

*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 Dining Concepts Holdings Limited.*

**Dining Concepts**

**STRONG DAY HOLDINGS LIMITED**

*(Incorporated in the BVI  
with limited liability)*

**DINING CONCEPTS HOLDINGS LIMITED**

**飲食概念控股有限公司**  
*(Incorporated in the Cayman Islands  
with limited liability)*  
**(Stock code: 8056)**

## **JOINT ANNOUNCEMENT**

**(1) ACQUISITION OF THE SALE SHARES IN  
THE COMPANY BY THE OFFEROR;**

**(2) MANDATORY UNCONDITIONAL CASH OFFERS BY SOMERLEY  
CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR ALL  
THE ISSUED SHARES OF THE COMPANY (OTHER THAN THOSE  
ALREADY OWNED AND AGREED TO BE ACQUIRED BY THE OFFEROR  
AND PARTIES ACTING IN CONCERT WITH IT) AND  
TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF THE COMPANY;  
AND**

**(3) RESUMPTION OF TRADING**

**Financial adviser to the Offeror**

 **SOMERLEY CAPITAL LIMITED**

**Financial adviser to the Company**

 **Lego Corporate  
Finance Limited**  
力高企業融資有限公司

### **THE SHARE PURCHASE AGREEMENT**

The Company was informed by the Vendors that on 11 October 2018 (before trading hours), the Vendors, the Offeror and the Guarantors entered into the Share Purchase Agreement, pursuant to which the Vendors agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 74.05% of the total issued share capital of the Company as at the date of this joint announcement. Completion of the Share Purchase Agreement took place immediately upon the signing of the Share Purchase Agreement on 11 October 2018.

## **MANDATORY UNCONDITIONAL CASH OFFERS**

Prior to Completion, the Offeror and the parties acting in concert with it (including Excel Precise) did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it (including Excel Precise) are in aggregate interested in a total of 600,000,000 Shares, representing approximately 74.05 % of the total issued share capital of the Company as at the date of this joint announcement.

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make the Share Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). The Offeror is also required to make the Option Offer to cancel all the Share Options pursuant to Rule 13 of the Takeovers Code.

As at the date of this joint announcement, there are 810,250,000 Shares in issue and 40,750,000 Share Options awarded and fully vested under the Pre-IPO Share Option Scheme which entitle the Optionholders thereof to subscribe for 40,750,000 new Shares at the exercise price of HK\$0.45 per Share. All Share Options granted under the Pre-IPO Share Option Scheme are fully vested. The Company has not issued any share options under the Post-IPO Share Option Scheme. All Share Options are held by Independent Optionholders as at the date of this joint announcement.

Save for the 40,750,000 Share Options, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. The Company also has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

## **PRINCIPAL TERMS OF THE OFFERS**

Somerley will make the Offers on behalf of the Offeror in compliance with the Takeovers Code and on the following terms:

### ***The Share Offer***

**For each Offer Share ..... HK\$0.4073 in cash**

### *The Option Offer*

**For cancellation of each Share Option  
with the exercise price of HK\$0.45 per Share ..... HK\$0.01 in cash**

The Share Offer Price of HK\$0.4073 per Offer Share under the Share Offer is the same as the purchase price per Sale Share payable by the Offeror under the Share Purchase Agreement. The Share Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code.

Since the exercise price of the outstanding Share Options is above the Share Offer Price, the outstanding Share Options are out of the money and the offer price for the cancellation of each Share Option is set at a nominal value of HK\$0.01. Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be cancelled and renounced in their entirety.

The Offers will be unconditional in all aspects when they are made.

### *Value of the Offers*

Based on the Share Offer Price of HK\$0.4073 per Offer Share and 810,250,000 Shares in issue as at the date of this joint announcement (including the Sale Shares), the entire issued share capital of the Company is valued at HK\$330,014,825.

In the event the Share Offer is accepted in full, the maximum amount payable by the Offeror under the Share Offer will be HK\$85,634,825, assuming (i) none of the Share Options are exercised prior to the close of the Offers, and (ii) there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers.

In the event that the Option Offer is accepted in full, the maximum amount payable by the Offeror under the Option Offer will be HK\$407,500, assuming no Share Option is exercised prior to the close of the Offers.

In the event all the Share Options are exercised in full prior to the close of the Offers and the Share Offer is accepted in full (including all Offer Shares issued and allotted as a result of the exercise of the Share Options and assuming there is no other change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers), the maximum amount payable by the Offeror pursuant to the Share Offer will be increased to approximately HK\$102,232,300 and no amount will then be payable under the Option Offer.

#### **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give a recommendation to the Independent Shareholders and Independent Optionholders as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers. The Company has appointed Astrum Capital Management Limited as its independent financial adviser to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers.

#### **DESPATCH OF THE COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document and the Company's board circular in the Composite Document to be posted. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offers; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers; and (iv) the relevant form(s) of acceptance, will be despatched to the Shareholders and the Optionholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. Further announcement(s) will be made when the Composite Document is despatched.

#### **RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 October 2018 pending the publication of this joint announcement. 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 12 October 2018.

## **WARNING**

**Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offers. This joint announcement is made in compliance with the Takeovers Code for the purpose of, amongst other things, informing Shareholders of the fact that the Company has been informed that the Offers will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

The Company was informed by the Vendors that on 11 October 2018 (before trading hours), the Vendors, the Offeror and the Guarantors entered into the Share Purchase Agreement, pursuant to which the Vendors agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 74.05% of the total issued share capital of the Company as at the date of this joint announcement. Details of the Share Purchase Agreement are set out in the section headed “*A. The Share Purchase Agreement*” below in this joint announcement.

Completion of the Share Purchase Agreement took place simultaneously with the signing of the Share Purchase Agreement, resulting in the Offeror acquiring the Sale Shares, representing approximately 74.05% of the total issued share capital of the Company as at the date of this joint announcement and incurring an obligation to make the Offers under the Takeovers Code. Details of the Offers are set out under the section headed “*C. Principal terms of the Offers*” below in this joint announcement.

