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Louis XIII Holdings Limited

路易十三集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

ANNOUNCEMENT

INSIDE INFORMATION

PRICE DETERMINATION; RESULTS OF PLACING; AND RESUMPTION OF TRADING

Placing agent



A CITIC Securities Company

This announcement is made by Louis XIII Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements dated 20 November, 2014 and 27 November, 2014 and the circular (the “**Circular**”) of the Company dated 4 December, 2014. Unless the context otherwise requires, capitalized terms used herein shall have the same meaning as defined in the Circular.

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on Friday, 19 December, 2014 pending the release of this announcement.

The Board wishes to inform the Shareholders that the Price Determination Agreement has been entered into between the Company and the Placing Agent on 19 December, 2014. The Placing Price was determined at HK\$3.00 per Placing Share, which represents a discount of approximately 7.1% to the closing price of HK\$3.23 per Share as quoted on the Stock Exchange on the last trading day immediately prior to the date of this announcement. The Conversion Price, which is the same as the Placing Price, was also determined at HK\$3.00. 294,233,500 Placing Shares and an aggregate principal amount of HK\$755.3 million Placing Convertible Bonds at face value have been conditionally placed, raising aggregate gross proceeds of approximately HK\$1,638 million. The Upsize Option has been partially exercised by the Placing Agent.

The Placing Shares represent approximately 65.4% of the existing issued share capital of the Company, and approximately 39.6% of the total issued share capital of the Company as enlarged by the Placing Shares.

The number of Shares to be allotted and issued on exercise in full of the Placing Convertible Bonds amounts to 251,766,666 Shares, representing approximately 56.0% of the existing issued share capital of the Company, and approximately 25.3% of the total issued share capital of the Company as enlarged by the full conversion of the Placing Convertible Bonds and as enlarged by the Placing Shares. Further announcement on Completion will be made by the Company.

The Board also wishes to inform the Shareholders that the Directors intend to continue to pursue a possible open offer, subject to compliance with the Listing Rules, among other things. **Shareholders should note that, no concrete decision to make an open offer has been made and hence the Company may, or may not proceed with an open offer.** If the Company does decide to proceed with an open offer, detailed terms of the open offer will be announced by the Company in due course.

Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Monday, 22 December, 2014.

By order of the Board
Louis XIII Holdings Limited
Mui Ching Hung, Joanna
Company Secretary

Hong Kong, 19 December, 2014

As at the date of this announcement, the directors of the Company are:

Mr. Stephen Hung	:	Joint Chairman (Executive Director)
Mr. Peter Lee Coker Jr.	:	Joint Chairman (Executive Director)
Mr. Lau Ko Yuen, Tom	:	Deputy Chairman (Executive Director)
Mr. Walter Craig Power	:	Executive Director & Chief Executive Officer
Ir James Chiu, <i>OBE, JP</i>	:	Independent Non-Executive Director
Professor Lee Chack Fan, <i>GBS, SBS, JP</i>	:	Independent Non-Executive Director
Mr. Iain Ferguson Bruce	:	Independent Non-Executive Director
Mr. Francis Goutenmacher	:	Independent Non-Executive Director
Mr. Chan Kok Chung, Johnny	:	Independent Non-Executive Director

* *For identification purpose only*