

*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 is for information purpose only and does not constitute an offer to acquire, purchase or subscribe for shares in the Company.*



**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) DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO THE 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**

**(2) APPOINTMENT OF DIRECTORS**

### **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, together with the Form(s) of Acceptance, have been despatched to the Independent Shareholders and the Optionholders on 27 November 2014 in accordance with the Takeovers Code. An expected timetable is set out below in this joint announcement.

**Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee**

**to the Independent Shareholders and the Optionholders in respect of the Offers and the advice and recommendation from Somerley Capital to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.**

#### **APPOINTMENT OF DIRECTORS**

The Board announces that a total of twelve proposed Directors had been nominated by the Offeror to the Board. Following the despatch of the Composite Document, Mr Han Xiaosheng (韓曉生先生), Mr Liu Bing (劉冰先生), Mr Liu Hongwei (劉洪偉先生) and Mr Liu Guosheng (劉國升先生) will be appointed as executive Directors, Mr Qin Dingguo (秦定國先生), Mr Zheng Dong (鄭東先生), Mr Zhao Yingwei (趙英偉先生) and Mr Qi Zixin (齊子鑫先生) will be appointed as non-executive Directors, and Mr Liu Jipeng (劉紀鵬先生), Mr Cai Hongping (蔡洪平先生), Mr Yan Fashan (嚴法善先生) and Mr Lo Wa Kei Roy (盧華基先生) will be appointed as independent non-executive Directors with effect from 28 November 2014.

Reference is made to the joint announcement dated 6 November 2014 issued by Hutchison Harbour Ring Limited (the “Company”) and Oceanwide Holdings International Co., Ltd (the “Offeror”) and the composite offer and response document dated 27 November 2014 jointly issued by the Company and the Offeror (the “Composite Document”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

#### **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document setting out, among other things, (i) the detailed terms of the Offers and procedures for acceptance; (ii) the expected timetable in respect of the Offers; (iii) a letter from CITIC Securities; (iv) a letter from the Board; (v) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders and the Optionholders in respect of the Offers; and (vi) a letter from Somerley Capital containing its advice and recommendation to the Independent Board Committee in respect of the Offers, together with the Form(s) of Acceptance, have been despatched to the Independent Shareholders and the Optionholders on 27 November 2014 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE OF THE OFFERS

The Offers have commenced on 27 November 2014 and the latest time and date for acceptance of the Offers is 4:00 p.m. on 18 December 2014 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate.

The timetable set out below is indicative and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All the time and date references contained in this joint announcement refer to Hong Kong time and dates.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement of the Offers (Note 1) . . . . .	Thursday, 27 November 2014
Latest time and date for acceptance of the Offers (Note 2) . . . . .	4:00 p.m. on Thursday, 18 December 2014
Closing Date (Note 2) . . . . .	Thursday, 18 December 2014
Announcement of the results of the Offers on the website of the Stock Exchange (Note 2). . . . .	by 7:00 p.m. on Thursday, 18 December 2014
Latest date of posting of remittances in respect of valid acceptances received under the Offers (Note 3) . . . . .	Wednesday, 31 December 2014

### Notes:

- (1) The Offers, which are unconditional in all respects, are made on 27 November 2014, the date of the Composite Document, and are capable of acceptance on and from that date until the Closing Date.
- (2) The Offers must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offers will be closed at 4:00 p.m. on the Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the results of the Offers and whether the Offers have been revised or extended or have expired. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing will be given, before the Offers are closed, to those Independent Shareholders and Optionholders who have not accepted the Offers. If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be the same day, i.e. 4:00 p.m. on the Closing Date.

- (3) *Remittances in respect of acceptance of the Offers (after deducting the seller's ad valorem stamp duty) will be made as soon as possible but in any event within seven Business Days 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. Remittances in respect of acceptance of the Offers will be despatched to the accepting Independent Shareholders or Optionholders by ordinary post at their own risk.*

**Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in respect of the Offers and the advice and recommendation from Somerley Capital to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.**

## **APPOINTMENT OF DIRECTORS**

The Board announces that a total of twelve proposed Directors had been nominated by the Offeror to the Board. Following the despatch of the Composite Document, Mr Han Xiaosheng (韓曉生先生), Mr Liu Bing (劉冰先生), Mr Liu Hongwei (劉洪偉先生) and Mr Liu Guosheng (劉國升先生) will be appointed as executive Directors, Mr Qin Dingguo (秦定國先生), Mr Zheng Dong (鄭東先生), Mr Zhao Yingwei (趙英偉先生) and Mr Qi Zixin (齊子鑫先生) will be appointed as non-executive Directors, and Mr Liu Jipeng (劉紀鵬先生), Mr Cai Hongping (蔡洪平先生), Mr Yan Fashan (嚴法善先生) and Mr Lo Wa Kei Roy (盧華基先生) will be appointed as independent non-executive Directors (together, the "Appointed Directors") with effect from 28 November 2014.

