

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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



PACIFIC WISH LIMITED

(Incorporated in Hong Kong with limited liability)

AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

JOINT ANNOUNCEMENT

**(I) ACQUISITION OF SHARES IN
AFFLUENT PARTNERS HOLDINGS LIMITED
BY PACIFIC WISH LIMITED;
(II) POSSIBLE MANDATORY CONDITIONAL GENERAL
CASH OFFER BY
 **KINGSTON SECURITIES**
ON BEHALF OF PACIFIC WISH LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN AFFLUENT
PARTNERS HOLDINGS LIMITED (OTHER THAN THOSE
SHARES ALREADY OWNED OR AGREED
TO BE ACQUIRED BY
PACIFIC WISH LIMITED AND PARTIES ACTING IN
CONCERT WITH IT);
AND
(III) RESUMPTION OF TRADING**

Financial adviser to Pacific Wish Limited

 **KINGSTON CORPORATE FINANCE**

Financial adviser to Affluent Partners Holdings Limited


Optima Capital Limited

* *For identification purposes only*

THE ACQUISITION

The Company was notified by the Vendor that after the trading hours of the Stock Exchange on 27 April 2018, the Vendor and the Offeror, as purchaser, entered into the Agreement pursuant to which the Vendor has agreed to sell and the Offeror has agreed to acquire an aggregate of 168,177,382 Shares, representing approximately 49.55% of the Shares in issue as at the date of the Agreement and the date of this joint announcement, for an aggregate consideration of approximately HK\$363 million (equivalent to HK\$2.16 per Share), which was agreed between the Offeror and the Vendor after arm's length negotiations.

Pursuant to the Agreement, the Acquisition Completion shall take place within seven (7) business days after the date of the Agreement (or at such other dates as the Vendor and purchaser may agree in writing).

POSSIBLE MANDATORY CONDITIONAL GENERAL CASH OFFER

Immediately prior to the Acquisition Completion and as at the date of this joint announcement, the Vendor was interested in 168,177,382 Shares, representing approximately 49.55% of the Shares in issue. The Vendor is wholly owned by Meridian Glory Limited, which is in turn owned as to 70% by Affluent Block Limited and as to 30% by Mr. Chan. Affluent Block Limited is ultimately controlled by Mr. Fang (who owns 51% of the issued share capital of Affluent Block Limited through his wholly-owned company, Target Best Limited) and Ms. Hui holds 20% of the issued share capital of Affluent Block Limited through her wholly-owned company, Lyvia Corporation.

Upon the Acquisition Completion, the Offeror and parties acting in concert with it (including Mr. Chan and Ms. Hui) will be interested in 168,177,382 Shares, representing approximately 49.55% of the Shares in issue.

Pursuant to Rule 26.1 of the Takeovers Code, immediately following the Acquisition Completion, the Offeror is required to make a mandatory conditional general cash offer for all the Offer Shares. Kingston Securities will make the Offer for all the Offer Shares on behalf of the Offeror pursuant to the Takeovers Code on the following basis.

For each Offer Share HK\$2.16 in cash

The Offer Price of HK\$2.16 per Offer Share is the same as the price per Sale Share acquired by the Offeror under the Agreement.

Value of the Offer

As at the date of this joint announcement, there are 339,389,929 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities which may confer to the holder(s) thereof any right to subscribe for, convert or exchange into Shares. The Company has not entered into any agreement for the issue of any Shares or options, warrants, derivatives or other securities which may confer to the holder(s) thereof any right to subscribe for, convert or exchange into Shares.

Based on the Offer Price of HK\$2.16 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$733 million. Excluding the Sale Shares (i.e. 168,177,382 Shares) agreed to be acquired by the Offeror under the Agreement and on the basis that there will be no change in the issued share capital of the Company from the date of this joint announcement to the Offer Closing Date, a total of 171,212,547 Shares will be subject to the Offer. Accordingly, the maximum cash consideration payable by the Offeror under the Offer will be approximately HK\$370 million.

