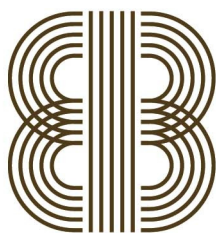


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**E. BON HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

**怡邦行控股有限公司**

(Stock Code: 599)

## **PROPOSED BONUS ISSUE OF SHARES**

### **PROPOSED BONUS ISSUE OF SHARES**

The board of directors of the Company have recommended that a bonus issue of new shares of the Company (individually a “Bonus Share” and collectively the “Bonus Shares”) to the shareholders of the Company whose names appear on the register of members of the Company on the Record Date (the “Qualifying Shareholders”) on the basis of one (1) Bonus Share of HK\$0.10 for every one (1) existing issued ordinary share of HK\$0.10 held by the Shareholder and such proposed Bonus Shares will be issued and credited as fully paid and will rank pari passu with the then issued shares in all respects with effect from the date of issue save and except that they are not entitled to the interim dividend for the six months ended 30 September 2015 and/or other distribution, if any, if such is declared during the period from the day of this announcement to the trade commencement day of the Bonus Shares (both days inclusive). Details of the Bonus Issue are set out below:

#### **Basis of Bonus Issue**

Subject to the conditions set out under the paragraph headed “Conditions of the Bonus Issue” below having been fulfilled, the Bonus Shares will be issued and credited as fully paid at par on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

On the basis of 300,300,000 existing Shares in issue as at the date of this announcement, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that a total of 300,300,000 Bonus Shares would be allotted and issued under the Proposed Bonus Issue and the amount HK\$30.03 million would be capitalized from the share premium account upon the completion of the Proposed Bonus Issue. The Bonus Shares will be credited as fully paid at par (HK\$0.10) by way of capitalisation of the amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the

Company. After the completion of the Proposed Bonus Issue there would be a total of 600,600,000 ordinary shares of HK\$0.10 each in the enlarged capital of the Company.

### **Record Date and closure of register of members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”. The register of members of the Company will be closed from Wednesday, 9 March 2016 to Friday, 11 March 2016 (both days inclusive), during which no transfer of Shares will be registered. In order to qualify for attendance of EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrars in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 8 March 2016.

The register of members of the Company will also be closed from Thursday, 17 March 2016 to Friday, 18 March 2016 (both days inclusive), during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders be informed that in order to qualify for the Bonus Issue, they must ensure that their transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 16 March 2016.

The exact total number of Bonus Shares to be issued under the Bonus Issue will only be capable of determination after the Record Date.

### **Overseas Shareholders**

If as at the close of business on the Record Date, a Shareholder’s address as recorded on the register of members of the Company is in a place outside Hong Kong, the Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange as pursuant to Rule 13.36(2) of the Listing Rules and upon the enquiry, if the Board is of the view that for Overseas Shareholders who will not be entitled to the Bonus Issue because of the legal restrictions under the laws or statutory regulations of their jurisdiction or the requirements of the stock exchange in that jurisdiction, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholder, by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

All overseas Shareholders are highly recommended that they should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to receive the Bonus Shares.

### **Status of Bonus Shares**

The Bonus Shares, upon issued, will rank pari passu in all respects with the Shares then in issue, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares. For the avoidance of doubt, the Bonus Shares shall not be entitled to any interim dividend for the six months ended 30 September 2015 and/or other distribution, if any, if such is declared during the period from the day of this announcement to the trade commencement day of the Bonus Shares (both days inclusive).

### **Conditions of the Proposed Bonus Issue**

The Proposed Bonus Issue is conditional upon:

- (i) Ordinary resolution being passed by the Shareholders at the EGM to approve the Bonus Issue;
- (ii) Listing of and permission to deal in the Bonus Shares being granted by the Listing Committee; and
- (iii) Compliance with the relevant statutory procedures and requirements (if any) under the laws of the Cayman Islands and articles of association of the Company.

A circular containing, among other things, further information on the Bonus Issue, the enquiry and the explanation for the exclusion of Overseas Shareholders, the issue of the certificate of the Bonus Shares together with the notice of the EGM will be despatched to the shareholders as soon as practicable and Listing and Dealing Application will be made to the Listing Committee for listing of and permission to deal in, the Bonus Shares to be issued pursuant to the Proposed Bonus Issue.

