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**英皇集團（國際）有限公司\***  
**Emperor International Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 163)**



**HSIN CHONG CONSTRUCTION GROUP LTD.**

**新昌營造集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00404)**



**SYNERGIS HOLDINGS LIMITED**

**新昌管理集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 02340)**

**(1) ANNOUNCEMENT PURSUANT TO RULE 3.7  
OF THE TAKEOVERS CODE IN RELATION  
TO A POSSIBLE ACQUISITION OF THE SHARES OF  
SYNERGIS HOLDINGS LIMITED;  
(2) INSIDE INFORMATION FOR  
EMPEROR INTERNATIONAL HOLDINGS LIMITED,  
HSIN CHONG CONSTRUCTION GROUP LTD. AND  
SYNERGIS HOLDINGS LIMITED;  
AND  
(3) SUSPENSION AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) and, with respect to Emperor International Holdings Limited (“**Emperor International**”), Hsin Chong Construction Group Ltd. (“**Hsin Chong**”) and Synergis Holdings Limited (“**Synergis**”), Rule 13.09 of the Rules Governing The Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

\* for identification purposes only

Synergis has been informed by (1) Smart Lane Holdings Limited, a wholly-owned subsidiary of Hsin Chong and the controlling shareholder of Synergis, (2) Dr. Wilfred Wong Ying Wai, an executive director of both Hsin Chong and Synergis; and (3) Summit View Holdings Limited (collectively, the “**Vendors**”) that they have been approached by Keenrise Holdings Limited (the “**Purchaser**”), an indirect wholly-owned subsidiary of Emperor International, for a possible acquisition of all of their interests in Synergis (the “**Possible Acquisition**”). The Vendors and the Purchaser have discussed the possibility of settling the consideration of the Possible Acquisition either in cash or the shares of Emperor International or a combination of both. The transaction may also involve the acquisition by Hsin Chong of certain businesses of Synergis to be paid in cash. If that acquisition were to proceed, it would constitute a “special deal” under the Takeovers Code and based on current discussions, a major disposal of Synergis. Based on current discussions, the possible disposal by Hsin Chong of its interests in Synergis and the possible acquisition by Hsin Chong of certain businesses of Synergis may each constitute discloseable transaction of Hsin Chong.

As at the date of this announcement, the Vendors are in aggregate interested in 241,383,213 ordinary shares of HK\$0.1 each of Synergis (the “**Synergis Ordinary Shares**”), representing approximately 72.05% of the Synergis Ordinary Shares in issue. Specifically, each of Smart Lane Holdings Limited, Dr. Wilfred Wong Ying Wai and Summit View Holdings Limited is interested in 169,116,777 Synergis Ordinary Shares, 14,420,000 Synergis Ordinary Shares and 57,846,436 Synergis Ordinary Shares, representing approximately 50.48%, 4.30% and 17.27% of the Synergis Ordinary Shares now in issue, respectively. Negotiation is at preliminary stage and no agreement has been made as at the date of this announcement. Should the Possible Acquisition materialise, it may result in the Purchaser being required to make a mandatory offer for all the issued Synergis Ordinary Shares (other than those already owned by or agreed to be acquired by the Purchaser or its concert parties) and comparable offers for other equity securities of Synergis in accordance with the Takeovers Code. The Purchaser will provide cash alternative as consideration to holders of Synergis Ordinary Shares and other equity securities of Synergis (other than the Vendors) in accordance with the Takeovers Code if the Possible Acquisition proceeds with a securities exchange.

To the best knowledge, information and belief of the board of directors of each of Hsin Chong, Synergis and Emperor International having made all reasonable enquiries, (i) Synergis and the Vendors and the respective ultimate beneficial owners of their controlling shareholders are not connected persons (as defined in the Listing Rules) of Emperor International, and are third parties independent of Emperor International and its connected persons; and (ii) the Purchaser and Emperor International and the respective ultimate beneficial owners of their controlling shareholders are not connected persons of Hsin Chong and Synergis, and are third parties independent of Hsin Chong and Synergis and their connected persons (as defined in the Listing Rules).