Financial resources available to the Offeror

The Offeror intends to finance and satisfy (i) the consideration payable under the Acquisition by approximately HK\$13 million from the Offeror's internal resources and approximately HK\$350 million by the Facility provided by Kingston Securities; and (ii) the maximum cash consideration payable under the Offer of approximately HK\$370 million by the Facility provided by Kingston Securities to the Offeror. The Facility is secured by a charge over (i) the Sale Shares; and (ii) the Shares to be acquired by the Offeror under the Offer. The Offeror confirms that the payment of interest on, repayment of, or security for any liability (contingent or otherwise) for, the Facility will not depend to any extent on the business of the Group.

Kingston Corporate Finance, being the financial adviser to the Offeror, is satisfied that there are sufficient financial resources available to the Offeror to satisfy the amount of funds required for the Acquisition and the full acceptance of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all non-executive Directors, namely Mr. Yuen Ching Bor Stephen, Mr. Pang Siu Yin, Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Chan Chi Yuen, who have no direct or indirect interest in the Offer, has been established to advise the Independent Shareholders in respect of the Offer.

An independent financial adviser will be appointed by the Company with approval of the Independent Board Committee, to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company in a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things: (i) details of the Offer (including the expected timetable); (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offer, together with (iv) the relevant form of acceptance and transfer to the Offer Shareholders, is required to be despatched to the Shareholders within 21 days after the date of this joint announcement, or such later date as the Executive may approve.

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 30 April 2018 pending the publication of this joint announcement. An 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 8 May 2018.

This joint announcement is made by the Offeror and the Company pursuant to the Takeovers Code.

THE ACQUISITION

The Company was notified by the Vendor that after the trading hours of the Stock Exchange on 27 April 2018, the Vendor and the Offeror entered into the Agreement. Principal terms of the Agreement are summarised below:

Date	:	27 April 2018
Vendor	:	Crown City Inc Limited
Purchaser	:	Pacific Wish Limited, which is legally and beneficially owned by Mr. Chan as to 50% and Ms. Hui as to 50%; further information of the Offeror is set out in the section headed “Information on the Offeror” below
Subject Matter	:	The Sale Shares free from encumbrances together with all rights attaching thereto at Acquisition Completion.
Sale Shares:	:	An aggregate of 168,177,382 Shares, representing approximately 49.55% of the Shares in issue as at the date of the Agreement and this joint announcement
Consideration	:	HK\$363,263,145.12 (equivalent to HK\$2.16 per Sale Share) excluding the applicable brokerage fee and levies. The consideration under the Agreement was determined mainly by reference to the consideration of the controlling stake of the Company of HK\$2 per Share as acquired by the Vendor on 26 October 2016, with a token addition attributable to the carrying cost of the investment.
Acquisition Completion	:	It shall take place within seven (7) business days after the date of the Agreement (or at such other dates as the Vendor and purchaser may agree in writing).

