

THE OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the Offers, the Offer Document or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ports Design Limited, you should at once hand the Offer Document and the accompanying Forms of Acceptance to the purchaser(s) or transferee(s), licensed securities dealer or registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The Offer Document should be read in conjunction with the accompanying Forms of Acceptance, the contents of which form part of the terms and conditions of the Offers.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of the Offer Document and the accompanying Forms of Acceptance, make no representation as to their 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 the Offer Document and the accompanying Forms of Acceptance.

BLUESTONE GLOBAL HOLDINGS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

**OFFER DOCUMENT RELATING TO CONDITIONAL MANDATORY
GENERAL CASH OFFERS BY SOMERLEY CAPITAL LIMITED
ON BEHALF OF THE OFFEROR TO ACQUIRE ALL OF
THE ISSUED SHARES OF PORTS DESIGN LIMITED HELD
BY SHAREHOLDERS OF PORTS DESIGN LIMITED AND TO CANCEL ALL
THE OUTSTANDING OPTIONS OF PORTS DESIGN LIMITED**

Financial adviser to Bluestone Global Holdings Limited



SOMERLEY CAPITAL LIMITED

PDL Shareholders and PDL Optionholders should inform themselves of and observe any applicable legal or regulatory requirements. See “Important Notices” beginning on page 3 of the Offer Document, and “Overseas PDL Shareholders and PDL Optionholders” in the letter from Somerley and Appendix I to the Offer Document beginning on page 18 and page I-8 of the Offer Document, respectively.

Capitalised terms used in this cover page have the same meaning as those defined in the section headed “Definitions” in the Offer Document. A letter from Somerley containing, among other things, the details of the terms and conditions of the Offers is set out on pages 10 to 21 of the Offer Document.

The procedures for acceptance and settlement of the Offers are set out in Appendix I to the Offer Document and in the accompanying Forms of Acceptance. Acceptances of the Offers should be received by the Share Registrar (in the case of the Share Offer) or the Company Secretary of PDL (in the case of the Option Offer) by no later than 4:00 p.m. (Hong Kong time) on 26 February 2015, being the Offer Closing Date, or such later time and/or date as the Offeror may decide and announce and the Executive may approve.

Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward the Offer Document and/or the accompanying Forms of Acceptance to any jurisdiction outside of Hong Kong should read the section headed “Overseas PDL Shareholders and PDL Optionholders” in the letter from Somerley and in Appendix I to the Offer Document before taking any action. It is the responsibility of each overseas PDL Shareholder and PDL Optionholder wishing to accept the Offers to satisfy himself, herself or itself as to full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with other necessary formalities or legal requirements. Overseas PDL Shareholders and PDL Optionholders are advised to seek professional advice on deciding whether to accept the Offers.

29 January 2015

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EXPECTED TIMETABLE

The timetable set out below assumes that the Offers will become or be declared unconditional in all respects on or before the 14th day after the despatch date of the Offer Document. The timetable is indicative only and any changes to the timetable will be jointly announced by the Offeror and PDL.

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| Despatch date of the Offer Document and the accompanying Form(s) of Acceptance and commencement of the Offers (<i>Note 1</i>)..... | Thursday, 29 January 2015 |
| Latest date for the posting of the Response Document (<i>Note 2</i>) | Thursday, 12 February 2015 |
| Latest time and date for acceptance of the Offers..... | 4:00 p.m. on Thursday, 26 February 2015 |
| Offer Closing Date (<i>Note 3</i>)..... | Thursday, 26 February 2015 |
| Announcement of the results of the Offers as at the Offer Closing Date to be posted on the website of the Stock Exchange (<i>Note 4</i>) | no later than 7:00 p.m. on Thursday, 26 February 2015 |
| Latest date for posting of remittances for amounts due under the Offers (<i>Note 5</i>) | Monday, 9 March 2015 |

Notes:

1. The Offers are made on 29 January 2015, being the date of posting of the Offer Document, and are capable of acceptance from and on that date for the whole of the Offer Period.
2. In accordance with the Code, PDL is required to post the Response Document to PDL Shareholders and PDL Optionholders within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
3. Pursuant to Rule 15.1 of the Code, the Offer Closing Date must fall not less than 28 days after the Despatch Date.

