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**OCEANWIDE HOLDINGS
INTERNATIONAL CO., LTD**

泛海控股國際有限公司

*(incorporated in the British Virgin Islands with
limited liability)*



HUTCHISON HARBOUR RING LIMITED

和記港陸有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 715)

JOINT ANNOUNCEMENT

(1) ACQUISITION OF APPROXIMATELY 71.36% INTEREST IN THE COMPANY BY THE OFFEROR

AND

**(2) UNCONDITIONAL MANDATORY CASH OFFERS BY
CITIC SECURITIES CORPORATE FINANCE (HK) LIMITED FOR AND ON
BEHALF OF THE OFFEROR FOR ALL THE ISSUED SHARES IN THE
COMPANY (OTHER THAN THOSE SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN
CONCERT WITH IT) AND FOR THE CANCELLATION OF ALL
OUTSTANDING OPTIONS OF THE COMPANY**

AND

(3) RESUMPTION OF TRADING

Financial adviser to the Offeror



BACKGROUND

Reference is made to the announcement of the Company dated 11 August 2014 in relation to the possible acquisition by the Offeror of the Sale Shares and the MOU entered into by the Vendors and the Offeror, the announcements of the Company dated 10 September 2014 and 10 October 2014 respectively providing updates on such possible acquisition and the announcement of the Company dated 21 October 2014 relating to the September Accounts. On 22 August 2014, the Company announced that after considering the proposal for declaration of an interim dividend put forward by the Vendors pursuant to the MOU, the Board resolved to declare the payment of an interim dividend of HK\$0.20 per Share (representing an aggregate interim dividend amount of HK\$1,793,628,141.40) and the interim dividend was paid on 18 September 2014 to the Shareholders who were entitled to receive such dividend.

ACQUISITION OF APPROXIMATELY 71.36% INTEREST IN THE COMPANY BY THE OFFEROR

On 6 November 2014, the Vendors and the Offeror entered into the Sale and Purchase Agreement, pursuant to which the Vendors had agreed to sell and the Offeror had agreed to purchase the Sale Shares representing approximately 71.36% of the entire issued share capital of the Company as at the date of this joint announcement at a total consideration of HK\$3,822,558,103 (representing HK\$0.5973 per Sale Share). Completion took place on the date of the Sale and Purchase Agreement. The Offeror had paid the Balance to the Vendors in accordance with the terms of the Sale and Purchase Agreement and the principal amount of the Guaranteed Sum received by the Vendors from the Offeror pursuant to the MOU had been applied towards part payment of the Consideration at Completion.

UNCONDITIONAL MANDATORY CASH OFFERS

Immediately before the entering into of the Sale and Purchase Agreement, the Offeror and parties acting in concert with it do not own any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion, the Offeror and parties acting in concert with it own 6,399,728,952 Shares, representing approximately 71.36% of the entire issued share capital of the Company as

at the date of this joint announcement. Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, immediately following Completion, the Offeror and parties acting in concert with it are required to make an unconditional mandatory cash offer for all issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options. The Offers comprising the Share Offer and the Option Offer, when made, will be unconditional in all respects.

Accordingly, CITIC Securities Corporate Finance (HK) Limited will, on behalf of the Offeror, make an unconditional mandatory cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options on terms to be set out in the Composite Offer Document in accordance with the Takeovers Code on the following basis:

The Share Offer

For each Share. HK\$0.5973

The Option Offer

For each outstanding Option. HK\$0.0001

The Share Offer Price of HK\$0.5973 for each Share under the Share Offer is the same as the price per Share of HK\$0.5973 at which the Sale Shares had been acquired by the Offeror pursuant to the Sale and Purchase Agreement. Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 of the Takeovers Code, the offer price for the outstanding Options would normally represent the difference between the exercise price of the Options and the Share Offer Price. Under the Option Offer, since the exercise prices of the outstanding Options are above the Share Offer Price, the outstanding Options are out-of-money and the offer price for each outstanding Option is at a nominal value of HK\$0.0001. The principal terms of the Offers are set out under the section headed “**3. UNCONDITIONAL MANDATORY CASH OFFERS**” in this joint announcement.