SHAREHOLDING STRUCTURE OF THE COMPANY

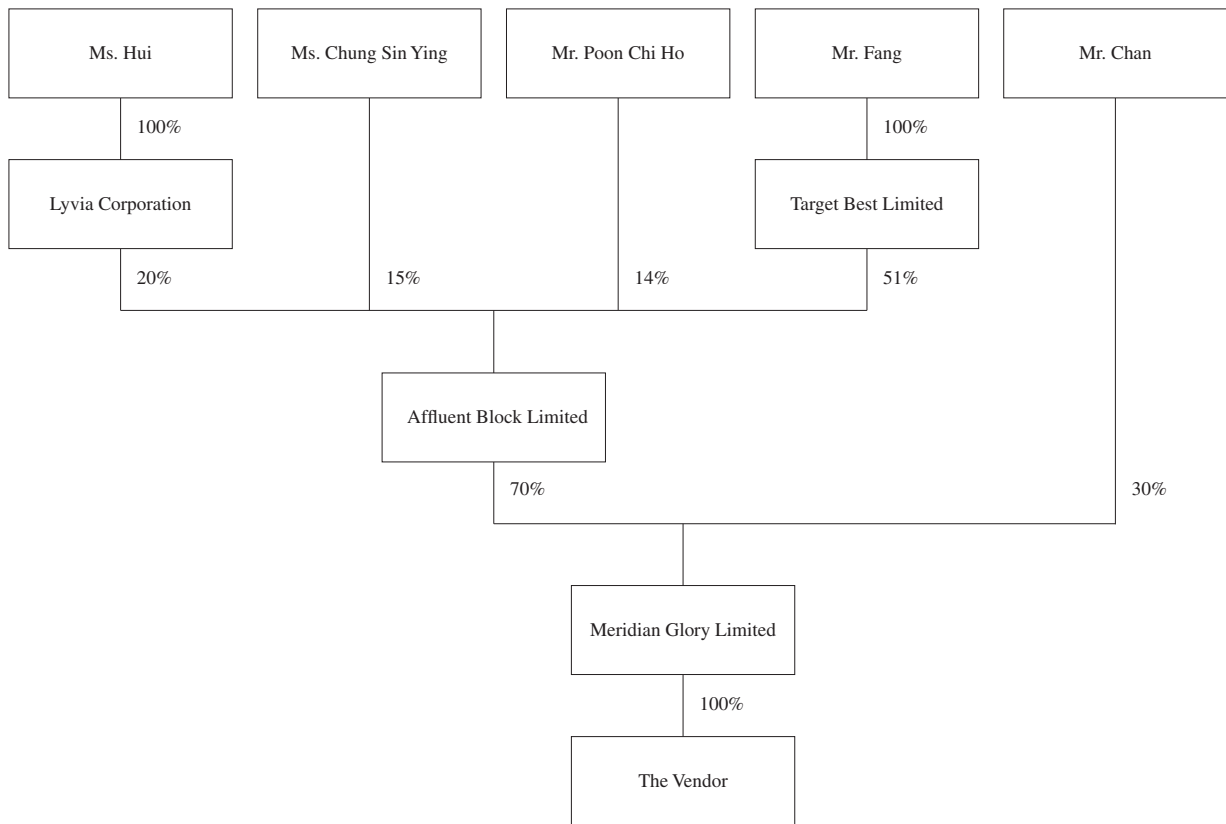
Set out below is the shareholding structure of the Company (i) immediately before Acquisition Completion and as at the date of this joint announcement; and (ii) immediately after the Acquisition Completion:

Name of Shareholders	(i) Immediately before the Acquisition Completion and as at the date of this joint announcement		(ii) Immediately after the Acquisition Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
	Crown City (<i>Notes 1 and 2</i>)	168,177,382	49.55	–
The Offeror and parties acting in concert with it (<i>Note 2</i>)	–	–	168,177,382	49.55
Public Shareholders	<u>171,212,547</u>	<u>50.45</u>	<u>171,212,547</u>	<u>50.45</u>
Total	<u>339,389,929</u>	<u>100.00</u>	<u>339,389,929</u>	<u>100.00</u>

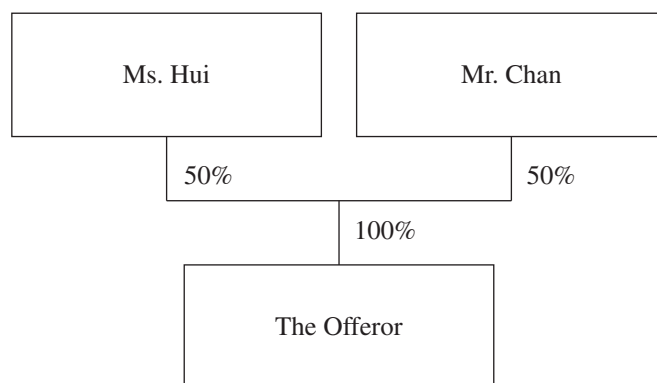
Notes:

- As at the date of this joint announcement, Crown City (a company incorporated in Hong Kong with limited liability) is wholly owned by Meridian Glory Limited. Meridian Glory Limited is held as to 30% by Mr. Chan and as to 70% by Affluent Block Limited. Affluent Block Limited is in turn ultimately and beneficially owned as to 20% by Ms. Hui, as to 15% by Ms. Chung Sin Ying, as to 14% by Mr. Poon Chi Ho and as to 51% by Mr. Fang Anghong respectively. Accordingly, Affluent Block Limited is ultimately controlled by Mr. Fang.
- The Offeror and the parties acting in concert with it did not directly hold any Shares immediately before the Acquisition Completion. However, Mr. Chan and Ms. Hui, the ultimate shareholders of the Offeror, are indirect shareholders of the Vendor. Please refer to the shareholding chart of the Vendor below for further information.