In order to accept the Offers, PDL Shareholders and PDL Optionholders are required to submit the duly completed Forms of Acceptance to the Share Registrar (in the case of the Share Offer) or the Company Secretary of PDL (in the case of the Option Offer) on or before 4:00 p.m. (Hong Kong time) on 26 February 2015, being the Offer Closing Date, unless the Offeror extends the Offers in accordance with the Code. Pursuant to Rule 15.3 of the Code, where a conditional offer becomes or is declared unconditional (whether as to acceptances or in all respects), it should remain open for acceptances for not less than 14 days thereafter.

The Offeror reserves the right to extend the Offers. If the Offeror decides to extend the Offers, an announcement will be made specifying the next closing date or stating that the Offers will remain open until further notice, in which case at least 14 days' notice in writing will be given to those PDL Shareholders and PDL Optionholders who have not yet accepted the Offers before the Offer Closing Date.

EXPECTED TIMETABLE

Beneficial owners of PDL Shares who hold their PDL Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

4. The announcement of the results of the Offers will be jointly issued by the Offeror and PDL and posted on the Stock Exchange's website by 7:00 p.m. on the Offer Closing Date. Such announcement will comply with the disclosure requirements under Rule 19.1 of the Code and will include, among other things, the results of the Offers.
5. Subject to the Offers having become unconditional, remittances in respect of the PDL Shares tendered for acceptance and taken up by the Offeror (or, in the case of PDL Options, cancelled) under the Offers (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom) will be posted to the relevant PDL Shareholders and PDL Optionholders by ordinary post at their own risk as soon as possible, but in any event within seven business days (as defined in the Code) following the later of (i) the Offer Unconditional Date and (ii) the date of receipt of a duly completed Form of Acceptance by the Share Registrar (in the case of the Share Offer) or the Company Secretary of PDL (in the case of the Option Offer).

All references to times and dates contained in the Offer Document are to Hong Kong times and dates.

IMPORTANT NOTICES

NOTICE TO U.S. PDL SHAREHOLDERS AND PDL OPTIONHOLDERS

The Offers are being made for the securities of a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange in Hong Kong and are subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong, which are different from those of the United States. In addition, U.S. holders of PDL Shares and/or PDL Options should be aware that the Offer Document has been prepared in accordance with Hong Kong format and style, which differ from those of the United States. The Offers are being extended into the United States pursuant to the applicable U.S. tender offer rules or an available exemption therefrom or otherwise in accordance with the requirements of the SFO. Accordingly, the Offers will comply with the relevant Hong Kong disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, which may be different from those applicable under U.S. domestic tender offer procedures and laws.

The receipt of cash pursuant to the Offers by a U.S. holder of PDL Shares and/or PDL Options may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each U.S. holder of PDL Shares and/or PDL Options is urged to consult his/her/its independent professional adviser immediately regarding the tax consequences of acceptance of the Offers.

It may be difficult for U.S. holders of PDL Shares and/or PDL Options to enforce their rights and claims arising out of the U.S. federal securities laws, since the Offeror and PDL are located in countries other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. In addition, most of the assets of the Offeror and PDL are located outside the United States. U.S. holders of PDL Shares and/or PDL Options may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult for U.S. holders of PDL Shares and/or PDL Options to effect service of process within the United States upon the Offeror or PDL or their respective officers or directors, to enforce against them a judgment of a U.S. court or for them or their affiliates to subject themselves to a U.S. court judgment.

