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## **TRAUSON HOLDINGS COMPANY LIMITED**

### **創生控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 325)

#### **(1) POSTPONEMENT IN PUBLICATION OF ANNOUNCEMENT OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31 2012; AND (2) REMINDER OF THE CLOSING OF THE SHARE OFFER**

Trauson announces that the publication of its 2012 Annual Results Announcement due on or before March 31, 2013 and the despatch the 2012 Annual Report due on or before April 30, 2013 will be postponed.

Trauson would also like to take this opportunity to remind the Trauson Shareholders who have yet to accept the Share Offer that, despite of the Trading Suspension, the Share Offer remains open for acceptance until 4:00 p.m. on June 6, 2013 (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code). Pursuant to the Share Offer, the consideration to be paid to the Trauson Shareholders who validly accept the Share Offer is HK\$7.50 for each Share.

#### **1. INTRODUCTION**

Reference is made to (i) the announcement jointly issued by Trauson Holdings Group Limited (“**Trauson**”) and Stryker Corporation (the “**Offeror Parent**”) dated January 17, 2013 in relation to the voluntary conditional cash offer by

Barclays Capital Asia Limited on behalf of the Offeror Parent to acquire all of the outstanding shares in the issued share capital of Trauson and to cancel all of the outstanding share options of Trauson (the “**Offers**”); (ii) the composite offer and response document jointly issued by Trauson, Stryker International Acquisitions B.V. (the “**Offeror**”) and the Offeror Parent dated February 7, 2013 (the “**Composite Document**”); (iii) the announcement jointly issued by Trauson, the Offeror and the Offeror Parent dated March 1, 2013 in relation to the Offers becoming unconditional in all respects; and (iv) the announcement jointly issued by Trauson, the Offeror and the Offeror Parent dated March 4, 2013 in relation to, amongst others, the appointment and resignation of directors of Trauson. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

## **2. POSTPONEMENT IN PUBLICATION OF ANNOUNCEMENT OF ANNUAL RESULTS AND DESPATCH OF ANNUAL REPORT**

Trading in the Shares was suspended from 9:00 a.m. on March 4, 2013, being the trading day immediately after the Offers became unconditional in all respects, and is expected to remain suspended until the withdrawal of listing of the Shares on the Stock Exchange pursuant to Listing Rule 6.15(1) (the “**Trading Suspension**”). The Offeror intends to give notice to exercise the right under section 88 of the Cayman Islands Companies Law to compulsorily acquire those Shares not acquired by the Offeror under the Share Offer as soon as reasonably practicable after the close of the Share Offer (the “**Compulsory Acquisition**”). Upon completion of the Compulsory Acquisition, Trauson will become a wholly- owned subsidiary of the Offeror and an application has been made for the withdrawal of the listing of the Shares from the Stock Exchange pursuant to Rule 6.15(1) of the Listing Rules. A further announcement will be made to inform the public about the timing and other details of the withdrawal of the listing of the Shares on the Stock Exchange.

As a result of the expected withdrawal of listing of the Shares on the Stock Exchange, Trauson applied to the Stock Exchange for a waiver from compliance with (a) the requirement under Listing Rule 13.49(1) to publish its preliminary results in respect of the full financial year ended December 31, 2012 (the “**2012 Annual Results Announcement**”) by no later than March 31, 2013 and (b) the requirement under Listing Rule 13.46(2)(a) to send to shareholders its annual report for the year ended December 31, 2012 together with the auditors’ report (the “**2012 Annual Report**”) by no later than April 30, 2013 (the “**Waiver Application**”).

Trauson submitted the Waiver Application on the grounds that (i) a majority of the existing Trauson Board was not involved in the management and/or operation of Trauson in the financial year ended December 31, 2012, and (ii) investing substantial amounts of time, labour and costs to comply with these requirements is unjustified given (a) the expected withdrawal of listing of Trauson and (b) no remaining Trauson Shareholder is being prejudiced by the non-compliance due to

the attractiveness of the Share Offer. The Stock Exchange has granted the Waiver Application on the condition that Trauson is required to publish the 2012 Annual Results Announcement and the 2012 Annual Report if the Compulsory Acquisition is ultimately not completed.

In the circumstances, Trauson announces that the publication of the 2012 Annual Results Announcement due on or before March 31, 2013 and the despatch of the 2012 Annual Report due on or before April 30, 2013 pursuant to Listing Rules 13.49(1) and 13.46(2)(a) respectively will be postponed.

### **3. REMINDER OF THE CLOSING OF THE SHARE OFFER**

Trauson would also like to take this opportunity to remind the Trauson Shareholders who have yet to accept the Share Offer that, despite of the Trading Suspension, the Share Offer remains open for acceptance until **4:00 p.m. on June 6, 2013** (or such other time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).

*Trauson Shareholders whose Shares are in their own names and who wish to accept the Share Offer must send the duly completely and signed WHITE Forms of Share Offer Acceptance together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event no later than 4:00 p.m. on June 6, 2013 (or such later time and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code).*

*Trauson Shareholders whose Shares are in the names of a nominee company or names other than their own and who wish to accept the Share Offer should refer to the Composite Document and/or consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for further details of acceptance procedures,*

For further details, Trauson Shareholders are advised to refer to the Composite Document and the WHITE Form of Share Offer Acceptance for details of acceptance procedures if they wish to accept the Share Offer.

By order of the  
board of directors of  
**Trauson Holdings Company Limited**  
**Ramesh Subrahmanian**  
*Chairman*

Hong Kong, March 28, 2013

*The Trauson Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, 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 statements in this announcement misleading.*

*As at the date of this announcement, the board of directors of Trauson comprises Mr. Ramesh Subrahmanian, Mr. Aiguo Wang, Mr. Tony McKinney, Mr. Vincenzo Rispoli and Mr. Cai Yong as executive directors, Mr. Paul Gibbeson as a non-executive director, and Mr. Chan Yuk Tong, Dr. Lu Bing Heng and Mr. Zhao Zi Lin as independent non-executive directors.*

*The English text of this announcement shall prevail over its Chinese text.*