Assuming that there is no change in the issued share capital of the Company and none of the outstanding Options is exercised prior to the close of the Offers, there would be 8,968,140,707 Shares in issue. On the basis of the Share Offer Price at HK\$0.5973 per Share, the entire issued share capital of the Company would be valued at approximately HK\$5,356,670,444.

Assuming that all the 800,000 outstanding Options are fully exercised prior to the close of the Offers, there would be 8,968,940,707 Shares in issue. On the basis of the Share Offer Price at HK\$0.5973 per Share, the entire issued share capital of the Company would be valued at approximately HK\$5,357,148,284.

The Offeror intends to maintain the listing of the Shares on the Stock Exchange and will undertake to the Stock Exchange to take appropriate steps following the close of the Offers to ensure that sufficient public float as required under the applicable Listing Rules exists in the Shares.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 am on 6 November 2014 pending the publication of this joint announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 am on 7 November 2014.

WARNING

It is strongly recommended that Shareholders and Optionholders do not form a view on the Offers unless and until they have received and carefully read the Composite Offer Document, including the recommendation of the Independent Board Committee in respect of the Offers and the letter of advice from Somerley Capital Limited, the independent financial adviser to the Independent Board Committee.

1. BACKGROUND

Reference is made to the announcement of the Company dated 11 August 2014 in relation to the possible acquisition by the Offeror of the Sale Shares and the MOU entered into by the Vendors and the Offeror, the announcements of the Company dated 10 September 2014 and 10 October 2014 respectively providing updates on such possible acquisition and the announcement of the Company dated 21 October 2014 relating to the September Accounts. On 22 August 2014, the Company announced that after considering the proposal for

declaration of an interim dividend put forward by the Vendors pursuant to the MOU, the Board resolved to declare the payment of an interim dividend of HK\$0.20 per Share (representing an aggregate interim dividend amount of HK\$1,793,628,141.40) and the interim dividend was paid on 18 September 2014 to the Shareholders who were entitled to receive such dividend.

2. ACQUISITION OF APPROXIMATELY 71.36% INTEREST IN THE COMPANY BY THE OFFEROR

On 6 November 2014, the Offeror entered into the Sale and Purchase Agreement with the Vendors relating to the sale and purchase of approximately 71.36% interest in the Company.

The principal terms of the Sale and Purchase Agreement are summarised below:

- Date : 6 November 2014
- Parties : (i) Promising Land International Inc., as vendor of the First Vendor Sale Shares
(ii) Uptalent Investments Limited, as vendor of the Second Vendor Sale Shares
(iii) Oceanwide Holdings International Co., Ltd (泛海控股國際有限公司), as purchaser of the Sale Shares

Immediately before the execution of the Sale and Purchase Agreement, the Offeror was (i) independent of and not connected with the Company or its subsidiaries, any of their respective directors, chief executive or substantial shareholders or associates of any of them; and (ii) not acting in concert with any of the Vendors or parties acting in concert with either of the Vendors.

- Subject matter : (i) The First Vendor had agreed to sell and the Offeror had agreed to purchase, at Completion, the First Vendor Sale Shares, free from all Encumbrances and together with all rights attaching to them on and after the date of Completion.

- (ii) The Second Vendor had agreed to sell and the Offeror had agreed to purchase, at Completion, the Second Vendor Sale Shares, free from all Encumbrances and together with all rights attaching to them on and after the date of Completion.

The First Vendor Sale Shares and the Second Vendor Sale Shares, being 4,155,284,508 Shares and 2,244,444,444 Shares respectively, represent approximately 46.33% and 25.03% respectively of the entire issued share capital of the Company as at the date of this joint announcement. The Vendors, in aggregate, held 6,399,728,952 Shares, representing approximately 71.36% of the entire issued share capital of the Company before Completion.

Consideration:

The Consideration paid by the Offeror under the Sale and Purchase Agreement amounted to HK\$3,822,558,103 (representing HK\$0.5973 per Sale Share). Out of the Consideration: (i) HK\$2,481,951,437 was the consideration for the sale and purchase of the First Vendor Sale Shares, and (ii) the balance of HK\$1,340,606,666 was the consideration for the sale and purchase of the Second Vendor Sale Shares.

The Consideration, which falls within the range of the consideration contemplated under the MOU, was determined after arm's length negotiations between the Vendors and the Offeror taking into account factors including but not limited to the financial position (including the net assets value) of the Group and the listing status of the Company.