In accordance with normal Hong Kong practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror hereby discloses that it or its affiliates, or its nominees, or their respective brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, PDL Shares and/or PDL Options outside of the United States, other than pursuant to the Offers, before or during the period in which the Offers remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, provided that (i) any such purchase or arrangement complies with applicable law and is made outside the United States, and (ii) the Share Offer Price and/or the Option Offer Price are increased to match any consideration paid in any such purchase or arrangement. Any information about such purchases will be reported to the SFC and will be available on the website of the SFC at <http://www.sfc.hk/>.

IMPORTANT NOTICES

NOTICE TO OVERSEAS PDL SHAREHOLDERS AND PDL OPTIONHOLDERS (OTHER THAN U.S. PDL SHAREHOLDERS AND PDL OPTIONHOLDERS)

The Offers are in respect of a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange in Hong Kong and are therefore subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong which may be different to those in other jurisdictions. The ability of PDL Shareholders and PDL Optionholders who are citizens, residents or nationals of jurisdictions outside of Hong Kong to participate in the Offers may be subject to the laws and regulations of the relevant jurisdictions. It is the responsibility of each such PDL Shareholder or PDL Optionholder to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including obtaining any governmental, exchange control or other consents, or filing and registration and the payment of any transfer or other taxes due from such PDL Shareholder or PDL Optionholder in such relevant jurisdictions.

For further discussion, please refer to the section headed “Overseas PDL Shareholders and PDL Optionholders” in the letter from Somerley and Appendix I to the Offer Document.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Offer Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements.

DEFINITIONS

In the Offer Document, unless the context otherwise requires, the following expressions have the following meanings:

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| “acting in concert” | has the meaning ascribed thereto under the Code; |
| “Announcement” | means the joint announcement issued by the Offeror and PDL dated 7 January 2015; |
| “associate(s)” | has the meaning ascribed thereto under the Code; |
| “Bermuda Companies Act” | means the Bermuda Companies Act 1981, as amended from time to time; |
| “CCASS” | means the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited; |
| “CFS” | means CFS International Inc, a company incorporated in Canada, and a subsidiary of PIEL; |
| “Code” | means the Hong Kong Code on Takeovers and Mergers; |
| “Concert Parties” | means, in relation to a person, parties acting in concert with the person, as determined in accordance with the Code; |
| “Condition” | means the condition to the Offers, as set out in the Letter from Somerley; |
| “Despatch Date” | means the date of despatch of the Offer Document to the PDL Shareholders and the PDL Optionholders as required by the Code, being 29 January 2015; |
| “Disinterested PDL Shares” | means all PDL Shares other than those held by the Offeror and its Concert Parties; |
| “Executive” | means the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director; |
| “Forms of Acceptance” | means the White Form of Acceptance and transfer in respect of the Share Offer and the Pink Form of Acceptance and cancellation in respect of the Option Offer accompanying the Offer Document; |
| “HK\$” or “HKD” | means Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | means the Hong Kong Special Administrative Region of the People’s Republic of China; |

DEFINITIONS

- “Independent Board Committee” means the committee of all the independent non-executive PDL Directors (none of whom have any direct or indirect interest in the Offers, other than as a PDL Shareholder) which has been established for the purpose of making a recommendation to the Independent PDL Shareholders and the PDL Optionholders as to whether the Offers are fair and reasonable and as to acceptance, comprised of Mr. Lin Tao, Mr. Antonio Gregorio and Mr. Zheng Wanhe;
- “Independent Financial Adviser” means Centurion Corporate Finance Limited, a licensed corporation under the SFO, registered to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, the independent financial adviser to the Independent Board Committee in relation to the Offers;
- “Independent PDL Shareholder(s)” means PDL Shareholder(s) other than the Offeror and its Concert Parties;
- “Last Trading Date” means 19 December 2014, being the last trading day prior to the publication of the Announcement;
- “Latest Practicable Date” means 26 January 2015, being the latest practicable date prior to the despatch of the Offer Document for the purpose of ascertaining certain information contained herein;
- “Listing Rules” means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- “Long Stop Date” means the date which is 60 calendar days after the Despatch Date, unless the date has been extended by the Offeror with the consent of PDL and the Executive pursuant to Rule 15.5 of the Code;
- “Offer Closing Date” means the first closing date of the Share Offer as set out in the section headed “Expected Timetable” in the Offer Document, or such later date as may be extended by the Offeror in accordance with the Code;
- “Offer Document” means this offer document in respect of the Offers issued by the Offeror in accordance with the Code, as may be revised or supplemented as appropriate;