Biographical details of the Appointed Directors are set out as follows:

**Mr Han Xiaosheng (韓曉生先生)**, aged 57, a senior accountant in the PRC, is currently the director, vice president and secretary to the board of China Oceanwide, the chairman of the board of Oceanwide Holdings and the director of Oceanwide (Hong Kong). Mr Han served as the vice chairman of the board and president of Oceanwide Holdings. Mr Han obtained a Master's degree in Economics from Renmin University of China in July 1996.

**Mr Liu Bing (劉冰先生)**, aged 57, is currently the vice president and chief risk manager of China Oceanwide, the supervisor of Oceanwide Energy Holdings Co., Ltd.\* (泛海能源控股股份有限公司), the vice chairman of the supervisory

committee in Minsheng Holdings Co., Ltd.\* (民生控股股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000416) and the director of China Oceanwide Power Co., Ltd.\* (中國泛海電力有限公司). Mr Liu obtained a Master's degree in Business Administration from Sacred Heart University in the United States in August 1989.

**Mr Liu Hongwei (劉洪偉先生)**, aged 47, is currently the vice president of China Oceanwide, the director of Oceanwide Holdings, the director of Minsheng Holdings Co., Ltd.\* (民生控股股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000416), the director of Oceanwide (Hong Kong), the director of Minsheng International Investment Co., Ltd.\* (民生國際投資有限公司), the director of China Oceanwide Power Co., Ltd.\* (中國泛海電力有限公司), the director of China Oceanwide International Investment Co., Ltd.\* (中國泛海國際投資有限公司) and the independent non-executive director of CuDECO Limited, the shares of which are listed on Australia Stock Exchange (stock code: CDU). Mr Liu obtained a Bachelor's degree in Engineering from Dalian Ocean University (formerly known as Dalian Fisheries College) in July 1989 and a Master's degree in Management from Massey University in New Zealand in April 2006.

**Mr Liu Guosheng (劉國升先生)**, aged 46, a senior accountant in the PRC, is currently the director and chief financial officer of Oceanwide Holdings and the director of Oceanwide (Hong Kong). Mr Liu obtained a Bachelor's degree in Economics from Hangzhou Dianzi University (formerly known as Hangzhou Institute of Electronic Industry) in July 1991 and a Master's degree in Economics from Wuhan University in December 2008.

**Mr Qin Dingguo (秦定國先生)**, aged 63, a senior engineer in the PRC, is currently the director of China Oceanwide, the chairman of the board of Oceanwide Energy Holdings Co., Ltd.\* (泛海能源控股股份有限公司) and the director of China Oceanwide Power Co., Ltd.\* (中國泛海電力有限公司). The State Council of the PRC granted special governmental allowance to Mr Qin in 2005 in recognition of his outstanding contribution to the development of the Chinese electricity system. Mr Qin is also the head Propagation of Science Expert in the national power generation engineering discipline in the Chinese Science and Technology Association. Mr Qin graduated from the Department of Atmospheric Sciences of Nanjing University in February 1980.

**Mr Zheng Dong (鄭東先生)**, aged 52, an electrical engineer in the PRC, is currently the vice chairman of the supervisory committee of China Oceanwide, the vice chairman of the board and president of Oceanwide Holdings and the director of Oceanwide (Hong Kong). Mr Zheng served as the vice president of Oceanwide Holdings. Mr Zheng graduated from Northeast Dianli University (formerly known as Northeast Dianli College) in April 1994.

**Mr Zhao Yingwei (趙英偉先生)**, aged 43, a senior accountant in the PRC, is currently the supervisor, vice president and chief financial officer of China Oceanwide, the vice chairman of the supervisory committee of Oceanwide Holdings, the director of Oceanwide Energy Holdings Co., Ltd.\* (泛海能源控股股份有限公司), the chairman of the supervisory committee of Minsheng Holdings Co., Ltd.\* (民生控股股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000416) and the director of Oceanwide (Hong Kong). Mr Zhao obtained a Bachelor's degree in Economics from Renmin University of China in January 1997.