Set out below is the shareholding chart of the Vendor as at the date of this joint announcement:



Set out below is the shareholding chart of the Offeror as at the date of this joint announcement:



POSSIBLE MANDATORY CONDITIONAL GENERAL CASH OFFER

Immediately prior to the Acquisition Completion and as at the date of this joint announcement, the Vendor was interested in 168,177,382 Shares, representing approximately 49.55% of the Shares in issue. The Vendor is wholly owned by Meridian Glory Limited, which is in turn owned as to 70% by Affluent Block Limited and as to 30% by Mr. Chan. Affluent Block Limited is ultimately controlled by Mr. Fang (who owns 51% of the issued share capital of Affluent Block Limited through his wholly-owned company, Target Best Limited) and Ms. Hui holds 20% of the issued share capital of Affluent Block Limited through her wholly-owned company, Lyvia Corporation.

Upon the Acquisition Completion, the Offeror and parties acting in concert with it (including Mr. Chan and Ms. Hui) will be interested in 168,177,382 Shares, representing approximately 49.55% of the Shares in issue.

Pursuant to Rule 26.1 of the Takeovers Code, immediately following the Acquisition Completion, the Offeror is required to make a mandatory conditional general cash offer for all the Offer Shares. Kingston Securities will make the Offer for all the Offer Shares on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share. HK\$2.16 in cash

The Offer Shares to be acquired under the Offer shall be fully paid and shall be acquired free from all encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them on the date on which the Offer is made or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made.

The Offer Price

The Offer Price of HK\$2.16 per Offer Share under the Offer is the same as the consideration per Sale Share paid by the Offeror under the Agreement and:

- (i) represents a discount of 62.50% to the closing price of HK\$5.76 per Share as quoted on the Stock Exchange on the Last Trading Day;

- (ii) represents a discount of approximately 63.94% to the average of the closing prices of HK\$5.99 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day; and
- (iii) represents a premium of approximately 107.69% over the unaudited consolidated net asset value per Share as at 30 September 2017 of approximately HK\$1.04 (which was calculated by dividing the unaudited consolidated net asset value of the Group as at 30 September 2017 of approximately HK\$353.6 million by 339,389,929 Shares in issue as at the date of this joint announcement).

Highest and lowest Share prices

The highest and the lowest closing price of the Shares as quoted on the Stock Exchange on the trading days during the Relevant Period were HK\$7.27 per Share on 24 January 2018 and HK\$3.51 on 21 November 2017, respectively.

Value of the Offer

As at the date of this joint announcement, there are 339,389,929 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or other securities which may confer to the holder(s) thereof any right to subscribe for, convert or exchange into Shares. The Company has not entered into any agreement for the issue of any Shares or options, warrants, derivatives or other securities which may confer to the holder(s) thereof any right to subscribe for, convert or exchange into Shares.

Based on the Offer Price of HK\$2.16 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$733 million. Excluding the Sale Shares (i.e. 168,177,382 Shares) agreed to be acquired by the Offeror under the Agreement and on the basis that there will be no change in the issued share capital of the Company from the date of this joint announcement to the Offer Closing Date, a total of 171,212,547 Shares will be subject to the Offer. Accordingly, the maximum cash consideration payable by the Offeror under the Offer will be approximately HK\$370 million.

Financial resources available to the Offeror

The Offeror intends to finance and satisfy (i) the consideration payable under the Acquisition by approximately HK\$13 million from the Offeror's internal resources and approximately HK\$350 million by the Facility provided by Kingston Securities; and (ii) the maximum cash consideration payable under the Offer of approximately HK\$370 million by the Facility provided by Kingston Securities to the Offeror. The Facility is secured by (i) the Sale Shares; and (ii) the Shares to be acquired by the Offeror under the Offer. The Offeror confirms that the payment of interest on, repayment of, or security for any liability (contingent or otherwise) for, the Facility will not depend to any extent on the business of the Group.