### **A. THE SHARE PURCHASE AGREEMENT**

#### **Date**

11 October 2018

#### **Parties**

Offeror: Strong Day Holdings Limited.

Guarantors: Mr. Sekhri, as guarantor of the obligations and liabilities of Dining Concepts (International) and Prometheus Capital under the Share Purchase Agreement.

Mr. Mirpuri, as guarantor of the obligations and liabilities of Minrish under the Share Purchase Agreement.

Mr. Uttamchandani, as guarantor for the obligations and liabilities of Indo Gold under the Share Purchase Agreement.

Ms. Dayaram, as guarantor of the obligations and liabilities of Ideal Winner under the Share Purchase Agreement.

Vendors: Please refer to the table below for details of the Vendors, including the number of Sale Shares sold by each of them and their shareholdings in the Company immediately before and after Completion:

<b>Vendors</b>	<b>Number of Shares held in the Company immediately prior to Completion</b>	<b>Approximate percentage of shareholding in the Company held immediately before Completion</b>	<b>Number of Shares held immediately after Completion</b>	<b>Total consideration payable (HK\$) (purchase price of HK\$0.4073 per Sale Share)</b>
Dining Concepts (International)	260,598,000	32.16%	0	106,135,051
Minrish	44,124,000	5.45%	0	17,970,602
Indo Gold	97,074,000	11.98%	0	39,535,813
Ideal Winner	82,542,000	10.19%	0	33,617,293
Mr. Uttamchandani	34,782,000 <sup>Note</sup>	4.29%	0	14,165,839
Prometheus Capital	80,880,000	9.98%	0	32,940,402

*Note:* This figure represents the direct shareholding held by Mr. Uttamchandani only, and does not reflect any deemed shareholding held by him in the capacity as shareholder of Indo Gold.

Pursuant to the Share Purchase Agreement, the Vendors agreed to sell and the Offeror agreed to purchase a total of 600,000,000 Shares at a total cash consideration of HK\$244,365,000 (equivalent to approximately HK\$0.4073 per Sale Share). The Sale Shares represent approximately 74.05% of the total issued share capital of the Company as at the date of this joint announcement.

At Completion, the Sale Shares were acquired by the Offeror free from any Encumbrance together with all rights attached to them as at the date of Completion or subsequently becoming attached to them. The obligations and liabilities of the Vendors (other than Mr. Uttamchandani) under the Share Purchase Agreement are severally guaranteed by the respective corresponding Guarantors.

## **Consideration for the Sale Shares**

The Total Consideration for the Sale Shares under the Share Purchase Agreement was HK\$244,365,000, representing approximately HK\$0.4073 per Sale Share.

The Total Consideration comprises (i) the Earnest Money, which was paid to the Vendors upon the signing of the MOU, and (ii) the Completion Consideration.

The Offeror settled the balance of the Total Consideration, namely the Completion Consideration, in Hong Kong dollars at Completion in one lump sum. The Total Consideration for the Sale Shares was agreed between the Offeror and the Vendors after arm's length negotiations, taking into account (i) the financial performance and business outlook of the Group; and (ii) the prevailing market prices of the Shares. The consideration paid by the Offeror for the Sale Shares was financed by its internal resources and the Loan Facility granted to the Offeror.

## **Completion**

Completion of the Share Purchase Agreement took place simultaneously with the signing of the Share Purchase Agreement on 11 October 2018.

## **B. MANDATORY UNCONDITIONAL CASH OFFERS**

As at the date of this joint announcement, there are 810,250,000 Shares in issue and 40,750,000 Share Options awarded and fully vested under the Pre-IPO Share Option Scheme which entitle the Optionholders thereof to subscribe for 40,750,000 new Shares at the exercise price of HK\$0.45 per Share during the period from 5 August 2016 to 14 July 2019 or from 5 August 2017 to 14 July 2019 (as the case may be). All Share Options granted under the Pre-IPO Share Option Scheme are fully vested. As at the date of this joint announcement, the Company has not issued any share options under the Post-IPO Share Option Scheme.

Save for the 40,750,000 Share Options, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. The Company also has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.



Prior to Completion, the Offeror and the parties acting in concert with it (including Excel Precise) did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it (including Excel Precise) are in aggregate interested in a total of 600,000,000 Shares, representing approximately 74.05% of the total issued share capital of the Company as at the date of this joint announcement.

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make the Share Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). The Offeror is also required to make the Option Offer to cancel all the Share Options pursuant to Rule 13 of the Takeovers Code.

## **C. PRINCIPAL TERMS OF THE OFFERS**

Somerley will make the Offers on behalf of the Offeror in compliance with the Takeovers Code and on the terms to be set out in the Composite Document.

The terms of the Offers are more particularly detailed below.

### **1. The Share Offer**

**For each Offer Share .....HK\$0.4073 in cash**

The Share Offer Price of HK\$0.4073 per Offer Share under the Share Offer is the same as the purchase price per Sale Share payable by the Offeror under the Share Purchase Agreement. The Share Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code. The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrance and together with all rights and benefits attached thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Share Offer is made.

### **2. The Option Offer**

**For cancellation of each Share Option  
with the exercise price of HK\$0.45 per Share .....HK\$0.01 in cash**



Since the exercise price of the outstanding Share Options is above the Share Offer Price, the outstanding Share Options are out of the money and the offer price for the cancellation of each Share Option is set at a nominal value of HK\$0.01. Following acceptance of the Option Offer, the relevant Share Options together with all rights attaching thereto will be cancelled and renounced in their entirety. All Share Options are held by Independent Optionholders as at the date of this joint announcement.

The Offers will be unconditional in all aspects when they are made.