**Mr Qi Zixin (齊子鑫先生)**, aged 39, an economist in the PRC, is currently the director and vice president of China Oceanwide, the vice chairman of the board and president of Oceanwide Energy Holdings Co., Ltd.\* (泛海能源控股股份有限公司), the vice chairman of the board of Minsheng Holdings Co., Ltd.\* (民生控股股份有限公司) the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000416) and the director of China Oceanwide Power Co., Ltd.\* (中國泛海電力有限公司). Mr Qi obtained a Bachelor's degree in Law and Economics from Peking University in July 1998 and a Master's degree in Law from Peking University in June 2001.

**Mr Liu Jipeng (劉紀鵬先生)**, aged 58, a senior economist and certified public accountant in the PRC, is currently the independent non-executive director of Wanda Hotel Development Company Limited, the shares of which are listed on the Stock Exchange (stock code: 169), the independent director of AVIC Capital Co., Ltd.\* (中航資本控股股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600705), the independent director of Zhongjin Gold Corp., Ltd.\* (中金黃金股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600489) and the independent director of CNNC HuaYuan Titanium Dioxide Co., Ltd.\* (中核華原鈦白股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002145). Mr Liu served as the independent director of Oceanwide Holdings. Mr Liu obtained a Bachelor's degree in Economics from

Capital University of Economics and Business (formerly known as Beijing School of Economics) in July 1983 and a Master's degree in Economics from Graduate School of Chinese Academy of Social Sciences in July 1986.

**Mr Cai Hongping (蔡洪平先生)**, aged 59, is currently the executive chairman of corporate finance, Asia Pacific in Deutsche Bank. Mr Cai obtained an associate degree in Journalism from Fudan University in June 1988.

**Mr Yan Fashan (嚴法善先生)**, aged 62, a professor in the School of Economics in Fudan University, is currently the independent director of Oceanwide Holdings. Mr Yan obtained a Master's degree in Economics from Fudan University in 1981 and a Doctor of Philosophy degree in Political Economics from Fudan University in June 1998.

**Mr Lo Wa Kei, Roy (盧華基先生)**, aged 43, a certified public accountant in Hong Kong, Fellow of the Hong Kong Institute of Certified Public Accountants, Fellow of the CPA Australia and an Associate of The Institute of Chartered Accountants in England and Wales. Mr Lo is currently the independent non-executive director of several public companies whose shares are listed on the Stock Exchange, including, Sheen Tai Holdings Group Company Limited (stock code: 1335), Sun Hing Vision Group Holdings Limited (stock code: 125), North Mining Shares Company Limited (stock code: 433), China Zhongwang Holdings Limited (stock code: 1333). He also serves as the managing director of Shinewing (HK) CPA Limited. Mr Lo obtained a Bachelor's degree in Business Administration from University of Hong Kong in November 1993 and a Master's degree in Professional Accounting from Hong Kong Polytechnic University in November 2000.

Save as disclosed above, each of the Appointed Directors has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

As at the date of this joint announcement and within the meaning of Part XV of the SFO, Mr Lu Zhiqiang (盧志強先生) is deemed to be interested in 6,399,728,952 Shares being held by the Offeror, which is wholly owned by Oceanwide (Hong Kong), which is in turn wholly owned by Oceanwide Holdings, the ultimate controlling shareholder of which is Mr Lu Zhiqiang (盧志強先生). As at the date of this joint announcement, Mr Han Xiaosheng (韓曉生先生) and Mr Zheng Dong (鄭東先生) own approximately 0.06% equity interest

in Oceanwide Holdings, respectively, and Mr Liu Hongwei (劉洪偉先生) owns approximately 0.0007% equity interest in Oceanwide Holdings.

Save as disclosed in the above paragraph, as at the date of this joint announcement, each of the Appointed Directors does not have any interest in the Shares (within the meaning of Part XV of the SFO).

As at the date of this joint announcement, each of the Appointed Directors (i) did not hold any other positions in the Company or its subsidiaries; and (ii) did not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company, save as disclosed above.

Each of the Appointed Directors will enter into a service contract with the Company after his appointment. Their directorships will be subject to retirement by rotation and re-election pursuant to the provisions of the Listing Rules and bye-laws of the Company. The remuneration of each of the Appointed Directors will be determined and recommended by the Remuneration Committee of the Company (the “Remuneration Committee”) and approved by the Board based on their qualifications, experience, level of responsibilities undertaken and prevailing market conditions. The remuneration of each of the Appointed Directors will be subject to annual review by the Remuneration Committee and the Board.

In relation to the appointment of the Appointed Directors, there is no information which is required to be disclosed nor are/were they involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome the Appointed Directors for joining the Board.

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, 27 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, the Appointed Directors, 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, the Appointed Directors, 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*