The Offeror paid the Consideration in the following manner as provided under the Sale and Purchase Agreement:

- (i) as to HK\$2,822,558,103, by bank transfer on 6 November 2014; and
- (ii) as to HK\$1,000,000,000, by applying the principal amount of the Guaranteed Sum received by the Vendors from the Offeror pursuant to the MOU towards payment of such part of the Consideration at Completion.

Completion : There is no condition precedent to the Sale and Purchase Agreement. Completion took place on the date of the Sale and Purchase Agreement.

3. UNCONDITIONAL MANDATORY CASH OFFERS

Immediately before the execution of the Sale and Purchase Agreement, the Offeror and parties acting in concert with it did not own any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion, the Offeror and parties acting in concert with it own 6,399,728,952 Shares, representing approximately 71.36% of the entire issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rules 26.1 and 13.5 of the Takeovers Code, immediately following Completion, the Offeror and parties acting in concert with it are required to make an unconditional mandatory cash offer for all issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options.

As at the date of this joint announcement, the Company has 800,000 outstanding Options, 600,000 of which are exercisable at the exercise price of HK\$0.822 during the exercise period from 3 June 2006 to 2 June 2015, and the remaining 200,000 of which are exercisable at the exercise price of HK\$0.616 during the exercise period from 25 May 2008 to 24 May 2017. All 800,000 outstanding Options were granted pursuant to a share option scheme conditionally adopted by the Company on 20 May 2004.

Save for the outstanding Options, there are no outstanding warrants, options, derivatives or securities convertible into Shares and the Company has not entered into any agreement for the issue of such securities, options, derivatives or warrants of the Company as at the date of this joint announcement.

Assuming that none of the outstanding Options are exercised prior to the close of the Offers, 2,568,411,755 Shares will be subject to the Share Offer and 800,000 Options will be subject to the Option Offer. Assuming that all the outstanding 800,000 Options are fully exercised prior to the close of the Offers, 2,569,211,755 Shares will be subject to the Share Offer.

Principal terms of the Offers

CITIC Securities Corporate Finance (HK) Limited will, on behalf of the Offeror, make an unconditional mandatory cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options on terms to be set out in the Composite Offer Document in accordance with the Takeovers Code on the following basis:

The Share Offer

For each Share.....HK\$0.5973

The Option Offer

For each outstanding Option..... HK\$0.0001

The Share Offer Price of HK\$0.5973 for each Share under the Share Offer is the same as the price per Share of HK\$0.5973 at which the Sale Shares have been acquired by the Offeror pursuant to the Sale and Purchase Agreement.

Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 of the Takeovers Code, the offer price for the outstanding Options will normally represent the difference between the exercise price of the outstanding Options and the Share Offer Price. Under the Option Offer, since the exercise prices of the outstanding Options are above the Share Offer Price, the outstanding Options are out-of-money and the offer price for each outstanding Option is at a nominal value of HK\$0.0001.

Comparison of value

The Share Offer Price of HK\$0.5973 for each Share under the Share Offer represents:

- (i) a discount of approximately 8.11% to the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on 8 August 2014, being the last trading day preceding the date of the announcement in relation to the MOU;
- (ii) a discount of approximately 17.04% to the closing price of HK\$0.72 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 16.58% to the average closing price of HK\$0.716 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 12.80% to the average closing price of HK\$0.685 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;
- (v) a discount of approximately 8.25% to the average closing price of HK\$0.651 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day; and
- (vi) a discount of approximately 12.16% to the audited consolidated net asset value attributable to Shareholders of the Company of approximately HK\$0.68 per Share (based on the number of issued Shares as at the date of this joint announcement) as at 31 December 2013, the date to which the latest audited financial results of the Group were made up.

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period immediately preceding the Last Trading Day were HK\$0.89 per Share on 26 August 2014 and HK\$0.58 per Share on the trading days for the period from 16 May 2014 to 5 June 2014, respectively.

Total value of the Offers

As at the date of this joint announcement, there are 8,968,140,707 Shares in issue.

Assuming that there is no change in the issued share capital of the Company and none of the outstanding Options is exercised prior to the close of the Offers, there would be 8,968,140,707 Shares in issue. On the basis of the Share Offer Price at HK\$0.5973 per Share, the entire issued share capital of the Company would be valued at approximately HK\$5,356,670,444.