It is expected the dealing of Bonus Shares on the Hong Kong Stock Exchange will commence on Tuesday, 29 March 2016. An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

### **Certificates for the Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on Thursday, 24 March 2016, after all the conditions having been fulfilled, at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Tuesday, 29 March 2016.

## Expected timetable

The expected timetable for the Bonus Issue is set out below:

	<b>Date (2016)</b>
Despatch of circular and notice of EGM	Friday, 19 February
Latest time for lodging transfer of Shares for registration in order to be entitled to attend EGM	4:30 p.m., Tuesday, 8 March
Latest time to return form of proxy for EGM	10:00 a.m. Wednesday, 9 March
Closure of Register of Members for determining the identity of the shareholders who are entitled to attend and vote at EGM	From Wednesday, 9 March to Friday, 11 March (both days inclusive)
Date and time of EGM	10:00 a.m., Friday, 11 March
Publication of poll results announcement of EGM	Friday, 11 March
Last day of dealings in Shares on an cum-entitlement basis relating to the Bonus Issue	Monday, 14 March
First day of dealings in Shares on an ex-entitlement basis in relating to the Bonus Issue	Tuesday, 15 March
Latest time for lodging transfers of Shares for registration in order to qualify for the Bonus Issue	4:30 p.m., Wednesday, 16 March
Closure of Register of Members for determining entitlement to the Bonus Issue	From Thursday, 17 March to Friday, 18 March (both days inclusive)
Record Date for determination of entitlement to the Bonus Shares	Friday, 18 March
Register of Members re-opens	Monday, 21 March
Certificates of the Bonus Shares to be despatched	Thursday, 24 March
Dealing in Bonus Share commences	9:00 a.m., Tuesday, 29 March

All times stated in this announcement refer to Hong Kong times. Dates stated in this announcement for events in the timetable are indicative only and may be extended or varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## Reasons for the proposed Bonus Issue

The Bonus Issues marks the 40th anniversary of the establishment of the Group in Hong Kong. In addition, the Board believes that the Bonus Issue is a reward to the continuing support of the Shareholders by allowing them to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account and will be a return to the long-term support of the Shareholders; and that the Bonus Issue will also enhance the liquidity of the Shares as the number of shares to be held by the Shareholders will increase.

## **GENERAL INFORMATION**

A circular containing, among other things, details of the Bonus Issue together with a notice of EGM for approving the proposed Bonus issue, will be despatched to the Shareholders as soon as practicable on or before Friday, 19 February 2016.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries including the relevant listing Rules, no Shareholder is required to abstain from voting on the resolution to approve the Bonus Issue at the EGM.

The principal activity of the Company is investment holding and the Group is principally engaged in importing and sale of architectural builders hardware, bathroom, kitchen collections and furniture in Hong Kong and the People's Republic of China and the provision of construction services for property developers in the People's Republic of China.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors;
“Bonus Issue”	the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every one (1) existing Share held by the Qualifying Shareholders;
“Bonus Shares”	the new Shares to be allotted and issued by way of Bonus Issue by the Company as described in this announcement;
“Company”	E. Bon Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares listed on the Stock Exchange;
“Directors”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among other things, the Bonus Issue;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of The People's Republic of China;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Non-qualifying Shareholders”	Overseas Shareholder(s) who is(are) excluded from participating in the Bonus Issue, details of which have been included in the paragraph under the heading of the “Overseas Shareholders” in this announcement;
“Overseas Shareholders”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date is(are) outside Hong Kong;
“Qualifying Shareholders”	holders of Shares, not being Non-qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue;

“Record Date”	Friday, 18 March 2016 being the record date determining the entitlement of the Shareholders under the Bonus Issue;
“Share(s)”	ordinary issued share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholders”	registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$ and cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong; and
“%”	per cent.

By Order of the Board  
**E. Bon Holdings Limited**  
Tse Sun Fat, Henry  
*Chairman*

Hong Kong, 19 January 2016

*As at the date hereof, the Board of Directors comprises eight Directors, of which five are Executive Directors, namely Messrs. TSE Sun Fat, Henry, TSE Sun Wai, Albert, TSE Sun Po, Tony, TSE Hon Kit, Kevin and LAU Shiu Sun and three are Independent Non-executive Directors, namely Messrs. LEUNG Kwong Kin, J.P., WONG Wah, Dominic and WAN Sze Chung.*