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HENRY GROUP HOLDINGS LIMITED

鎮科集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 859)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by Henry Group Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 3 January 2017 (the “**Announcement**”) and the announcement of the Company dated 3 February 2017 in relation to, among others, the Possible Transaction and a possible offer for the issued shares of the Company. Capitalised terms used herein shall have the same meaning as those defined in the Announcement unless the context herein requires otherwise.

Pursuant to the MOU, each of the Potential Vendors and the Potential Purchaser shall not directly or indirectly solicit, discuss or negotiate with any third parties the Possible Transaction within two months from 27 December 2016 being the date of the MOU (or such later date as may be agreed by the parties thereto) (the “**Exclusivity Period**”).

The Company has been informed by the Potential Vendors that the Exclusivity Period has expired on 27 February 2017. The Company was further informed by the Potential Vendors that despite the expiry of the Exclusivity Period, the negotiations between the Potential Vendors and the Potential Purchaser regarding the Possible Transaction are still in progress and no formal or legally binding sale and purchase agreement in respect of the Possible Transaction has been entered into between the Potential Vendors and the Potential Purchaser as at the date of this announcement.

Should the negotiations between the Potential Vendors and the Potential Purchaser regarding the Possible Transaction materialise, further announcement(s) will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code. Pursuant to Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made.

There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant negotiations and discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should be aware that the completion of the Possible Transaction is subject to the formal

agreement being entered into and the satisfaction (or, as the case may be, waiver) of such conditions precedent to completion as may be specified therein. The terms of the Possible Transaction are subject to further negotiations among the parties thereof, and the Possible Transaction may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, their professional adviser(s) should be consulted.

By order of the Board
Henry Group Holdings Limited
Chan Kwok Hung
Executive Director

Hong Kong, 28 February 2017

As at the date of this announcement, the Board comprises: Mr. Ng Ian and Mr. Chan Kwok Hung as executive directors, Mr. Ng Chun For, Henry and Mr. Mak Wah Chi as non-executive directors and Mr. Li Kit Chee, Mr. Chan Kam Man and Mr. Chu Tak Sum as independent non-executive directors.

All the directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *for identification purpose only*