DEFINITIONS

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| “Offer Period” | means the period beginning 7 January 2015, being the date of the Announcement, until 4:00 p.m. (Hong Kong time) on the Offer Closing Date; |
| “Offer Unconditional Date” | means the date on which the Offers become or are declared unconditional in all respects; |
| “Offeror” | means Bluestone Global Holdings Limited, a company incorporated in the British Virgin Islands, a wholly-owned subsidiary of PIEL and whose ultimate controlling shareholders are Mr. Alfred Chan and Mr. Edward Tan; |
| “Offers” | means both the Share Offer and the Option Offer and “ Offer ” means either of them; |
| “Option Offer” | means the cash offer by Somerley on behalf of the Offeror to cancel all outstanding PDL Options in accordance with the terms and conditions described in the Announcement, and any subsequent extension of such offer; |
| “Option Offer Price” | means HK\$0.0001 per PDL Option cancelled under the Option Offer; |
| “PDL” | means Ports Design Limited (寶姿時裝有限公司), a company incorporated in Bermuda with limited liability and listed on the Main Board of the Stock Exchange with Stock Code 589; |
| “PDL Board” | means the board of directors of PDL; |
| “PDL Directors” | means the directors of PDL from time to time; |
| “PDL Group” or “PDL Group Company” | means PDL and its subsidiaries from time to time and “ PDL Group Companies ” means any of them; |
| “PDL Optionholders” | means the holders of the PDL Options from time to time; |
| “PDL Options” | means the 25,200,662 outstanding share options in respect of 25,200,662 PDL Shares granted by PDL pursuant to the Share Option Scheme, as at the Latest Practicable Date; |
| “PDL Shareholders” | means registered holders of PDL Shares from time to time; |
| “PDL Shares” | means the ordinary shares of PDL of HK\$0.0025 each; |

DEFINITIONS

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| “PIEL” | means Ports International Enterprises Limited, a company incorporated in the British Virgin Islands, whose registered office is at Sea Meadow House, Blackburne Highway (P.O. Box 116), Road Town, Tortola, British Virgin Islands, and owned as to 50.0% by Mr. Alfred Chan (Chief Executive Officer of PDL and a PDL Director) and as to 50.0% by Mr. Edward Tan; |
| “PRC” | means the People’s Republic of China which, for the purpose of the Offer Document, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; |
| “Register” | means the register of members of PDL; |
| “Relevant Period” | the period commencing from 7 July 2014, being the date falling six months preceding the date of the commencement of the Offer Period, up to and including the Latest Practicable Date; |
| “Response Document” | means the response document to be issued by PDL to PDL Shareholders and PDL Optionholders in accordance with the Code; |
| “RMB” | means Renminbi, the lawful currency of the PRC; |
| “Sale Shares” | means 37,468,000 PDL Shares owned by the funds on behalf of which the Seller acts prior to completion of the Share Purchase Agreement and acquired by the Offeror at completion of the Share Purchase Agreement; |
| “Seller” | means FIL Investment Management (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, as professional fiduciary on behalf of the funds indicated in the Share Purchase Agreement; |
| “SFC” | means the Securities and Futures Commission of Hong Kong; |
| “SFO” | means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |

DEFINITIONS

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| “Share Offer” | means the mandatory general cash offer by Somerley on behalf of the Offeror to the PDL Shareholders (other than the Offeror and its Concert Parties) to acquire the entire issued share capital of PDL not already owned or agreed to be acquired by the Offeror and its Concert Parties at the Share Offer Price in accordance with the Code; |
| “Share Offer Price” | means HK\$3.00 per PDL Share accepted under the Share Offer; |
| “Share Option Scheme” | means the share option scheme adopted by PDL on 14 October 2003 and amended on 1 June 2010; |
| “Share Purchase Agreement” | means the share purchase agreement dated 19 December 2014 between the Offeror and the Seller in relation to the sale and purchase of the Sale Shares; |
| “Share Registrar” or “Computershare” | means Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the share registrar and transfer office of PDL; |
| “Somerley” | means Somerley Capital Limited, a licensed corporation under the SFO, registered to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, the financial adviser to the Offeror in relation to the Offers; |
| “Stock Exchange” | means The Stock Exchange of Hong Kong Limited; and |
| “subsidiaries” | has the meaning ascribed to it in the Listing Rules. |



SOMERLEY CAPITAL LIMITED
20th Floor, China Building
29 Queen's Road Central
Hong Kong

29 January 2015

*To the Independent PDL Shareholders
and the PDL Optionholders*

Dear Sir or Madam,

**CONDITIONAL MANDATORY GENERAL CASH OFFERS
BY SOMERLEY CAPITAL LIMITED ON BEHALF OF
THE OFFEROR TO ACQUIRE ALL OF THE ISSUED SHARES OF
PORTS DESIGN LIMITED HELD BY PDL SHAREHOLDERS AND
TO CANCEL ALL THE OUTSTANDING OPTIONS OF
PORTS DESIGN LIMITED**

1. INTRODUCTION

On 19 December 2014, the Seller and the Offeror entered into the Share Purchase Agreement, pursuant to which the Seller agreed to sell, and the Offeror agreed to purchase the Sale Shares, being 37,468,000 PDL Shares, free from all encumbrances. The Sale Shares represent approximately 6.8% of the issued share capital of PDL.

Immediately prior to the entering into of the Share Purchase Agreement, the Concert Parties of the Offeror collectively held a total of 185,074,773 PDL Shares, representing approximately 33.3% of the issued share capital of PDL. On completion of the Share Purchase Agreement, the Offeror and its Concert Parties collectively held a total of 222,542,773 PDL Shares, representing approximately 40.1% of the issued share capital of PDL. Accordingly, pursuant to Rules 26.1 and 13.5 of the Code, the Offeror is required to make a mandatory general offer to purchase all the issued PDL Shares which are not already owned by the Offeror and its Concert Parties and for the cancellation of all outstanding PDL Options.

This letter forms part of the Offer Document and sets out, among other things, the principal terms of the Offers, together with information on the Offeror, the reasons for making the Offers and the intentions of the Offeror in relation to PDL. Further details of the terms of the Offers are set out in Appendix I to the Offer Document and in the accompanying Forms of Acceptance. Terms used in this letter shall have the same meaning as those defined in the Offer Document unless the context otherwise requires.

LETTER FROM SOMERLEY

PDL is required to despatch the Response Document to PDL Shareholders and PDL Optionholders containing, among other things, the letter from the PDL Board, the letter from the Independent Board Committee and the letter from the Independent Financial Adviser, within 14 days after the posting of the Offer Document. PDL Shareholders and PDL Optionholders are advised to consider carefully the information contained in the Response Document.

2. THE OFFERS

Somerley is making the Offers on behalf of the Offeror to all the Independent PDL Shareholders and the PDL Optionholders for all the issued PDL Shares (other than those PDL Shares already owned or agreed to be acquired by the Offeror and its Concert Parties) and for the cancellation of all outstanding PDL Options in compliance with Rules 26.1 and 13.5 of the Code on the following basis:

The Share Offer

For each PDL Share.HK\$3.00 in cash

NO PRICE INCREASE STATEMENT

THE OFFEROR HAS DECIDED THAT THE SHARE OFFER PRICE WILL NOT BE INCREASED, AND THE OFFEROR DOES NOT RESERVE THE RIGHT TO DO SO.