Assuming that all the 800,000 outstanding Options are fully exercised prior to the close of the Offers, there would be 8,968,940,707 Shares in issue. On the basis of the Share Offer Price at HK\$0.5973 per Share, the entire issued share capital of the Company would be valued at approximately HK\$5,357,148,284.

Financial resources available for the Offers

Based on the respective offer prices for the Shares and the outstanding Options as referred to in the paragraph headed "Principal terms of the Offers" above, assuming that none of the outstanding Options subject to the Option Offer is exercised prior to the close of the Offers and on the basis of full acceptance of the Offers, the cash consideration payable by the Offeror under the Share Offer and the Option Offer would be approximately HK\$1,534,112,341 and HK\$80 respectively, amounting to a total of approximately HK\$1,534,112,421.

Assuming that all of the outstanding Options subject to the Option Offer are exercised in full prior to the close of the Offers, an aggregate of 800,000 Shares would be issued by the Company and subject to the Share Offer. On the basis of full acceptance of the Share Offer, the cash consideration payable by the Offeror under the Share Offer would amount to approximately HK\$1,534,590,181.

The Offeror would finance the cash consideration for the Offers from its internal resources and by the Facilities granted by China CITIC Bank International Limited (as lender) to the Offeror (as borrower) for the purpose of financing the Offers.

CITIC Securities Corporate Finance (HK) Limited, the financial adviser to the Offeror in respect of the Offers, is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers.

Effect of accepting the Offers

By validly accepting the Share Offer, Shareholders would sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including the rights to receive in full all dividends and other distributions, if any, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of posting of the Composite Offer Document.

By validly accepting the Option Offer, Optionholders would agree to the cancellation of their tendered Options and all rights attached thereto with effect from the date on which the Option Offer is made, that is, the date of posting of the Composite Offer Document.

Optionholders should note that under the terms of the share option scheme of the Company conditionally adopted on 20 May 2004, all Options (to the extent not exercised) would lapse automatically on the date on which the Offers close.

Acceptance of the Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Payment

Payment in cash in respect of acceptance of the Offers would be made as soon as possible but in any event within seven business days (as defined under the Takeovers Code) of the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Options (as the case may be) in respect of such acceptance are received by or for the Offeror to render each such acceptance of any of the Share Offer and the Option Offer complete and valid.

Stamp duty

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Share Offer amounting to 0.1% of the amount payable in

respect of the relevant acceptance or if higher, the market value of the Shares, would be deducted from the amount payable to Shareholders who accept the Share Offer. The Offeror would bear its own portion of buyer's Hong Kong ad valorem stamp duty at the rate of 0.1% of the amount payable in respect of the relevant acceptance or if higher, the market value of the Shares, and would be responsible to account to the Stamp Office of Hong Kong for stamp duty payable for the sale and purchase of the Shares which are validly tendered for acceptance under the Share Offer.

No stamp duty is payable in connection with the acceptance of the Option Offer.

Overseas Shareholders

As the Share Offer to persons not residing in Hong Kong might be affected by the laws of the relevant jurisdiction in which they are resident, overseas Shareholders whose addresses as shown in the registers of members of the Company are outside Hong Kong and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong should obtain information about and observe any applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Share Offer. It is the responsibility of the overseas Shareholders who wish to accept the Share Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions).

Any acceptance by any overseas Shareholder will be deemed to constitute a representation and warranty from such overseas Shareholder to the Offeror that the local laws and requirements have been complied with. The overseas Shareholders should consult their professional advisers if in doubt.

Taxation advice

Shareholders and Optionholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Offers. The Offeror accepts no responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

Other arrangements

For the six months immediately prior to 11 August 2014, i.e. the date of the announcement of the Company in relation to the possible acquisition by the Offeror of the Sale Shares and the MOU, save for the entering into of the MOU, the Sale and Purchase Agreement and the Facilities, the Offeror and parties acting in concert with it have not dealt in nor do they have any Shares, options, derivatives, warrants or other securities convertible into Shares.

