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## **DAN FORM HOLDINGS COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code:271)**

### **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 Dan Form Holdings Company 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 “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Dai Xiaoming, the controlling shareholder (the “**Controlling Shareholder**”) and executive Director and the Chief Executive Officer of the Company, that independent third party (the “**Potential Purchaser**”) has recently offered to purchase his entire interests (including his interest through his controlled corporations) in the Company (the “**Potential Acquisition**”), which are, in aggregate, approximately 36.45% of the Company’s shares in issue. 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 shares 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 of the Takeovers Code.

As at the date of this announcement, the Company has in issue a total of 1,242,424,945 ordinary shares (the “Shares”). 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 personally holding 25,300,000 Shares representing approximately 2.04% of the entire issued share capital of the Company. Dan Form International Limited, a company owned as to 95% by the Controlling Shareholder, is holding 2,926,000 Shares representing approximately 0.24% of the entire issued share capital of the Company. Fabulous Investments Limited, a company indirectly owned as to 95% by the Controlling Shareholder, is holding 424,666,969 Shares representing approximately 34.18% of the entire issued share capital of the Company. The Controlling Shareholder directly and indirectly through his controlled corporations is interested in an aggregate of 452,892,969 Shares representing approximately 36.45% of the entire issued share capital of the Company.

## **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 and the Potential Purchaser 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 24 June 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 1:00 p.m. on 28 June 2016.

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

By Order of the Board  
**Dan Form Holdings Company Limited**  
**Chen Si Ying, Cynthia**  
*Company Secretary*

Hong Kong, 28 June 2016

*As at the date of this announcement, the Board comprises Mr. Dai Xiaoming as Executive Director, Mr. Kenneth Hiu King Kon as Non-executive Director, Mr. Jesse Nai Chau Leung, Dr. Xiang Bing and Mr. Edward Shen as Independent Non-executive Directors.*

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