### *Comparison of value*

The Share Offer Price of HK\$0.4073 represents:

- (a) a premium of approximately 10.1% over the closing price of HK\$0.370 per Share quoted on the Stock Exchange on 10 October 2018, being the Last Trading Day;
- (b) a premium of approximately 17.0% over the average closing price of approximately HK\$0.348 per Share quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to and including the Last Trading Day;
- (c) a premium of approximately 24.9% over the average closing price of approximately HK\$0.326 per Share quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (d) a premium of approximately 24.2% over the average closing price of approximately HK\$0.328 per Share quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (e) a premium of approximately 126.3% over the audited consolidated net assets attributable to owners of the Company per Share of approximately HK\$0.18 as at 31 March 2018, calculated based on the Group's audited consolidated net assets attributable to owners of the Company of approximately HK\$145,873,000 as at 31 March 2018 and 810,250,000 Shares in issue as at the date of this joint announcement.

### *Highest and lowest Share prices*

During the six-month period immediately preceding and including the Last Trading Day:

- (a) the highest closing price of the Shares quoted on the Stock Exchange was HK\$0.41 per Share on 19 April 2018; and
- (b) the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.29 per Share on 2 October 2018.

### **3. Value of the Offers**

Based on the Share Offer Price of HK\$0.4073 per Offer Share and 810,250,000 Shares in issue as at the date of this joint announcement (including the Sale Shares), the entire issued share capital of the Company is valued at HK\$330,014,825.

In the event that the Share Offer is accepted in full, the maximum amount payable by the Offeror under the Share Offer will be HK\$85,634,825, assuming (i) none of the Share Options are exercised prior to the close of the Offers; and (ii) there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers.

In the event that the Option Offer is accepted in full by all Independent Optionholders, the maximum amount payable by the Offeror under the Option Offer will be HK\$407,500, assuming no Share Option is exercised prior to the close of the Offers.

In the event that all the Share Options are exercised in full prior to the close of the Offers and the Share Offer is accepted in full (including all Offer Shares allotted and issued as a result of the exercise of the Share Options and assuming there is no other change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers), the maximum amount payable by the Offeror pursuant to the Share Offer will be increased to approximately HK\$102,232,300 and no amount will then be payable under the Option Offer.

#### **4. Financial resources available to the Offeror**

The maximum amount of cash payable by the Offeror in respect of acceptances of the Offers is approximately HK\$102,232,300, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offers. The Offeror intends to finance and satisfy the consideration payable under the Offers by its own internal resources and the Loan Facility granted to the Offeror. The Offeror intends to repay the Loan Facility in accordance with its terms within six months of Completion, through internal resources and if necessary, external financing. Such internal resources of the Offeror shall be contributed by its shareholders in proportion to their respective shareholdings in the Offeror through additional shareholder's equity or shareholder's loans, as considered appropriate at the relevant time. In terms of the internal resources forming part of the funding of the Offers as mentioned in this paragraph above, such internal resources have been contributed by the shareholders of the Offeror in proportion to their respective shareholdings in the Offeror.

Somerley, as the financial adviser to the Offeror, is satisfied that there are sufficient financial resources available to the Offeror to satisfy the consideration payable upon full acceptance of the Offers.

The Offeror does not intend that the payment of interest on, repayment of, or security for, any liability (contingent or otherwise) relating to the Loan Facility will depend to any significant extent on the business of the Company.

The Offeror has entered into the Loan Agreement with Excel Precise, a holder of money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), pursuant to which Excel Precise agreed to grant to the Offeror the Loan Facility of an aggregate amount of HK\$175 million mainly financing part of the Completion Consideration and the Offers. Pursuant to the provisions of the Loan Agreement, among other things, (a) the Offeror Share Mortgage and the Personal Guarantees have been executed in favour of Excel Precise as security for the Loan Facility; (b) the Offeror has put into effect the Share Charge over those part of the Sale Shares in scripless form today after the Completion to secure the repayment obligations of the Offeror; (c) the Offeror shall put into effect the Share Charge over those part of the Sale Shares in certificated form within five business days from the date of drawing to secure the repayment obligations of the Offeror; and (d) the Offeror shall make full repayment of the Loan Facility on the date falling on the last day of the six-months period following the date on which the drawing shall have been made. The Offeror

Share Mortgage, Personal Guarantees and Share Charges shall be released upon the repayment of the Loan Facility, all interest accrued thereon and all other moneys payable under the Loan Agreement, the Share Charges and other related documents in full.

## **5. Effect of accepting the Offers**

Acceptance of the Share Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all Offer Shares sold by such person under the Share Offer are free from all Encumbrance and are sold together with all rights attaching to them, including all rights to any dividend or other distribution declared, made, or paid on or after the date on which the Share Offer is made, being the date of the despatch of the Composite Document.

The Independent Optionholders which accept the Option Offer will agree to cancellation of their relevant Share Options and all rights attached thereto with effect from the date of which the Option Offer is made, that is, the date of posting of the Composite Document. The acceptance of the Option Offer would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code. No transfer or sale of the Share Options will occur as part of the Option Offer.

Pursuant to the terms of the Pre-IPO Share Option Scheme, if the Offers become or are declared unconditional, the Optionholders shall be entitled to exercise the Share Options granted under the Pre-IPO Share Option Scheme in full (to the extent not already exercised) at any time within one month after the date on which such Offers become or are declared unconditional. As the Offers are unconditional, the commencement date of such one month period shall be the despatch date of the relevant offer document, namely the despatch date of the Composite Document. The Share Options not exercised at the expiry of such one month period shall lapse, pursuant to the Pre-IPO Share Option Scheme.

Sellers' Hong Kong ad valorem stamp duty on acceptances of the Share Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances or, if higher, the market value of the Shares subject to such acceptance, will be deducted from the amount payable to the Independent Shareholders who accept the Share Offer. The Offeror will arrange for payment of sellers' ad valorem stamp duty on behalf of the Independent Shareholders who accept the Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfers of the relevant Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptance of the Option Offer.

## **6. Taxation Advice**

Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offers. None of the Offeror, parties acting in concert with it (including Excel Precise), the Company, and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offers.

## **7. Payment**

Payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event within seven business days (as defined in the Takeovers Code) of the date on which the duly completed acceptances of the Offers and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid.