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for the Offeror's interest in the Sale Shares pursuant to the Sale and Purchase Agreement, none of the Offeror, its ultimate beneficial owner and/or parties acting in concert with it owns or has control or direction over any voting rights or rights over the Shares, options, derivatives, warrants or other securities convertible into Shares;
- (ii) none of the Offeror, its ultimate beneficial owner and/or parties acting in concert with it has received any irrevocable commitment to accept the Offers;
- (iii) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, its ultimate beneficial owner or any person acting in concert with it;
- (iv) save for the MOU, the Sale and Purchase Agreement, the Facilities and the Guaranteed Notes, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offers;
- (v) save for the MOU and the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner and/or parties acting in concert with it is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers; and
- (vi) none of the Offeror, its ultimate beneficial owner and/or 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) in the Company.

4. SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (based on information received by the Company and notified pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this joint announcement) (i) immediately before Completion; and (ii) immediately following Completion and before the commencement of the Offers:

Shareholders	Immediately before Completion		Immediately following Completion and before the commencement of the Offers	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Offeror and parties acting in concert with it	-	-	6,399,728,952	71.36
Vendors	6,399,728,952	71.36	-	-
Other Shareholders	2,568,411,755	28.64	2,568,411,755	28.64
Total:	8,968,140,707	100	8,968,140,707	100

5. INFORMATION ON THE GROUP

The Group is principally engaged in property investments in the PRC.

The audited consolidated profits attributable to Shareholders were approximately HK\$174.7 million and HK\$182.2 million respectively for the financial years ended 31 December 2013 and 31 December 2012. The audited consolidated equity attributable to Shareholders was approximately HK\$6,100.8 million and HK\$6,135.1 million respectively as at 31 December 2013 and 31 December 2012.

6. INFORMATION ON THE OFFEROR

Background of the Offeror

The Offeror is an investment holding company incorporated in the BVI on 12 June 2014 and is wholly-owned by Oceanwide (Hong Kong), which in turn is a wholly-owned subsidiary of Oceanwide Holdings. Oceanwide Holdings is a joint stock company established in the PRC with limited liability, whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000046) and is principally engaged in investment and investment management, assets management, real estate business operation and property management, self-owned property leasing, corporate management consultation and sale of building materials, decoration materials and mechanical equipment.

As at the date of this joint announcement, the directors of the Offeror are Mr. Han Xiaosheng (韓曉生先生), Mr. Zheng Dong (鄭東先生) and Mr. Liu Guosheng (劉國升先生).

Reasons for the acquisition

- (i) The acquisition of the Sale Shares by the Offeror under the Sale and Purchase Agreement is an important step for Oceanwide Holdings to implement its strategy to utilize capital market to achieve overseas market development.
- (ii) The properties invested by the Company in Shanghai are expected to generate rental income and profit for the Company. Following Completion, it is beneficial to Oceanwide Holdings in enhancing its project layout in Shanghai and hence improving the profitability.
- (iii) The acquisition will facilitate the Offeror and Oceanwide Holdings to establish an overseas investment and financing platform, to make better use of international capital market and to promote sustainable development in the future.

Risk factors to the Offeror / Oceanwide Holdings

- (i) The Offeror and Oceanwide Holdings may face difficulties in integrating their resources relating to financial management, customer management,

resources management, business development and corporate culture, etc. after acquisition of the Company.

- (ii) The Offeror and Oceanwide Holdings may be exposed to market risks relating to fluctuation in rental and occupancy rates for commercial buildings in Shanghai, which are influenced by various factors including commercial real estate condition in Shanghai and PRC's overall economic development.
- (iii) As the financial statements of Oceanwide Holdings are denominated in Renminbi whereas the operation of the Company involves the use of other currencies, i.e. Hong Kong dollars, the Offeror and Oceanwide Holdings may be affected by the risks relating to fluctuation in exchange rates, since the value of Renminbi against other foreign currencies fluctuates from time to time.
- (iv) The acquisition may affect the operation and financial condition of the Offeror and Oceanwide Holdings, and the trading prices of the shares of Oceanwide Holdings in the Shenzhen Stock Exchange may fluctuate.

7. THE OFFEROR'S INTENTIONS IN RELATION TO THE GROUP

Following the close of the Offers, the Offeror intends to continue the existing principal businesses of the Group. The Offeror would conduct a review on the financial position and the operations of the Group and would formulate long-term business plans and strategy of the Group, explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification would be appropriate to enhance the long-term growth potential of the Group. The Offeror has no intention to (i) discontinue the employment of any employees of the Group; or (ii) redeploy the fixed assets of the Group other than those in its ordinary and usual course of business.