The Share Offer Price of HK\$3.00 per PDL Share under the Share Offer is the same as the price per PDL Share of HK\$3.00 at which the Offeror acquired the Sale Shares under the Share Purchase Agreement. The Share Offer will be extended to all PDL Shareholders other than the Offeror and its Concert Parties in accordance with the Code. The PDL Shares to be acquired under the Share Offer shall be acquired free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at 7 January 2015 being the date of the Announcement 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 7 January 2015.

PDL Shareholders who accept the Share Offer will pay their own stamp duty. Seller's ad valorem stamp duty at the rate of 0.1% of the value of the consideration arising on acceptance of the Share Offer will be payable by those PDL Shareholders who accept the Share Offer. The relevant amount of stamp duty payable by those PDL Shareholders who accept the Share Offer will be deducted from the consideration payable to those PDL Shareholders under the Share Offer. The Offeror will bear its own portion of buyer's ad valorem stamp duty at the rate of 0.1% of the consideration payable in respect of acceptances of the Share Offer.

LETTER FROM SOMERLEY

The Option Offer

(A) In respect of PDL Options with an exercise price of HK\$11.68:

For cancellation of each such PDL Option HK\$0.0001 in cash

(B) In respect of PDL Options with an exercise price of HK\$17.32:

For cancellation of each such PDL Option HK\$0.0001 in cash

Under the Option Offer, since the exercise prices of the outstanding PDL Options are substantially above the Share Offer Price, the outstanding PDL Options are out of the money and the Option Offer Price for the cancellation of each outstanding PDL Option is set at a nominal value of HK\$0.0001.

The Option Offer is conditional upon the Share Offer becoming unconditional.

3. CONDITION TO THE OFFERS

The Share Offer is subject to valid acceptances of the Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on or prior to the Offer Closing Date (or such later time(s) and/or date(s) as the Offeror may decide and the Executive may approve) in respect of such number of PDL Shares which, together with PDL Shares already owned or agreed to be acquired before or during the Offers, would result in the Offeror and its Concert Parties holding more than 50.0% of the voting rights in PDL.

It is the current intention of the Offeror that the Share Offer would close on the Offer Closing Date, being 28 calendar days after the Despatch Date. However, the Offeror reserves the right to extend the Offer Closing Date as permitted under and in accordance with the provisions of the Code. If the Share Offer has been extended but the Condition is not satisfied on or before the Long Stop Date, the Share Offer will lapse.

The Offers are made on the basis that acceptance of the Share Offer by any person will constitute a warranty by such person or persons to the Offeror that the PDL Shares acquired under the Share Offer are sold by such person or persons free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at 7 January 2015 being the date of the Announcement 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 7 January 2015 being the date of the Announcement.

The Option Offer is subject to and conditional upon the Share Offer becoming unconditional. The Offers are made in compliance with the Code, which is administrated by the Executive.

WARNING: Completion of the Offers is subject to the Condition being fulfilled. Accordingly, the issue of the Offer Document does not in any way imply that the Offers will be completed. PDL Shareholders, PDL Optionholders and potential investors should therefore exercise caution when dealing in the securities in PDL. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

LETTER FROM SOMERLEY

4. VALUE OF THE OFFERS

The Share Offer Price of HK\$3.00 per PDL Share under the Share Offer represents:

- (a) a premium of approximately 16.7% over the average closing price of HK\$2.57 per PDL Share, being the average closing price of the PDL Shares as quoted on the Stock Exchange for the 30 trading days immediately prior to the Announcement;
- (b) a premium of approximately 4.5% over the average closing price of HK\$2.87 per PDL Share, being the average closing price of the PDL Shares as quoted on the Stock Exchange for the 90 trading days immediately prior to the Announcement;
- (c) a premium of approximately 24.0% over the average closing price of HK\$2.42 per PDL Share, being the average closing price of the PDL Shares as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Date;
- (d) a premium of approximately 27.1% over the closing price of HK\$2.36 per PDL Share as quoted on the Stock Exchange on the Last Trading Date; and
- (e) a premium of approximately 0.3% over the closing price of HK\$2.99 per PDL Share as quoted on the Stock Exchange as at the Latest Practicable Date.