## **8. Overseas Shareholders and Overseas Optionholders**

The Offeror intends to make the Offers available to all Independent Shareholders and Independent Optionholders, including the Overseas Shareholders and Overseas Optionholders.

However, the Offers are in respect of securities of a company incorporated in the Cayman Islands and are subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions. The Overseas Shareholders and/or Overseas Optionholders who wish to participate in the Share Offer and/or the Option Offer but with a registered address outside Hong Kong may be subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Share Offer and/or the Option Offer.

The Overseas Shareholders and/or Overseas Optionholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offers. It is the responsibility of the Overseas Shareholders and/or Overseas Optionholders and overseas beneficial owners of the Shares who

wish to accept the Share Offer and/or the Option 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 Share Offer and/or the Option 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 in respect of such jurisdictions).

Any acceptance by any Overseas Shareholders and/or Overseas Optionholders and overseas beneficial owners of the Shares will be deemed to constitute a representation and warranty from such Overseas Shareholders and/or Overseas Optionholders or overseas beneficial owners of the Shares, as applicable, to the Offeror that the local laws and requirements have been complied with. Overseas Shareholders and/or Overseas Optionholders and overseas beneficial owners of the Shares should consult their professional advisers if in doubt.

#### **D. OFFEROR'S INTERESTS IN SECURITIES OF THE COMPANY**

The Offeror confirms that, save as disclosed in this joint announcement, as at the date of this joint announcement:

- (a) save for the Sale Shares, none of the Offeror, the ultimate beneficial owners of the Offeror, nor any person acting in concert with any of them (including Excel Precise) own or have control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (b) save for the Sale Shares, none of the Offeror, the ultimate beneficial owners of the Offeror, nor any person acting in concert with any of them (including Excel Precise) have dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior and up to the date of this joint announcement;
- (c) save for the Share Charges, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offers;

- (d) there is no agreement or arrangement to which the Offeror, the ultimate beneficial owners of the Offeror, or any person acting in concert with them (including Excel Precise), is a party which relates to circumstances in which the Offeror may or may not seek to invoke a pre-condition or a condition to the Offers;
- (e) none of the Offeror, the ultimate beneficial owners of the Offeror, nor any person acting in concert with any of them (including Excel Precise) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code);
- (f) none of the Offeror, the ultimate beneficial owners of the Offeror, nor any person acting in concert with any of them (including Excel Precise) has received any irrevocable commitment to accept the Offers; and
- (g) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror, the ultimate beneficial owners of the Offeror, nor any person acting in concert with any of them (including Excel Precise).

As at the date of this joint announcement, there is no special deal (as defined under Rule 25 of the Takeovers Code) between each of the Vendors and parties acting in concert with any of them on one hand, and the Offeror and parties acting in concert with it (including Excel Precise) on the other hand.

Other than the consideration payable under the Share Purchase Agreement, none of the Vendors and parties acting in concert with any of them has received or will receive any other consideration, compensation or benefit, in whatever form from the Offeror and parties acting in concert with it (including Excel Precise), and none of the Offeror and parties acting in concert with it (including Excel Precise) has given or will give any other consideration, compensation or benefit, in whatever form to the Vendors and parties acting in concert with any of them.

## **E. INFORMATION ON THE GROUP**

The Company was incorporated in the Cayman Islands with limited liability and its issued shares have been listed on GEM of the Stock Exchange since 5 August 2016. The Group is principally engaged in the operation of restaurants and the provision of catering management and design services.



The following table is a summary of certain audited consolidated financial information of the Group for the two financial years ended 31 March 2017 and 2018 as extracted from the annual report of the Company for the year ended 31 March 2018 and the unaudited consolidated financial information of the Group for the three months ended 30 June 2018 as extracted from the first quarterly report of the Company for the three months ended 30 June 2018:

	<b>Three months ended 30 June 2018</b>	<b>Year ended 31 March</b>	
	<i>HK\$'000</i> <i>(unaudited)</i>	<i>HK\$'000</i> <i>(audited)</i>	<i>HK\$'000</i> <i>(audited)</i>
Revenue	144,454	550,448	491,539
Profit/(loss) before taxation	314	5,074	(23,917)
(Loss) for the year/ period	(1,597)	(2,266)	(29,634)
		<b>As at 31 March</b>	
		<b>2018</b>	<b>2017</b>
		<i>HK\$'000</i> <i>(audited)</i>	<i>HK\$'000</i> <i>(audited)</i>
Equity attributable to owners of the Company		145,873	146,583

## F. SHAREHOLDING STRUCTURE OF THE COMPANY

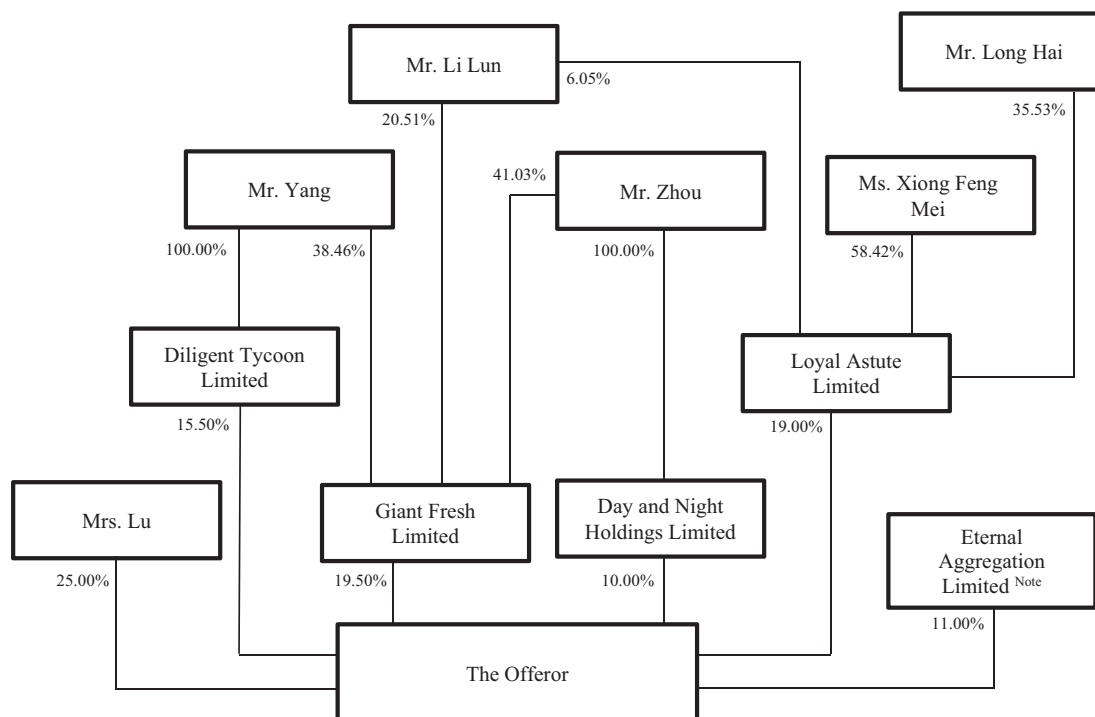
The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