Kingston Corporate Finance, being the financial adviser to the Offeror, is satisfied that there are sufficient financial resources available to the Offeror to satisfy the amount of funds required under the Acquisition and the Offer.

Condition to the Offer

The Offer is conditional only on valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Offer Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), and the number of Shares in respect of which, together with Shares already owned by the Offeror and parties acting in concert with it and acquired or agreed to be acquired before or during the Offer, resulting in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company in accordance with the Takeovers Code.

Effect of accepting the Offer

The Offer is conditional. Subject to the Offer becoming unconditional, the Offer is made on the basis that acceptance of the Offer by any person would be deemed to constitute a warranty by such person or persons to the Offeror that the Shares acquired under the Offer are sold by such person or persons free from all liens, charges, options, claims, equities, adverse interests, third party rights or encumbrances whatsoever and together with all rights attaching thereto on the date on which the Offer is made or subsequently becoming attached to them, including the right to receive all dividends (whether final or interim) and other distributions, if any, declared, made or paid on or after the date on which the Offer is made.

Acceptance of the Offer would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code which is administered by the Executive.

The Independent Shareholders are reminded to read the letter from the Independent Board Committee containing its recommendations to the Independent Shareholders in respect of the Offer and the letter from the independent financial adviser containing its advice to the Independent Board Committee in respect of the Offer which will be included in the Composite Document.

Stamp duty

Seller's ad valorem stamp duty arising in connection with acceptance of the Offer amounting to 0.1% of the amount payable in respect of the acceptances by the Shareholders, or (if higher) the value of the Shares as determined by the Collector of Stamp Revenue under the SDO, will be deducted from the cash amount payable to the Shareholders who accept the Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty so deducted on behalf of the Shareholders who accept the Offer and will pay its own buyer's ad valorem stamp duty, in connection with the acceptances of the Offer and the transfers of the Offer Shares to the Stamp Duty Office in accordance with the SDO.

Payment

Subject to the Offer having become, or has been declared, unconditional in all respects, settlement of the consideration in respect of acceptances of the Offer will be made as soon as possible but in any event within seven (7) Business Days of the date on which the duly completed acceptances of the Offer and the relevant documents of title of the Shares in respect of such acceptances are received by the Offeror or its agent acting on its behalf to render each such acceptance complete and valid, or the date on which the Offer has become or is declared unconditional in all aspects, whichever is later.

Return of documents

If the Offer does not become, or is not declared, unconditional in all respects within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the branch registrar of the Company in Hong Kong will be returned to the Shareholders who have accepted the Offer by ordinary post at the Shareholders' own risk as soon as possible but in any event within ten (10) days after the Offer has lapsed.

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. It is emphasized that none of the Company, the Offeror, parties acting in concert with the Offeror, or any of their respective directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The Offeror intends to make the Offer available to all Shareholders including the Overseas Shareholders. However, the availability of the Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek independent legal advice.

In the event that the receipt of the Composite Document by Overseas Shareholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the offer document, subject to the Executive's consent, will not be despatched to the Overseas Shareholders. The Offeror will apply for any waiver as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any arrangements for Overseas Shareholders to collect the offer document will be set forth in a further announcement.

It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions).

Any acceptance by any Overseas Shareholders of the Offer will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that all applicable local laws and requirements have been complied with. Overseas Shareholders who are in doubt as to the action they should take should consult their stockbrokers, licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers. The Offeror will comply with the requirements of the Takeovers Code in respect of the Overseas Shareholders.

INFORMATION ON THE GROUP

The Company is incorporated in the Cayman Islands with limited liability and its Shares are listed on the Main Board of the Stock Exchange since 17 October 2014. The Group is principally engaged in the purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products and operation of strategic investment and financial service segment. The Group has recently invested in the realty market in the United Kingdom through the subscription of an investment fund and loan notes.

