOD HOLDINGS LIMITED

(OTHER THAN THOSE SHARES ALREADY OWNED

OR AGREED TO BE ACQUIRED BY

HUARONG FINANCIAL SERVICES ASSET MANAGEMENT L.P.)

References are made to (i) the announcements jointly issued by Pacific Plywood Holdings Limited (the “**Company**”) and Huarong Financial Services Asset Management L.P. (the “**Offeror**”) dated (a) 5 October 2016 in respect of, among others, the Sale and Purchase Agreement, the Previous Special Deals and the Offer (the “**First Joint Announcement**”); (b) 18 October 2016 in relation to the update on the Previous Special Deals (the “**Second Joint Announcement**”); (c) 26 October 2016 in relation to the delay in despatch of the Special

* *For information purposes only*

Deals Circular and the composite offer and response document in respect of the Offer (the “**Composite Document**”) (the “**First Delay Despatch Announcement**”); (d) 15 November 2016 in relation to the Second Supplemental Sale and Purchase Agreement and the Second Supplemental CN Transfer Agreement (the “**Third Joint Announcement**”); (e) 30 December 2016 and 30 June 2017 in relation to the extension of the long stop dates (the “**Extension Announcements**”); (f) 6 January 2017, 7 April 2017, 7 July 2017 and 18 August 2017 in relation to the delay in despatch of the Composite Document (the “**Delay Despatch Announcements**”); (g) 31 March 2017 in relation to the update on the Previous Special Deals and the extension of the long stop dates (the “**Fourth Joint Announcement**”); (h) 7 June 2017 in relation to, among others, the Amended and Restated Sale and Purchase Agreement and the Revised Special Deals (the “**Fifth Joint Announcement**”); and (i) 31 August 2017 in relation to the Sale and Purchase Completion (the “**Sixth Joint Announcement**”); (ii) the announcements dated (a) 2 December 2016, 23 December 2016, 28 February 2017, 13 April 2017 and 17 May 2017 in relation to the delay in despatch of the Special Deals Circular issued by the Company (the “**Further Delay Despatch Announcements**”); (b) 5 January 2017 in relation to the new business model proposal (the “**Adoption of New Business Model Proposal Announcement**”); (c) 15 May 2017 and 1 June 2017 in relation to the updates on the Amended and Restated Sale and Purchase Agreement. (the “**Updates Announcements**”) jointly issued by the Company and the Offeror; (d) the poll results announcement dated 27 July 2017 issued by the Company (the “**Poll Results Announcement**”) (together with the First Joint Announcement, the Second Joint Announcement, the First Delay Despatch Announcement, the Third Joint Announcement, the Extension Announcements, the Delay Despatch Announcements, the Fourth Joint Announcement, the Fifth Joint Announcement, the Sixth Joint Announcement, the Further Delay Despatch Announcements, the Adoption of New Business Model Proposal Announcement, the Updates Announcements and the Poll Results Announcement, collectively being the “**Announcements**”); (iii) the Special Deals Circular of the Company dated 6 July 2017; (iv) the offer document dated 7 September 2017 (the “**Offer Document**”) issued by the Offeror in relation to the Offer ; and (v) the response document dated 21 September 2017 issued by the Company (the “**Response Document**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Response Document unless the context requires otherwise.

DESPATCH OF THE RESPONSE DOCUMENT

The Response Document setting out, among other things, (i) information relating to the Offer and the Group; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer and as to its acceptance; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer and as to its acceptance, was despatched to the Independent Shareholders on 21 September 2017 in accordance with the Takeovers Code.

The Independent Shareholders are strongly advised to read carefully (i) the Response Document, in particular, the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser; and (ii) the Offer Document before deciding whether to accept or reject the Offer.

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

Hong Kong, 21 September 2017

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

Executive Directors

Ms. Gao Zhenyun (*Vice Chairlady*)

Mr. Li Jiuhua

Mr. Huang Chuan Fu

Mr. Liang Jian Hua

Ms. Jia Hui

Mr. Jiang Yi Ren

Non-executive Directors

Mr. Bai Tianhui (*Chairman*)

Mr. Yao Luo

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 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.

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