	<b>Immediately prior to Completion</b>		<b>Immediately after Completion and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
<b>The Offeror and parties acting in concert with it</b>	—	—	600,000,000	74.05
<b>The Vendors</b>				
Dining Concepts (International)	260,598,000	32.16	0	0
Minrish	44,124,000	5.45	0	0
Indo Gold	97,074,000	11.98	0	0
Ideal Winner	82,542,000	10.19	0	0
Mr. Uttamchandani	34,782,000	4.29	0	0
Prometheus Capital	80,880,000	9.98	0	0
<b>Other public Shareholders</b>	<u>210,250,000</u>	<u>25.95</u>	<u>210,250,000</u>	<u>25.95</u>
<b>Total</b>	<u>810,250,000</u>	<u>100</u>	<u>810,250,000</u>	<u>100</u>

*Note:* Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

## G. INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in the BVI with limited liability on 29 January 2018, which is principally engaged in investment holding. The directors of the Offeror are Mr. Lu, Mr. Zhou and Mr. Yang. For information purposes only, the following table and structure chart illustrate the shareholding structure of the Offeror:



*Note:* Eternal Aggregation Limited does not have any single controlling shareholder. For details of the shareholding structure of Eternal Aggregation Limited, please refer to the table below.

	Shareholder of the Offeror	Ultimate beneficial controlling shareholder of such shareholder entity, where applicable	Existing director(s) of such shareholder entity, where applicable	Percentage shareholding held by such shareholder entity in the Offeror
1.	Mrs. Lu <sup>Note</sup>	N/A	N/A	25.00%
2.	Diligent Tycoon Limited	Mr. Yang, holding 100%	Mr. Yang	15.50%
3.	Day and Night Holdings Limited	Mr. Zhou, holding 100%	Mr. Zhou	10.00%

	<b>Shareholder of the Offeror</b>	<b>Ultimate beneficial controlling shareholder of such shareholder entity, where applicable</b>	<b>Existing director(s) of such shareholder entity, where applicable</b>	<b>Percentage shareholding held by such shareholder entity in the Offeror</b>
4.	Eternal Aggregation Limited	This company does not have a single controlling shareholder. Its shareholders are as follows:  (i) Ms. Hou Jia, holding 35.91% (ii) Ms. Pu Xiuqun, holding 22.09% (iii) Mr. Jiang Mingjun, holding 21.36%; and (iv) Ms. Huang Chunyan, holding 20.64%	(i) Ms. Hou Jia; (ii) Ms. Pu Xiuqun; (iii) Mr. Jiang Mingjun; and (iv) Ms. Huang Chunyan	11.00%
5.	Giant Fresh Limited	This company does not have a single controlling shareholder. Its shareholders are as follows:  (i) Mr. Li Lun, holding 41.03%; and (ii) Mr. Zhou, holding 38.46%; and (iii) Mr. Yang, holding 20.51%	(i) Mr. Li Lun; (ii) Mr. Zhou; and (iii) Mr. Yang	19.50%
6.	Loyal Astute Limited	Ms. Xiong Feng Mei holding 58.42%. The minority shareholders of this company are Mr. Li Lun, holding 6.05%, and Mr. Long Hai, holding 35.53%	(i) Ms. Xiong Feng Mei; and (ii) Mr. Long Hai	19.00%
	<b>Total</b>			<b>100%</b>

*Note:* Mrs. Lu intends to establish a family trust as sole settlor (the “**Trust**”) in due course, whereby the shares currently held by her in the Offeror would be held by a company established in the BVI which is in turn wholly-owned by the Trust, and the intended beneficiaries of such Trust will be Mrs. Lu and Mr. Lu, her spouse. In the event of death of either Mr. Lu or Mrs. Lu, the surviving partner will be the sole beneficiary of the Trust. In the event of death of both Mr. Lu and Mrs. Lu, the beneficiary of the Trust will be the Regents of the University of Michigan. As at the date of this joint announcement, the Trust has not yet been established nor has a trustee for administration of the Trust been appointed.

Based on the shareholding structure of the Offeror as described above, the Offeror does not have any single ultimate controlling shareholder. The largest shareholder of the Offeror is Mrs. Lu. As Mr. Lu is the spouse of Mrs. Lu, Mr. Lu is deemed to be interested in 25% of the issued share capital of the Offeror, and the three directors of the Offeror (being Mr. Lu, Mr. Zhou and Mr. Yang) are together interested in more than 50% of the issued share capital of the Offeror. As the Offeror does not have a single controlling shareholder, the Offeror's exercise of the voting rights in the Company will be controlled by its board of directors representing its shareholders from time to time, which at the present comprise Mr. Lu, Mr. Zhou and Mr. Yang.