Set out below is a summary of the audited consolidated financial information of the Group for the financial years ended 31 March 2016 and 2017 and unaudited financial information of the Group for the six months ended 30 September 2017.

	Six months ended 30 September 2017	Year ended 31 March 2017	Year ended 31 March 2016
<i>(HK\$'000)</i>	(Unaudited)	(Audited)	(Audited)
Turnover	107,014	212,232	210,019
Gross Profit	33,076	54,151	59,196
Loss before taxation	(12,466)	(24,282)	(10,858)
Loss after taxation	<u>(13,171)</u>	<u>(23,886)</u>	<u>(10,940)</u>

	As at 30 September 2017	As at 31 March 2017	As at 31 March 2016
<i>(HK\$'000)</i>	(Unaudited)	(Audited)	(Audited)
Net asset value	<u>353,607</u>	<u>290,085</u>	<u>313,657</u>

The Group's turnover for the financial year ended 31 March 2016 was generated from its sale of pearls and jewellery products. For the financial year ended 31 March 2017, the turnover of the Group increased due to the newly setup strategic investment and financial services. The performance of the sale of pearls and jewellery products remained stable in the financial year of 2017. Despite the improvement in the turnover of the Company for this period, the Group recorded a significant loss attributable to Shareholders of approximately HK\$23.9 million. Such loss was mainly attributable to the decrease in the gross profit margin of the sale of pearls and jewellery products segment due to the fierce competition and the gain on disposal of subsidiaries recognised in the financial year of 2016. For the six-month interim period ended 30 September 2017, the turnover of the Group increased slightly to approximately HK\$107.0 million while compared to the corresponding period in 2016 of approximately HK\$102.0 million. The Group had recorded a gross profit of approximately HK\$33.1 million during the period, it had nevertheless recorded a loss attributable to the Shareholders of HK\$13.2 million having accounted for the administrative and selling expenses and other losses of approximately HK\$46.6 million for the same period.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability and is owned as to 50% by Mr. Chan and as to 50% by Ms. Hui. As at the date of this joint announcement, the directors of the Offeror are Mr. Chan and Ms. Hui.

Mr. Chan was graduated from University of British Columbia, Canada with a bachelor of commerce degree in finance. Mr. Chan has over 18 years of real estate investment experience in the private sector and has taken the role of director at Crown Sky Assets Management Limited, which is an investment management company that is principally engaged in real estate development and investments dealing with local and overseas properties. Prior to that, Mr. Chan was the general manager of three main Vancouver branches of Canadian Imperial Bank of Commerce in Canada from 1998 to 2000. Mr. Chan does not have any experiences in pearls and jewellery products business.

Ms. Hui was graduated from Lingnan University, Hong Kong with a bachelor of social science degree in economics. Ms. Hui is currently a director of Lyvia Corporation, a company that is principally engaged in private equity investment. Ms. Hui has also been a vice president of Capstone Group since 2014 and mainly in charge of business development and corporate affairs. She was also a director of Worldpost Limited from 2009 to 2016, a company principally engaged in provision of logistic services. Ms. Hui does not have any experiences in pearls and jewellery products business nor financial services business.

The Offeror confirms that save for the shareholding interest in the Company, Mr. Chan and Ms. Hui do not have any other business relationships.

THE OFFEROR'S INTEREST IN THE SECURITIES OF THE COMPANY

As at the date of this joint announcement, the Company has 339,389,929 Shares in issue. Upon the Acquisition Completion, the Offeror and parties acting in concert with it hold 168,177,382 Shares, representing approximately 49.55% of the entire issued share capital of the Company.

Save for the Shares the Offeror and its parties acting in concert indirectly interested in through investment in Crown City and the Sale Shares acquired by the Offeror and its parties acting in concert under the Agreement, (i) neither the Offeror nor parties acting in concert with it owns or has control or direction over any voting rights or rights over any Shares or any options, warrants or convertible securities in respect of Shares or has entered into any outstanding derivatives contracts in respect thereof; and (ii) none of the Offeror and parties acting in concert with it has dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares during Relevant Period.