## **SECURITIES IN EMPEROR INTERNATIONAL**

As at the date of this announcement, Emperor International has the following equity securities in issue:–

- (i) a total of 3,671,776,192 ordinary shares of HK\$0.01 each in the issued share capital of Emperor International; and
- (ii) a total of 16,538,950 share options with rights to subscribe for a total of 16,538,950 ordinary shares of HK\$0.01 each in Emperor International.

## **SECURITIES IN SYNERGIS**

As at the date of this announcement, Synergis has the following securities in issue:–

- (i) a total of 335,000,000 Synergis Ordinary Shares;
- (ii) a total of 80,000,000 preference shares of HK\$0.1 each convertible to a total of 80,000,000 Synergis Ordinary Shares; and
- (iii) a total of 11,640,000 share options with rights to subscribe for a total of 11,640,000 Synergis Ordinary Shares.

## **MONTHLY UPDATE**

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

## **DEALINGS DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 1 December 2014.

In accordance with Rule 3.8 of the Takeovers Code, the respective associates as defined in the Takeovers Code (including a person who owns or controls 5% or more of any class of relevant securities) of Synergis and Emperor International are reminded to disclose their dealings in the securities of Synergis and Emperor International 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 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.”*

## **SUSPENSION AND RESUMPTION OF TRADING**

At the request of Emperor International, Hsin Chong and Synergis respectively, trading in the shares of Emperor International, Hsin Chong and Synergis as well as debt securities of Emperor International (stock code: 6005) on the Stock Exchange were suspended with effect from 9:00 a.m. on 1 December 2014 pending the release of this joint announcement. Application has been made by each of Emperor International, Hsin Chong and Synergis to the Stock Exchange for the resumption of trading in their respective shares and the debt securities of Emperor International with effect from 9:00 a.m. on 2 December 2014.

**WARNINGS: There is no assurance that the Possible Acquisition or any transactions mentioned in this announcement will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. Shareholders and the public investors are urged to exercise extreme caution when dealing in the shares and debt securities (as the case may be) of Emperor International, Hsin Chong and Synergis.**

By order of the board of directors of  
**Emperor International Holdings Limited**  
**LUK Siu Man, Semon**  
*Chairperson*

By order of the board of directors of  
**Hsin Chong Construction Group Ltd.**  
**Wilfred WONG Ying Wai**  
*Chairman and Chief Executive Officer*

By order of the board of directors of  
**Synergis Holdings Limited**  
**FAN Cheuk Hung**  
*Managing Director*

Hong Kong, 1 December 2014

*The directors of Emperor International jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Synergis, the Vendors and Hsin Chong) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.*

*The directors of Hsin Chong jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Emperor International, Synergis, Dr. Wilfred Wong Ying Wai and Summit View Holdings Limited) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.*

*The directors of Synergis jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Emperor International, the Vendors and Hsin Chong) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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.*

*As at the date of this joint announcement, the executive directors of Emperor International are Mr. Wong Chi Fai, Ms. Fan Man Seung, Vanessa, Mr. Cheung Ping Keung; the non-executive director is Ms. Luk Siu Man, Semon and the independent non-executive directors are Mr. Liu Hing Hung, Ms. Cheng Ka Yu, and Mr. Wong Tak Ming, Gary.*

*As at the date of this joint announcement, the executive directors of Hsin Chong are Dr. Wilfred Wong Ying Wai (Chairman and Chief Executive Officer), Mr. Joseph Choi Kin Hung and Mr. Zhou Wei; the non-executive directors are Mr. Clifford King Chiu, Mr. Zhang Xiaoying and Mr. Yan Jie; and the independent non-executive directors are Dr. Joseph Chow Ming Kuen, Mr. Cheung Sui Sang, Mr. Gao Jingyuan and Ms. Lee Jai Ying.*

*As at the date of this joint announcement, the executive directors of Synergis are Dr. Wilfred Wong Ying Wai (Chairman) and Dr. Fan Cheuk Hung (Managing Director); and the independent non-executive directors are Mr. Stephen Ip Shu Kwan, Dr. Kan Fook Yee, Mr. Wong Tsan Kwong and Mr. David Yu Hon To.*