The ultimate shareholders of the Offeror comprise a group of investors who intend to mutually participate in the investment into the Company through the Offeror, and some of whom have cooperated with each other in the context of various other investment projects in the past. As it is not the case that all of the ultimate shareholders have engaged in business cooperation with each other in the past, the ultimate shareholders intending to participate in minor investment opted to form groups reflecting historical investment patterns between themselves within separate holding vehicles, namely Eternal Aggregation Limited, Giant Fresh Limited and Loyal Astute Limited, in order to facilitate efficient business cooperation as between themselves, and allow them to act through each such separate holding vehicle as a unified unit. On the other hand, Mrs. Lu, Mr. Yang and Mr. Zhou emerged as the largest shareholders of the Offeror, so Mrs. Lu opted to hold her shareholding directly in the Offeror, while Mr. Yang and Mr. Zhou each indirectly hold their shareholding in the Offeror through Diligent Tycoon Limited and Day and Night Holdings Limited respectively. The resulting shareholding structure has accordingly been designed to address the investment intentions of each respective ultimate shareholder of the Offeror, and to simplify the cooperation framework between all of the ultimate shareholders of the Offeror.

For information purposes only, the biographies of the directors of the Offeror and the largest shareholder of the Offeror are set out below.

Mr. Lu, a director of the Offeror, is a founding partner of an investment business firm focused on venture and private equities. He has more than 15 years of experience working in technology, media and telecom industries. Mr. Lu held a number of senior management positions in Internet and E-commerce companies both in China and the United States, responsible for business operation and investment. In terms of experience in the restaurant industry, Mr. Lu has previously invested two restaurants located in Beijing, the People's Republic of China from 2008 to 2017, as well as one restaurant located in Los Angeles, the United States from 2005 to 2008, each as a minority shareholder.

Mr. Zhou, a director of the Offeror, is an experienced professional investor with more than ten years' experiences in venture capital and private equity investment, management consulting and technology sector. Before being a professional investor, Mr. Zhou was employed by a top tier management consulting firm, advising clients on topics including strategy and operations.

Mr. Yang, a director of the Offeror, is a professional investor with more than ten years' experiences in financial services sector. Previously, Mr. Yang worked as a regional manager and in a financial service company, and was generally responsible for risk control, product development and regional business operation.

Mrs. Lu, the largest shareholder of the Offeror, is the wife of Mr. Lu, and a seasoned investor with about 10 years' experience in the investment industry, covering venture capital, fixed income and stock trading. She is currently the chief financial officer of a U.S. based real estate management company.

The Offeror confirms that there is no shareholders' consortium agreement or similar arrangement amongst its immediate and/or ultimate shareholders as at the date of this joint announcement, and that no such shareholders' consortium agreement or similar arrangement is being contemplated at the present by its immediate and/or ultimate shareholders. The Offeror further confirms that save for the Sale Shares, none of the ultimate shareholders of the Offeror own or have control or direction over any voting rights or rights over the Shares.

## **H. INTENTION OF THE OFFEROR REGARDING THE GROUP**

The Board is currently made up of seven Directors, comprising two executive Directors, two non-executive Directors, and three independent non-executive Directors. It is intended that all Directors (except for Mr. Sekhri) shall resign from the Board, and the resignations will take effect from a date which is no earlier than such date as permitted under the Takeovers Code.

The Offeror intends to nominate such number of Directors to the Board for appointment such that the persons it so nominates shall constitute a majority of the total Board members, in compliance with the Company's constitutional documents, the Takeovers Code and the GEM Listing Rules with effect from a date which is no earlier than such date as permitted under the Takeovers Code. However, as at the date of this joint announcement, the Offeror has not reached any final decision as to who will be nominated as new Directors and the timing of such appointment, but it is expected that such decision will be reached prior to the close of the Offers.

It is also intended that Mr. Sekhri will remain an executive Director following the end of the Offer Period. The Offeror anticipated that Mr. Sekhri's continual roles on the Board will allow him to provide support to the chief executive officer of the Company and the Board through day-to-day management of the affairs of the Group. Further announcement(s) will be made by the Company in compliance with the requirements of the GEM Listing Rules and the Takeovers Code as and when there are changes in the composition of the Board.

Following the close of the Offers, the Offeror intends to conduct a detailed review of the business operations and financial position of the Group for the purposes of developing a sustainable business development strategy for the Group. Subject to the result of this review, and should any appropriate investment or business opportunities arise in the future, the Offeror may seek to diversify and refine the business of the Group with a view to repositioning its operational sphere and increasing its sources of income, as well as enhancing returns for the shareholders of the Group as a whole. For the avoidance of doubt, however, the Offeror has not entered into any agreement, arrangements, understandings, intention or negotiation regarding any potential investment or business opportunities, nor with respect to any change in the business of the Group as a whole.

Save for the Offeror's intention regarding the Group as set out above, 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.

## **I. MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the 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, it will consider exercising its discretion to suspend dealings in the Shares until the prescribed level of public float is restored.

The Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offers. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the Closing Date. The Offeror, the new directors to be appointed to the Board and the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares, such as the issue of additional Shares by the Company for this purpose. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

## **J. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee comprising all independent non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. Chan Ming Sun Jonathan, Mr. Zen Chung Hei, Hayley and Mr. Amit Agarwal, has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give a recommendation to the Independent Shareholders and the Independent Optionholders as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers.

As Mr. Jugdish Johnny Uttamchandani, being a non-executive Director, is one of the Vendors and one of the beneficial owners of Indo Gold (i.e. one of the Vendors), and Ms. Shalu Anil Dayaram, being the other non-executive Director, is the beneficial owner of Ideal Winner (i.e. one of the Vendors), Mr. Uttamchandani and Ms. Dayaram are considered to have material interest in the Offers and shall not form part of the Independent Board Committee.

The Company has appointed Astrum Capital Management Limited as the Independent Financial Adviser with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offers, and in particular as to whether the terms of the Offers are fair and reasonable and as to the acceptance of the Offers.



## K. DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the Company's board circular in the Composite Document to be posted.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offers; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers; and (iv) the relevant form(s) of acceptance, will be despatched to the Shareholders and the Optionholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. Further announcement(s) will be made when the Composite Document is despatched.