As at the date of this joint announcement, (i) there were no agreements or arrangements to which any of the Offeror is a party which relate to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; (ii) none of the Offeror and parties acting in concert with it has received any irrevocable commitment to accept or to reject the Offer; (iii) there were no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or any person acting in concert with it has borrowed or lent; (iv) save for the Agreement and the Facility, there were no arrangements in relation to the shares of the Offeror or the Company and which might be material to the Offer; (v) other than the consideration payable under the Agreement, there is no other consideration, compensation or benefits in whatever form provided or to be provided by the Offeror, its ultimate beneficial owners, nominees, representatives and concert parties to the Vendor and its beneficial owners, nominees, representatives and concert parties; and (vi) save for the Agreement, there was no agreement, arrangement, or understanding between the Offeror and parties acting in concert with it and any Directors, recent Directors, Shareholders or recent Shareholders having any connection with or dependence upon the Acquisition and/or the Offer.

INTENTION OF THE OFFEROR IN RELATION TO THE COMPANY

Upon Acquisition Completion, the Offeror will become the controlling Shareholder. The Offeror intends to continue the principal business of the Group and has no intention to discontinue the employment of any employees of the Group (save for changes in the composition of the Board) and dispose of or re-deploy the fixed assets of the Group other than in the ordinary course of business.

The Offeror will, following the close of the Offer, conduct a review of the operations of the Group in order to formulate a long-term strategy for the Group and explore other business or investment opportunities for enhancing its future development and strengthening its revenue base. Subject to the results of the review, the Offeror may explore other business opportunities for the Company and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance long-term growth potential of the Company.

Notwithstanding the above, as at the date of this joint announcement, no investment or business opportunity has been identified nor has the Offeror entered into any agreements, arrangements, understandings or negotiations in relation to the injection of any assets or business into the Group, and the Offeror has no intention to discontinue the employment of the employees or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends the Company to remain listed on Main Board of the Stock Exchange after close of the Offer. In order to ensure that within a reasonable period after the close of the Offer, there will be not less than 25% of the Company's total number of issued Shares held by the public, the directors of the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float will exist in the Shares after the close of the Offer. The Offeror does not intend to exercise its right which may be available to it to compulsorily acquire the remaining Shares after the close of the Offer.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all non-executive Directors, namely Mr. Yuen Ching Bor Stephen, Mr. Pang Siu Yin, Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Chan Chi Yuen, who have no direct or indirect interest in the Offer, has been established to advise the Independent Shareholders in respect of the Offer. An independent financial adviser will be appointed by the Company with approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company in a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things: (i) details of the Offer (including the expected timetable); (ii) a letter from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the independent financial adviser to the Independent Board Committee in relation to the Offer, together with (iv) the relevant form of acceptance and transfer to the Offer Shareholders, is required to be despatched to the Shareholders within 21 days after the date of this joint announcement, or such later date as the Executive may approve.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code which includes, among others, a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and the Offeror are reminded to disclose their dealings in the securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code in relation to the responsibilities of stockbrokers, banks and other intermediaries is reproduced below:

“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 of the Takeovers Code 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 of the Takeovers Code. 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 HK\$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.”

The Offeror, its nominees or brokers or associates may from time to time make certain purchases of, or arrangements to purchase Shares other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance in compliance with the Takeovers Code. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be reported to the SFC and will be available on the SFC website at <http://www.sfc.hk/>.

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 30 April 2018 pending the publication of this joint announcement. An 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 8 May 2018.

