

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.



GOLDIN PROPERTIES
高銀地產

GOLDIN PROPERTIES HOLDINGS LIMITED

高銀地產控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 283)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE
REGARDING THE POSSIBLE PRIVATISATION OF THE COMPANY
AND
RESUMPTION OF TRADING**

Reference is made to the announcement of Goldin Properties Holdings Limited (the “**Company**”) dated 13 March 2017 in relation to the halt in the trading of the shares of the Company (the “**Shares**”) with effect from 9:00 a.m. on 13 March 2017 pending the release of an announcement of the Company pursuant to the Code on Takeovers and Mergers (the “**Takeovers Code**”) published by the Securities and Futures Commission, which is inside information in nature.

This announcement is made by the Company pursuant to Rule 3.7 of the Takeovers Code, Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Mr. Pan Sutong (“**Mr. Pan**”), the chairman of the Board, an executive Director and the sole ultimate beneficial owner of Goldin Group (Investment) Limited (the controlling shareholder of the Company) that he proposes to privatise the Company by making a voluntary conditional cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by him and parties acting in concert with him) (the “**Proposal**”). Pursuant to Rule 13 of the Takeovers Code, a comparable offer will be extended to cancel all the outstanding options of the Company. The Proposal is being finalised subject to, among other things, the execution of financing documents with banks for the fund required for implementing the Proposal.

The Proposal may or may not be finalised and the offer may or may not be made. If the Proposal materialises, Mr. Pan does not intend to maintain the listing of the Shares on the Stock Exchange. As such, the Proposal may lead to privatisation and delisting of the Company from the Stock Exchange. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

As at the date of this announcement, Mr. Pan, through his personal capacity and companies controlled by him, holds an aggregate of 2,301,636,998 Shares, representing approximately 64.42% of the issued share capital of the Company.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out progress of the Proposal will be made by the Company until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Proposal is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Takeovers Code and/or the Listing Rules (as the case may be).

RELEVANT SECURITIES OF THE COMPANY

As at the date of this announcement, there are 3,573,129,237 Shares in issue and outstanding share options granted under the Company's share option schemes entitling the holders thereof to subscribe for an aggregate of 51,381,475 new Shares. Save as aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

DEALING DISCLOSURES

In accordance with Rule 22 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) and Mr. Pan are hereby reminded to disclose their dealings in the 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 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. 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.”

For the avoidance of doubt, the meaning of Executive as set out above has the meaning ascribed to it under the Takeovers Code, being the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 13 March 2017 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 March 2017.

By order of the Board
Goldin Properties Holdings Limited
Chan Suk Yin
Company Secretary

Hong Kong, 20 March 2017

As at the date of this announcement, the Board comprises four executive Directors, being Mr. Pan Sutong (Chairman & Chief Executive Officer), Mr. Zhou Xiaojun, Mr. Ting Kwang Yuan, Edmond and Mr. Li Huamao, and three independent non-executive Directors, being Mr. Lai Chi Kin, Dr. Ng Lai Man, Carmen and Dr. Cheng Kwan Wai.

All Directors jointly and severally accept full responsibility for the 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.