**The Independent Shareholders and the Independent Optionholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offers, before deciding whether or not to accept the Offers.**

## L. RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 October 2018 pending the publication of this joint announcement. 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 12 October 2018.

## M. DEALING DISCLOSURE

All associates (as defined under the Takeovers Code and include persons holding 5% or more of any class of relevant securities) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to 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 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 of an offeror or the offeree company 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.”*

## **N. WARNING**

**Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offers. This joint announcement is made in compliance with the Takeovers Code for the purpose of, amongst other things, informing Shareholders of the fact that the Company has been informed that the Offers will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.**

## **O. DEFINITIONS**

In this joint announcement, unless the context otherwise requires, the following terms have the meanings set out below:

**“Acquisition”** the purchase of the Sale Shares by the Offeror from the Vendors in accordance with the terms and conditions of the Share Purchase Agreement

**“acting in concert”** has the meaning ascribed to it under the Takeovers Code

<b>“associate(s)”</b>	has the meaning ascribed to it under the Takeovers Code
<b>“Board”</b>	the board of Directors
<b>“BVI”</b>	the British Virgin Islands
<b>“Closing Date”</b>	the date to be stated in the Composite Document as the first closing date of the Offers, which is 21 calendar days after the posting of the Composite Document, or any subsequent closing date of the Offers in accordance with the Takeovers Code
<b>“Company”</b>	Dining Concepts Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8056)
<b>“Completion”</b>	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement, which took place on 11 October 2018
<b>“Completion Consideration”</b>	the amount of HK\$194,365,000, being the balance of the Total Consideration payable at Completion
<b>“Composite Document”</b>	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders and the Optionholders in connection with the Offers in compliance with the Takeovers Code containing, among other things, details of the Offers (accompanied by the form of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser
<b>“connected person(s)”</b>	has the meaning ascribed thereto under the GEM Listing Rules
<b>“controlling shareholder(s)”</b>	has the meaning ascribed thereto under the GEM Listing Rules
<b>“Dining Concepts (International)”</b>	Dining Concepts (International) Limited, a company incorporated under the laws of the BVI with limited liability, which is indirectly wholly-owned by Mr. Sekhri

<b>“Director(s)”</b>	director(s) of the Company
<b>“Earnest Money”</b>	the aggregate sum of HK\$50 million already paid by the Offeror to the Vendors pursuant to the signing of the MOU (as amended and supplemented)
<b>“Encumbrance”</b>	any claim, option, charge (fixed or floating), mortgage, lien, pledge, equity, encumbrance, right to acquire, right of pre-emption, right of first refusal, title retention or any other third party right, or other security interest or any agreement or arrangement having a similar effect or any agreement to create any of the foregoing
<b>“Excel Precise”</b>	Excel Precise International Limited, a company incorporated in Hong Kong and a holder of a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), as amended from time to time, which is owned as to 25% by Mr. Law Fei Shing and as to 73.5% by True Promise Investments Limited, a company incorporated in the BVI and wholly-owned by Mr. Law Fei Shing; Mr. Law Fei Shing is also a director of Excel Precise
<b>“Executive”</b>	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
<b>“GEM”</b>	GEM of the Stock Exchange
<b>“GEM Listing Rules”</b>	the Rules Governing the Listing of Securities on GEM
<b>“Group”</b>	the Company and its subsidiaries
<b>“Guarantors”</b>	(a) Mr. Sekhri; (b) Mr. Mirpuri; (c) Mr. Uttamchandani in his capacity as guarantor of Indo Gold under the Share Purchase Agreement; and (d) Ms. Dayaram, and <b>“Guarantor”</b> means any one of them
<b>“Ideal Winner”</b>	Ideal Winner Investments Ltd., a company incorporated under the laws of the BVI with limited liability, which is wholly-owned by Ms. Dayaram

<b>“Independent Board Committee”</b>	the independent board committee of the board of directors of the Company, comprising those Directors of the Company as identified in the section headed “J. Independent Board Committee and Independent Financial Adviser” of this joint announcement and formed for the purpose of advising the Independent Shareholders and the Independent Optionholders in respect of the Offers
<b>“Independent Financial Adviser”</b>	Astrum Capital Management Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee in respect of the terms of the Offers
<b>“Independent Optionholders”</b>	Optionholders other than the Offeror and parties acting in concert with it
<b>“Independent Shareholders”</b>	Shareholders other than the Offeror and parties acting in concert with it
<b>“Indo Gold”</b>	Indo Gold Limited, a company incorporated under the laws of the BVI with limited liability, which is owned as to 25% by Uttamchandani, Pishu Wadhupal, 25% by Uttamchandani, Devi Pishu, 25% by Mr. Uttamchandani and 25% by Uttamchandani, Mahesh. Mr. Uttamchandani is husband to Uttamchandani Mahesh, and son to Uttamchandani, Pishu Wadhupal and Uttamchandani, Devi Pishu
<b>“Last Trading Day”</b>	10 October 2018, being the last trading day of the Shares before the publication of this joint announcement
<b>“Loan Agreement”</b>	the loan agreement dated 3 September 2018 (as supplemented by the supplemental loan agreement dated 3 October 2018 signed between the Offeror and Excel Precise) entered into between the Offeror and Excel Precise in respect of the Loan Facility

