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DAISHO MICROLINE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0567)

DISPOSAL OF SHARES BY MAJOR SHAREHOLDER

This announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provision under Part XIVA of the SFO.

The Company was notified by Mr. Chan Sik Ming, Harry, the Chairman and CEO of the Company, and a major Shareholder immediately before the Shares Completion, that the Agreement had been entered into on 25 April 2015 in relation to the Shares Transfer.

Immediately following the Shares Completion which is expected to take place on 8 May 2015, Mr. Chan Sik Ming, Harry will cease to be a major Shareholder, and the Purchaser will become a new major Shareholder.

As at the date of this announcement, it is expected that all the existing Directors will remain on the Board upon the Shares Completion.

This announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provision under Part XIVA of the SFO.

Reference is also made to the announcement of the Company dated 16 April 2015.

The Board wishes to inform the Shareholders and the public that there will be a change of major Shareholder upon the Shares Completion.

SHARES TRANSFER

The Company was notified by Mr. Chan Sik Ming, Harry, the Chairman and CEO of the Company, and a major Shareholder immediately before the Shares Completion, that the Agreement had been entered into on 25 April 2015 in relation to the Shares Transfer.

The Shares Completion is expected to take place on 8 May 2015 or such other date as the parties to the Agreement may agree.

The shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately following the Shares Completion, are as follows:-

Name of Shareholders	As at the date of this announcement		Immediately following the Shares Completion	
	Number of Shares held	Approximate percentage shareholding	Number of Shares held	Approximate percentage shareholding
Mr. Chan Sik Ming, Harry ^(Note)	43,480,001	9.06%	23,412,001	4.88%
Earnwell (PTC) Limited ^(Note)	100,292,415	20.88%	292,415	0.06%
The Purchaser	0	0%	120,068,000	25.00%
Other Shareholders	336,471,369	70.06%	336,471,369	70.06%
Total:	480,243,785	100%	480,243,785	100%

Note: As Earnwell (PTC) Limited holds the relevant Shares in its capacity as a trustee of a discretionary trust of which Mr. Chan Sik Ming, Harry and his family are the objects, Mr. Chan Sik Ming, Harry is deemed to be interested in the Shares held by Earnwell (PTC) Limited under Part XV of the SFO.

As at the date of this announcement, Mr. Chan Sik Ming, Harry is deemed to be interested in a total of 143,772,416 Shares, representing approximately 29.94% of the issued share capital of the Company, and therefore a major Shareholder.

Immediately following the Shares Completion, the number of Shares in which Mr. Chan Sik Ming, Harry is deemed to be interested in will be reduced to 23,704,416, representing approximately 4.94% of the issued share capital of the Company. Mr. Chan Sik Ming, Harry will therefore cease to be a major Shareholder, and the Purchaser will become a new major Shareholder, holding approximately 25.00% of the issued share capital of the Company.

POSSIBLE CHANGE IN BOARD COMPOSITION

Pursuant to the Agreement, the Purchaser may nominate up to 3 new directors to the board of directors of each member of the Group (including the Board) with effect from the date of the Shares Completion. The Agreement does not require the resignation of any existing director of any member of the Group (including the Directors).

As at the date of this announcement, it is expected that all the existing Directors will remain on the

Board upon the Shares Completion.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Agreement”	the agreement dated 25 April 2015 entered into between Mr. Chan Sik Ming, Harry, Earnwell (PTC) Limited and the Purchaser in respect of the Shares Transfer;
“Board”	the board of Directors;
“Company”	Daisho Microline Holdings Limited, a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Purchaser”	Mr. Cheung Ling Mun, a third party independent of the Company and the connected persons (as defined under the Listing Rules) of the Company, otherwise than due to the entering of the Agreement;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time;
“Share(s)”	the share(s) of HK\$0.10 each in the capital of the Company;

“Shares Transfer”	the sale of 20,068,000 Shares (representing approximately 4.18% of the issued share capital of the Company) by Mr. Chan Sik Ming, Harry and the 100,000,000 Shares (representing approximately 20.82% of the issued share capital of the Company) by Earnwell (PTC) Limited, and the purchase of the aforesaid 120,068,000 Shares (representing approximately 25.00% of the issued share capital of the Company) by the Purchaser pursuant to the terms of the Agreement;
“Shares Completion”	the completion of the Shares Transfer pursuant to the Agreement;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

By Order of the Board
Chan Sik Ming, Harry
Chairman

Hong Kong, 27 April, 2015

As at the date of this announcement, the Board comprises the following members:

Executive Directors:

CHAN Sik Ming, Harry (Chairman & CEO)
AU-YEUNG Wai Hung

Independent Non-executive Directors:

LI Chi Kwong
YEUNG Chi Shing, Bret
CHONG Chi Wah