8. PROPOSED CHANGE OF BOARD COMPOSITION

Upon Completion, the Offeror becomes the controlling shareholder of the Company, being interested in approximately 71.36% of the entire issued share capital of the Company. Following Completion, it is intended that the

resignation of the existing Directors would take effect from the date immediately after the close of the Offers. In addition, following Completion, a total of twelve Directors had been nominated by the Offeror to the Board and it is intended that the appointment of the new Directors would take effect from the date immediately after the despatch of the Composite Offer Document. A further announcement will be made as and when appropriate.

9. MAINTAINANCE OF THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offers.

In the event that the public float of the Company falls below 25% following the close of the Offers, the proposed Directors who would be nominated by the Offeror and appointed as Directors and the then directors of the Offeror will undertake to the Stock Exchange that they would take appropriate steps to restore the minimum public float as required under the Listing Rules as soon as possible following the close of the Offers to ensure that sufficient public float exists for the Shares.

The Stock Exchange had stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or**
- (b) that there are insufficient Shares in public hands to maintain an orderly market,**

it would consider exercising its discretion to suspend dealings in the Shares.

In this connection, it should be noted that following the close of the Offers, there might be insufficient public float of the Shares and therefore, trading in the Shares might be suspended until sufficient public float exists in the Shares.

10. DESPATCH OF OFFER DOCUMENT AND THE OFFEREE BOARD CIRCULAR

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the offer document containing the terms of the Offers to the Shareholders and the Optionholders within 21 days after the date of this joint announcement, or such later date as the Executive may approve.

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Offer Document. The Composite Offer Document would set out, among other matters, details of the Offers, accompanied by the form of acceptance and transfer of the Shares in respect of the Share Offer and the form of acceptance and cancellation of the outstanding Options in respect of the Option Offer, and incorporating the respective letters of advice from the Independent Board Committee and the independent financial adviser as to whether the terms of the Offers are fair and reasonable and as to acceptance.

If the offer document and the offeree board circular are combined in the Composite Offer Document, the Offeror and the Company would be required to despatch the Composite Offer Document to the Shareholders and the Optionholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. Further announcement will be made when the Composite Offer Document is despatched.

11. INDEPENDENT BOARD COMMITTEE

As announced by the Company on 9 October 2014, the Independent Board Committee comprising the non-executive Director and all the independent non-executive Directors, who have no direct or indirect interest in the Offers, had been established to advise the Shareholders and the Optionholders in respect of the Offers.

12. INDEPENDENT FINANCIAL ADVISER

As announced by the Company on 9 October 2014, Somerley Capital Limited had been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offers. Such appointment had been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

13. DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company and the Offeror respectively (including Shareholders who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements 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 of the Takeovers Code 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 of the Takeovers Code. 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.”

“Executive” referred above has the meaning ascribed to it under the Takeovers Code.

14. SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 am on 6 November 2014 pending the publication of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 am on 7 November 2014.

WARNING: It is strongly recommended that Shareholders and Optionholders do not form a view on the Offers unless and until they have received and carefully read the Composite Offer Document, including the recommendation of the Independent Board Committee in respect of the Offers and the letter of advice from Somerley Capital Limited, the independent financial adviser to the Independent Board Committee.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this joint announcement:

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate”	has the meaning ascribed to it in the Takeovers Code
“Balance”	a sum equals to the Consideration less the principal amount of the Guaranteed Sum
“Board”	the board of Directors
“Business Day(s)”	a day on which banks in Hong Kong and the PRC are open for normal banking business throughout their normal business hours (excluding Saturdays, Sundays, public holidays or a day on which tropical cyclone warning signal number 8 or above or a black rainstorm warning is in force at any time during such day in Hong Kong)