Highest and lowest closing prices of PDL Shares

During the Relevant Period, the highest closing price of PDL Shares as quoted on the Stock Exchange was HK\$3.60 per PDL Share on 8 July 2014 and 9 July 2014, and the lowest closing price of PDL Shares as quoted on the Stock Exchange was HK\$2.36 per PDL Share on 19 December 2014.

Total consideration under the Offers

As at the Latest Practicable Date, there were 554,453,492 PDL Shares in issue, 285,882,719 of which were held by PDL Shareholders other than the Offeror and its Concert Parties. On the basis of the Share Offer Price of HK\$3.00 per PDL Share, the Share Offer is valued at HK\$857,648,157.00.

As at the Latest Practicable Date, there were a total of 25,200,662 outstanding PDL Options in respect of 25,200,662 PDL Shares. The PDL Options are exercisable at exercise prices of either HK\$11.68 or HK\$17.32 per PDL Share. Assuming that no PDL Option is exercised before the Offer Closing Date, the total consideration required to satisfy the cancellation of all the outstanding PDL Options is approximately HK\$2,520.07.

Based on the above and assuming that no PDL Option is exercised before the Offer Closing Date, the Offers are valued at approximately HK\$857,650,677.07, assuming valid acceptances of the Share Offer are received in respect of all PDL Shares.

LETTER FROM SOMERLEY

In the event that all outstanding PDL Options are exercised before the Offer Closing Date, PDL will have to issue 25,200,662 new PDL Shares, representing approximately 4.3% of the enlarged issued share capital of PDL. Assuming that the Share Offer is accepted in full (including all PDL Shares issued and allotted as a result of the exercise of the PDL Options), the maximum value of the Share Offer will be increased to HK\$933,250,143.00 as a result thereof. In that case, no amount will be payable by the Offeror under the Option Offer and PDL shall receive an aggregate subscription price of approximately HK\$412,122,741.08 arising from the exercise of all of the PDL Options.

Confirmation of financial resources

Assuming that the Share Offer is accepted in full (including all PDL Shares issued and allotted as a result of the exercise of all of the PDL Options), the financial resources required by the Offeror to satisfy the consideration payable under the Offers will amount to HK\$933,250,143.00, and, if the consideration paid for the Sale Shares is included, HK\$1,045,654,143.00.

Assuming that no PDL Option is exercised before the Offer Closing Date and that the Offers are accepted in full, the financial resources required by the Offeror in order to satisfy the consideration payable under the Offers will amount to approximately HK\$857,650,677.07 and, if the consideration paid for the Sale Shares is included, approximately HK\$970,054,677.07.

The funds required by the Offeror to satisfy the consideration payable under the Offers will be financed from its own internal cash resources. Somerley is satisfied that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offers.

5. OFFEROR'S REASONS FOR THE OFFERS AND INTENTIONS WITH REGARD TO PDL

PDL's businesses have been increasingly impacted by the macro trends affecting the PRC apparel retailing sector. In particular, the policies to promote frugal living styles initiated by the PRC Central Government have put a dent on luxury goods demand. As a result, the Offeror notes that PDL's results are being squeezed by declining sales, pressure on margins, as well as increased operating costs due to exorbitant rental rates in prime retail locations and increasing staff costs. In the first half of 2014, turnover and profit attributable to PDL Shareholders decreased by approximately 10.3% and 60.7% respectively, in comparison to the first half of 2013. This illustrates the substantial effect on profits of a relatively modest decline in sales.

