

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Chanco International Group Limited.*



**GREEN PARADE LIMITED**

*(Incorporated in the BVI with limited liability)*

**(Stock code: 264)**

**JOINT ANNOUNCEMENT**

**COMPLETION OF THE SALE AND PURCHASE OF SHARES IN  
CHANCO INTERNATIONAL GROUP LIMITED**

**AND**

**MANDATORY UNCONDITIONAL CASH OFFER  
BY OPTIMA CAPITAL LIMITED  
ON BEHALF OF GREEN PARADE LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CHANCO INTERNATIONAL GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY GREEN PARADE LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**AND**

**THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

**Financial adviser to Green Parade Limited**

  
**Optima Capital Limited**

The logo for Optima Capital Limited features a stylized graphic of a blue and yellow triangle pointing upwards and to the right, next to the word "OPTIMA" in a bold, black, sans-serif font. Below "OPTIMA", the word "CAPITAL" is written in a smaller, black, sans-serif font. Underneath the logo, the full name "Optima Capital Limited" is written in a bold, black, sans-serif font.

## **COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES**

The Offeror and the Company (as informed by the Vendors and the Guarantors) announce that Completion took place on 7 September 2015. Pursuant to the Agreement, the Offeror acquired a total of 226,140,000 Sale Shares from the Vendors and the Guarantors for a total Consideration of HK\$319,988,100 (equivalent to HK\$1.415 per Sale Share).

## **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

The Offeror announces that the Offer has become unconditional in all respects upon Completion on 7 September 2015.

Pursuant to the Takeovers Code, (i) the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted; and (ii) where the Offer becomes or is declared unconditional in all respects, the Offer will remain open for acceptance for not less than 14 days thereafter. Accordingly, the Offeror announces that the Offer will remain open for acceptance until 21 September 2015.

As at 4:00 p.m. on Monday, 7 September 2015, being the date of this joint announcement, no valid acceptance of the Offer has been received.

Reference is made to the announcement jointly issued by Green Parade Limited (the “**Offeror**”) and Chanco International Group Limited (the “**Company**”) on 28 July 2015 and the composite offer and response document dated 31 August 2015 jointly issued by the Offeror and the Company (the “**Composite Document**”) in relation to, among other things, the agreement for the sale and purchase of shares in the Company and the possible mandatory unconditional cash offer by Optima Capital Limited on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Capitalised terms used herein have the same meanings as defined in the Composite Document unless the context otherwise requires.

## **COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES**

The Offeror and the Company (as informed by the Vendors and the Guarantors) announce that Completion took place on 7 September 2015. Pursuant to the Agreement, the Offeror acquired a total of 226,140,000 Sale Shares from the Vendors and the Guarantors for a total Consideration of HK\$319,988,100 (equivalent to HK\$1.415 per Sale Share).

The shareholding structures of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this joint announcement are set out below:

	<b>(i) Immediately before Completion</b>		<b>(ii) Immediately after Completion and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Offeror and parties acting in concert with it (Note 1)	376,000	0.11	226,516,000	65.11
The Vendors, the Guarantors and parties acting in concert with any of them (Note 2)	235,028,000	67.55	8,888,000	2.55
	235,404,000	67.66	235,404,000	67.66
Other Shareholders	112,500,000	32.34	112,500,000	32.34
<b>Total</b>	<b>347,904,000</b>	<b>100.00</b>	<b>347,904,000</b>	<b>100.00</b>

Notes:

- Immediately before Completion, 376,000 Shares were held by Mr. Pong, the sole beneficial owner and a director of the Offeror. Immediately after Completion and as at the date of this joint announcement, the 226,516,000 Shares comprise 376,000 Shares held by Mr. Pong and 226,140,000 Shares held by the Offeror.
- Immediately before Completion, the 235,028,000 Shares comprised the following:
  - 16,184,000 Shares held by Mr. Edwin Chan (an executive Director, the Chairman and the Chief Executive Officer of the Company), 1,500,000 Shares held by Ms. Li Shuk Han (the spouse of Mr. Edwin Chan) and 47,727,352 Shares held by Leopark Worldwide (a company wholly owned by Mr. Edwin Chan);
  - 33,280,000 Shares held by Mr. Stanley Chan (an executive Director and the Vice Chairman of the Company) and 47,727,352 Shares held by New Paramount, a company wholly owned by Mr. Stanley Chan;
  - 8,700,000 Shares held by Ms. Rebecca Chan (an executive Director) and 39,204,648 Shares held by Prevail Assets, a company wholly owned by Ms. Rebecca Chan;
  - 39,204,648 Shares held by Smarty Worldwide, a company wholly owned by Mr. Chan Woon Man, the father of Mr. Edwin Chan, Mr. Stanley Chan and Ms. Rebecca Chan; and
  - 1,500,000 Shares held by Ms. Chan Wai Foon, an employee of the Group and the sister of Mr. Edwin Chan, Mr. Stanley Chan and Ms. Rebecca Chan.

Immediately after Completion and as at the date of this joint announcement, the 8,888,000 Shares comprise (i) 1,396,000 Shares held by Mr. Edwin Chan; (ii) 3,100,000 Shares held by Mr. Stanley Chan; (iii) 1,392,000 Shares held by Ms. Rebecca Chan; (iv) 1,500,000 Shares held by Ms. Li Shuk Han; and (v) 1,500,000 Shares held by Ms. Chan Wai Foon.

## **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

The Offeror announces that the Offer has become unconditional in all respects upon Completion on 7 September 2015.

Pursuant to the Takeovers Code, (i) the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted; and (ii) where the Offer becomes or is declared unconditional in all respects, the Offer will remain open for acceptance for not less than 14 days thereafter. Accordingly, the Offeror announces that the Offer will remain open for acceptance until 21 September 2015.

As at 4:00 p.m. on Monday, 7 September 2015, being the date of this joint announcement, no valid acceptance of the Offer has been received.

Immediately before commencement of the Offer Period, the Offeror and parties acting in concert with it were interested in 376,000 Shares, representing approximately 0.12% of the issued share capital of the Company. Save for the acquisition of the 226,140,000 Sale Shares upon Completion, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or the rights over Shares since the commencement of the Offer Period up to the date of this joint announcement. Neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period up to the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Settlement of the consideration in respect of acceptances received on or before the latest time and date for acceptance of the Offer will be made as soon as possible but in any event within seven Stock Exchange Business Days following the later of (a) the date on which the Offer becomes or is declared unconditional in all respects; and (b) the date of receipt by the Registrar of the duly completed Acceptance Form together with all the valid requisite documents from the Independent Shareholders accepting the Offer in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

**Shareholders are advised to read the Composite Document carefully before taking any action on the Offer and to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

By order of the board of  
**Green Parade Limited**  
**Lee Wing Yin**  
*Director*

By order of the Board  
**Chanco International Group Limited**  
**Chan King Hong Edwin**  
*Director*

Hong Kong, 7 September 2015

*As at the date of this joint announcement, the board of directors of the Offeror comprises two directors, namely Mr. Pong Wilson Wai San and Mr. Lee Wing Yin.*

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

*As at the date of this joint announcement, the Board comprises three executive Directors, namely Mr. Chan King Hong Edwin, Mr. Chan King Yuen Stanley, Ms. Chan Wai Po Rebecca, and three independent non-executive Directors, namely Mr. Fong Pui Sheung David MH, Ms. Chau Cynthia Sin Ha JP and Mr. Or Kam Chung Janson.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*