“BVI”	the British Virgin Islands
“Company”	Hutchison Harbour Ring Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 715)
“Completion”	the completion of the sale and the purchase of the Sale Shares pursuant to the Sale and Purchase Agreement
“Composite Offer Document”	the document proposed to be jointly issued by and on behalf of the Offeror and the Company to all Shareholders and Optionholders in accordance with the Takeovers Code containing, among others, the terms and conditions of the Offers, the form of acceptance and transfer of the Shares in respect of the Share Offer and the form of acceptance and cancellation of the Options in respect of the Option Offer, the letter of advice of the independent financial adviser to the Independent Board Committee in respect of the Offers, and the letter of advice of the Independent Board Committee to the Shareholders and Optionholders as to whether the terms of the Offers are fair and reasonable and as to acceptance
“Consideration”	the consideration for the Sale Shares
“Director(s)”	the director(s) of the Company
“Encumbrance”	any mortgage, charge, pledge, lien, hypothecation, priority of security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-lease back arrangement or similar encumbrance(s) over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director, as defined in the Takeovers Code
“Facilities”	a loan facility of up to HK\$3,300 million granted by China CITIC Bank International Limited to the Offeror, which is secured by (i) the corporate guarantee provided by Oceanwide (Hong Kong) and Oceanwide Holdings, (ii) the Sale Shares acquired by the Offeror pursuant to the Sale and Purchase Agreement and the Shares to be acquired by the Offeror through the Share Offer and (iii) the accounts opened by the Offeror in the name of the Offeror and held with China CITIC Bank International Limited
“First Vendor”	Promising Land International Inc., a company incorporated in the BVI with limited liability, which is a wholly-owned subsidiary of HWL and the legal and beneficial owner of the First Vendor Sale Shares before Completion
“First Vendor Sale Shares”	4,155,284,508 Shares (representing approximately 46.33% of the issued share capital of the Company as at the date of this joint announcement), legally and beneficially owned by the First Vendor before Completion
“Group”	the Company and its subsidiaries
“Guaranteed Notes”	the 11.75% guaranteed senior notes due 2019 in the principal amount of US\$320,000,000 issued by Oceanwide Real Estate and unconditionally and irrevocably guaranteed by Oceanwide Holdings and Oceanwide (Hong Kong), which became listed on the Stock Exchange by way of debt securities on 10 September 2014 (Stock Code: 5798), and under which, among other things, all shares of the Offeror were pledged to secure the obligations thereunder

“Guaranteed Sum”	the sum of HK\$1,000,000,000 paid to the Vendors by the Offeror pursuant to, and upon signing of, the MOU
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HWL”	Hutchison Whampoa Limited 和記黃埔有限公司, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 13)
“Independent Board Committee”	an independent board committee of the Board comprising the non-executive Director and all the independent non-executive Directors established for the purpose of advising the Shareholders and the Optionholders as to whether the terms of the Offers are fair and reasonable and as to acceptance
“Last Trading Day”	5 November 2014, being the last trading day prior to the suspension of trading in the Shares on 6 November 2014 pending the publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding entered into between the First Vendor, the Second Vendor and the Offeror dated 11 August 2014, as disclosed in the announcement of the Company dated 11 August 2014
“Oceanwide Holdings”	泛海控股股份有限公司 (Oceanwide Holdings Co., Ltd.*), formerly known as 泛海建設集團股份有限公司 (Oceanwide Real Estate Group Co., Ltd.*), a joint stock company established in the PRC with limited liability on 9 May 1989, whose shares are listed on the

Shenzhen Stock Exchange (Stock Code: 000046), indirectly owned as to 76.39% by Mr. Lu Zhiqiang (盧志強先生)

“Oceanwide Real Estate”	Oceanwide Real Estate International Holding Company Limited 泛海建設國際控股有限公司, a company incorporated in the BVI with limited liability on 30 October 2013 and a direct wholly-owned subsidiary of Oceanwide (Hong Kong)
“Oceanwide (Hong Kong)”	Oceanwide Holdings (Hong Kong) Co., Limited 泛海控股(香港)有限公司 (formerly known as Oceanwide Real Estate (Hong Kong) Company Limited 泛海建設集團(香港)有限公司), a company incorporated in Hong Kong with limited liability on 30 August 2013 and a direct wholly-owned subsidiary of Oceanwide Holdings
“Offers”	the Share Offer and the Option Offer
“Offeror”	Oceanwide Holdings International Co., Ltd 泛海控股國際有限公司, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of Oceanwide Holdings
“Option Offer”	an unconditional mandatory cash offer to be made by CITIC Securities Corporate Finance (HK) Limited for and on behalf of the Offeror for the cancellation of all outstanding Options held by the Optionholders in accordance with the Takeovers Code
“Optionholder(s)”	holder(s) of the Option(s)
“Option(s)”	share option(s) granted by the Company pursuant to the share option scheme of the Company conditionally adopted on 20 May 2004, which entitle(s) holder(s) thereof to subscribe for the Shares in accordance with the terms and conditions thereof