WARNING

The Offer is conditional. If the total number of Shares in respect of the valid acceptances, which the Offeror has received at or before 4:00p.m. on the Offer Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offer together with the Shares acquired before or during the Offer, does not result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company, the Offer will not become unconditional. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

DEFINITIONS

In this joint announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisition”	the acquisition of the Sale Shares by the Offeror from the Vendor pursuant to the Agreement
“Acquisition Completion”	completion of the Acquisition
“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“Agreement”	the sale and purchase agreement dated 27 April 2018 entered into between the Offeror as purchaser, and the Vendor as vendor in relation to the Acquisition
“associate(s)”	has the same meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“Company”	Affluent Partners Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1466)
“Composite Document”	the composite offer and response document to be jointly despatched by the Offeror and the Company to the Shareholder pursuant to the Takeovers Code containing among other things, the details of the Offer

“Crown City” or “Vendor”	Crown City Inc Limited, a company incorporated in Hong Kong with limited liability and is wholly owned by Meridian Glory Limited
“Director(s)”	director(s) of the Company from time to time
“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time and any delegate of such executive director
“Facility”	a loan facility provided by Kingston Securities to the Offeror for financing the Acquisition and the Offer, which is secured by (i) the Sale Shares; and (ii) the Shares to be acquired by the Offeror under the Offer
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of the Board comprising all the non-executive Directors who have no direct or indirect interest in the Offer, established for the purpose of advising the Independent Shareholders in respect of the Offer
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed to carry on business in Type 6 (advising on corporate finance) regulated activity under the SFO, being the financial adviser to the Offeror in relation to the Offer

“Kingston Securities”	Kingston Securities Limited, a corporation licensed to carry on business in Type 1 (dealing in securities) regulated activity under the SFO
“Last Trading Day”	27 April 2018, being the last trading day on which for the Shares were traded on the Stock Exchange immediately prior to the suspension of trading in the Shares pending the publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. Chan”	Mr. Chan Vincent Wing Sing, legally and beneficially owns 50% of the total issued share capital of the Offeror
“Ms. Hui”	Ms. Hui Ka Man Emily, legally and beneficially owns 50% of the total issued share capital of the Offeror
“Mr. Fang”	Mr. Fang Anghong, legally and beneficially owned 100% of the total issued share capital of Target Best Limited, which in turn owned 51% of the total issued share capital of Affluent Block Limited, which in turn owned 70% of the total issued share capital of the Vendor
“Offer”	the possible mandatory conditional general cash offer to be made by Kingston Securities, for and on behalf of the Offeror to acquire all the Offer Shares not already owned or agreed to be acquired by the Offeror and the parties acting in concert with it, on the terms and conditions to be set out in the Composite Document and in compliance with the Takeovers Code

“Offer Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offer or any subsequent closing date as may be announced by the Offeror and approved by the Executive
“Offer Period”	the period commencing from 7 May 2018, being the date of this joint announcement, and ending on the Offer Closing Date
“Offer Price”	the cash amount of HK\$2.16 for each Offer Share payable by the Offeror to the Independent Shareholders accepting the Offer
“Offer Share(s)”	all the Shares in issue, other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	Pacific Wish Limited, a company incorporated in the Hong Kong with limited liability, details of which are set out in the paragraph headed “Information on the Offeror” in this joint announcement
“Optima Capital”	Optima Capital Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Company
“Overseas Shareholders”	Independent Shareholder(s) whose address(es) as shown on the register of members of the Company, is/are outside Hong Kong
“Relevant Period”	the period commencing from 7 November 2017, being the date falling six months preceding the date of the commencement of the Offer Period, up to and including the date of this joint announcement

“Sale Shares”	a total of 168,177,382 Shares acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Agreement
“SDO”	the Stamp Duty Ordinance (Chapter 117 of the laws of Hong Kong)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent

By order of the board
PACIFIC WISH LIMITED
Chan Vincent Wing Sing
Director

By order of the Board
AFFLUENT PARTNERS HOLDINGS LIMITED
Archambaud-Chao Percy Henry Junior
Executive Director

Hong Kong, 7 May 2018

As at the date of this joint announcement, the executive Directors are Mr. Archambaud-Chao Percy Henry Junior, Mr. Leung Alex, Mr. Lee Tsz Hang and Mr. Cheung Sze Ming; the non-executive Director is Mr. Yuen Ching Bor Stephen (Chairman); and the independent non-executive Directors are Mr. Pang Siu Yin, Mr. Lai Yat Yuen, Mr. Lee Kin Keung and Mr. Chan Chi Yuen.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in the 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. Chan and Ms. Hui.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) 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.