<b>“Loan Facility”</b>	the loan facility granted by Excel Precise as lender to the Offeror as borrower in an aggregate amount of HK\$175 million mainly for the financing of part of the Completion Consideration and the Offers in accordance with the Loan Agreement
<b>“Minrish”</b>	Minrish Limited, a company incorporated under the laws of the BVI with limited liability, which is owned as to 50% by Mr. Mirpuri and 50% by his spouse, Mrs. Mirpuri
<b>“MOU”</b>	the memorandum of understanding signed between the Offeror and the Vendors on 20 April 2018 (as supplemented by the supplemental memorandum of understanding, second supplemental memorandum of understanding and third supplemental memorandum of understanding signed between the Offeror and the Vendors on 4 July 2018, 17 August 2018 and 18 September 2018 respectively), the terms of which have been superseded by the terms of the Share Purchase Agreement
<b>“Mr. Lu”</b>	James Fu Bin Lu, a director of the Offeror and husband to Mrs. Lu
<b>“Mr. Mirpuri”</b>	Mirpuri, Rajesh Prishotam
<b>“Mr. Sekhri”</b>	Sekhri, Sandeep (石成達), an executive Director and chairman of the Board
<b>“Mr. Uttamchandani”</b>	Uttamchandani, Jugdish Johnny, a non-executive Director
<b>“Mr. Yang”</b>	Yang Fan, a director of the Offeror
<b>“Mr. Zhou”</b>	Zhou Ye, a director of the Offeror
<b>“Mrs. Lu”</b>	Li, Qing Ni, a 25% shareholder of the Offeror and the spouse of Mr. Lu
<b>“Mrs. Mirpuri”</b>	Mirpuri, Seema Rajesh
<b>“Ms. Dayaram”</b>	Dayaram, Shalu Anil, a non-executive Director

<b>“Offer Share(s)”</b>	all Shares that are not owned or agreed to be acquired by the Offeror or parties acting in concert with it and “Offer Share” means any of them
<b>“Offers”</b>	the Share Offer and the Option Offer
<b>“Offeror”</b>	Strong Day Holdings Limited, a company incorporated in the BVI with limited liability
<b>“Offeror Share Mortgage”</b>	mortgage over the entire issued share capital of the Offeror executed by all shareholders of the Offeror in favour of Excel Precise as security for the Loan Facility
<b>“Option Offer”</b>	the offer proposed to be made by Somerley on behalf of the Offeror in compliance with Rule 13 of the Takeovers Code to cancel all the outstanding Share Options
<b>“Option Offer Price”</b>	the price at which the Option Offer will be made, being HK\$0.01 per Share Option
<b>“Optionholders”</b>	the holders of the Share Options
<b>“Overseas Optionsholders”</b>	Optionholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
<b>“Overseas Shareholders”</b>	Independent Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
<b>“Personal Guarantees”</b>	personal guarantee given by Mr. Lu, Mrs. Lu, Mr. Yang and Mr. Zhou respectively in favour of Excel Precise as security for the Loan Facility
<b>“Post-IPO Share Option Scheme”</b>	the post-IPO share option scheme adopted by the Company on 14 July 2016
<b>“Pre-IPO Share Option Scheme”</b>	the pre-IPO share option scheme adopted by the Company on 14 July 2016
<b>“Prometheus Capital”</b>	Prometheus Capital (International) Co, Ltd, a company incorporated in the BVI with limited liability, which is wholly-owned by Mr. Wang Sicong



<b>“Sale Shares”</b>	600,000,000 Shares sold by the Vendors to the Offeror pursuant to the terms of the Share Purchase Agreement, and a <b>“Sale Share”</b> means any of them
<b>“SFC”</b>	the Securities and Futures Commission of Hong Kong
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
<b>“Share(s)”</b>	ordinary share(s) of par value US\$0.01 each in the share capital of the Company
<b>“Share Charges”</b>	share charges granted by the Offeror over the Sale Shares and the Offer Shares to be acquired by the Offeror under the Share Offer (if any) in favour of Excel Precise as security for the Loan Facility
<b>“Share Offer”</b>	the mandatory conditional cash offer to be made by Somerley, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it in accordance with the Takeovers Code
<b>“Share Offer Price”</b>	the price at which the Share Offer will be made, being HK\$0.4073 per Offer Share
<b>“Share Options”</b>	the outstanding share options granted by the Company pursuant to the Pre-IPO Share Option Scheme
<b>“Share Purchase Agreement”</b>	the share purchase agreement dated 11 October 2018 and entered into among the Vendors as the sellers, the Offeror as the purchaser and the Guarantors as guarantors of the respective corresponding Vendors in relation to the sale and purchase of the Sale Shares
<b>“Shareholder(s)”</b>	holder(s) of Share(s)
<b>“Somerley”</b>	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in relation to the Offers

“ <b>Stock Exchange</b> ”	The Stock Exchange of Hong Kong Limited
“ <b>substantial shareholder</b> ”	has the meaning ascribed thereto under the GEM Listing Rules
“ <b>Takeovers Code</b> ”	The Code on Takeovers and Mergers
“ <b>Total Consideration</b> ”	the aggregate consideration payable by the Offeror to the Vendors for the acquisition of the Sale Shares, comprising the Earnest Money and the Completion Consideration
“ <b>Vendors</b> ”	collectively, Dining Concepts (International), Minrish, Indo Gold, Ideal Winner, Mr. Uttamchandani and Prometheus Capital, and “ <b>Vendor</b> ” shall mean any one of them
“ <b>%</b> ”	per cent.

By order of the board of directors of  
**Strong Day Holdings Limited**  
**James Fu Bin Lu**  
*Director*

By order of the Board of  
**Dining Concepts Holdings Limited**  
**Sandeep Sekhri**  
*Chief executive officer and  
executive Director*

Hong Kong, 11 October 2018

*As at the date of this joint announcement, the executive Directors are Mr. Sandeep Sekhri and Mr. Sandip Gupta; the non-executive Directors are Mr. Jugdish Johnny Uttamchandani and Ms. Shalu Anil Dayaram; and the independent non-executive Directors are Mr. Chan Ming Sun Jonathan, Mr. Zen Chung Hei, Hayley and Mr. Amit Agarwal.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information relating to the Group, the Directors, the Vendors and the Guarantors contained in this joint announcement, and confirm, having made all reasonable inquiries, that to the best of each of their knowledge, opinions 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 this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. James Fu Bin Lu, Mr. Zhou Ye, and Mr. Yang Fan.*

*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 Directors and the Group), and confirm, having made all reasonable inquiries, that to the best of their 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 statements in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This joint announcement will also be published on the Company’s website at [www.diningconcepts.com](http://www.diningconcepts.com).*