“Parties”	the parties to the Sale and Purchase Agreement, being the First Vendor, the Second Vendor and the Offeror
“PRC”	The People’s Republic of China (excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Renminbi”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 6 November 2014 entered into between the Vendors and the Offeror in relation to the sale and purchase of the Sale Shares
“Sale Shares”	the First Vendor Sale Shares and the Second Vendor Sale Shares
“Second Vendor”	Uptalent Investments Limited, a company incorporated in the BVI with limited liability, which is a wholly-owned subsidiary of HWL and the legal and beneficial owner of the Second Vendor Sale Shares before Completion
“Second Vendor Sale Shares”	2,244,444,444 Shares (representing approximately 25.03% of the issued share capital of the Company as at the date of this joint announcement), legally and beneficially owned by the Second Vendor before Completion
“September Accounts”	the unaudited consolidated financial statements of the Company for the nine months ended 30 September 2014
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares

“Share Offer”	the unconditional mandatory cash offer to be made by CITIC Securities Corporate Finance (HK) Limited for and on behalf of the Offeror for all the issued Shares not already owned or agreed to be acquired by the Offeror or parties acting in concert with it in accordance with the Takeovers Code
“Share Offer Price”	the consideration per Share of HK\$0.5973 payable in cash by the Offeror to the Shareholders under the Share Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendors”	the First Vendor and the Second Vendor

By order of the board of directors
**Oceanwide Holdings International
Co., Ltd**
Liu Guosheng
Director

By order of the board of directors
Hutchison Harbour Ring Limited
Edith Shih
Director and Company Secretary

Hong Kong, 6 November 2014

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

Executive Directors:

Mr FOK Kin Ning, Canning (*Chairman*)
Mr LAI Kai Ming, Dominic (*Deputy
Chairman*)
(*Also Alternate to Mrs CHOW WOO Mo
Fong, Susan*)
Mr TSUI Kin Tung, Tony (*Managing
Director*)
Mrs CHOW WOO Mo Fong, Susan
Ms Edith SHIH
(*Also Alternate to Mr FOK Kin Ning,
Canning*)

Non-executive Director:

Mr Ronald Joseph ARCULLI

Independent Non-executive Directors:

Mr KWAN Kai Cheong
(*Also Alternate to Mr Ronald Joseph
ARCULLI*)
Dr LAM Lee G.
(*Also Alternate to Dr LAN Hong Tsung,
David*)
Dr LAN Hong Tsung, David

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror, Oceanwide Holdings, the directors of the Offeror and Oceanwide Holdings, their associates and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror, Oceanwide Holdings, the directors of the Offeror and Oceanwide Holdings, their associates and parties acting in concert with any of them) 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 directors of the Offeror are Mr Han Xiaosheng (韓曉生先生), Mr Zheng Dong (鄭東先生) and Mr Liu Guosheng (劉國升先生); the directors of Oceanwide Holdings are Mr. Han Xiaosheng (韓曉生先生), Mr Zheng Dong (鄭東先生), Mr Li Yiming (李亦明先生), Mr Chen Xiansheng (陳賢勝先生), Mr Wang Hui (王輝先生), Mr Liu Hongwei (劉洪偉先生), Ms Wang Tong (王彤女士), Mr Chen Changguo (陳昌國先生), Mr Liu Guosheng (劉國升先生), Mr Shi Yuehong (石悅宏先生), Mr Huang Fangyi (黃方毅先生), Mr Yan Fashan (嚴法善先生), Mr Tang Guliang (湯谷良先生), Mr Liu Yuping (劉玉平先生) and Mr Kong Aiguo (孔愛國先生).

The directors of the Offeror and Oceanwide Holdings jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Vendors, their respective associates and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Group, the Vendors, their respective associates and parties acting in concert with any of them) 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.

** For identification purpose only*