The Offeror believes that PDL needs to maintain its competitiveness with fellow fashion houses by devoting substantial resources to ensure its merchandise is stylish and attractive to a wide range of customers. Despite market conditions, the Offeror also believes PDL must persevere with its policy of renovating and opening flagship stores, such as those on Canton Road, Hong Kong and on Nanjing Road, Shanghai, to increase the brand's visibility and international exposure.

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This policy will be costly in the short term but is necessary to fully establish the brand's international status so as to benefit when luxury spending in the PRC revives, and so is an essential part of PDL's branding and distribution strategy.

Because of the declining performance of PDL and the continuing costs of brand building, no final dividend was paid to PDL Shareholders in respect of the financial year 2013 and no interim dividend was paid for the first half of 2014, a deviation from historical trends. It is impossible to say with any confidence when PDL will be in a position to resume dividend payments. If it becomes necessary to accelerate and increase PDL's store rationalisation and consolidation programme, the Offeror considers that the impact on sales may be significant. In addition, certain fit-out costs may have to be written off and provisions against stock taken. It is difficult to predict how long this period of consolidation will last but it could persist throughout 2015 and beyond.

In these circumstances, the Offeror agreed to acquire the Sale Shares at a price of HK\$3.00 per Share. These shares were held by the largest institutional shareholder of PDL and such acquisition triggers the making of the Share Offer as a mandatory general offer under the Code. Given the low trading volume of PDL, this Share Offer provides an opportunity for all Independent PDL Shareholders to realise their PDL Shares in an orderly manner for cash at the same price, provided the condition relating to the Offeror and its Concert Parties holding more than 50.0% of the voting rights in PDL is fulfilled.

The Share Offer Price represents a premium of approximately 27.1% over the market price of the PDL Shares on the Stock Exchange as at the Last Trading Date. The Offeror believes the Share Offer Price fairly reflects the present position of PDL and its prospects for the foreseeable future, and urges all Independent PDL Shareholders to accept the Share Offer.

Subject to the Offers having become unconditional, settlement of the consideration under the Offers will be made as soon as possible, but in any event within seven (7) business days (as defined in the Code) of (i) the date of receipt of a duly completed Form of Acceptance by the Share Registrar (in the case of the Share Offer) or the Company Secretary of PDL (in the case of the Option Offer) and (ii) the Offer Unconditional Date, whichever is the later.

If a sufficient number of acceptances is received, the Offeror will exercise its right to privatize PDL. If the acceptance level necessary to privatise PDL is not achieved, PDL will continue as a public company. In any event, the Offeror intends that PDL should take whatever measures are needed to safeguard PDL's long-term future. By means of the Share Offer, Independent PDL Shareholders will have been afforded the opportunity to sell their shares for cash at a premium to recent market prices or to remain as shareholders in the awareness of upcoming challenges which face PDL.

As at the Latest Practicable Date, the Offeror has no intention to (i) discontinue the employment of any employees of the PDL Group; or (ii) redeploy the fixed assets of the PDL Group, other than those in its ordinary and usual course of business and as stated above.

6. COMPULSORY ACQUISITION AND WITHDRAWAL OF LISTING

Section 102(1) of the Bermuda Companies Act provides that if, within four months after making the Share Offer, holders of not less than 90.0% of the Disinterested PDL Shares (excluding those PDL Shares held at the date of the Share Offer by, or by a nominee for, the Offeror or its subsidiary) accept and approve the Share Offer, the Offeror may acquire PDL Shares of any dissenting PDL Shareholder. The Offeror may, within two months beginning with the date on which such approval is obtained, give notice to any dissenting PDL Shareholder that it desires to acquire that PDL Shareholder's PDL Shares ("**notice of compulsory acquisition**"). The PDL Shares must be acquired on the same terms as those of the Share Offer. Dissenting PDL Shareholders may apply to the Supreme Court of Bermuda to object to the proposed compulsory acquisition within one month of the date on which the notice of compulsory acquisition was given.

Pursuant to Rule 2.11 of the Code, except with the consent of the Executive, where the Offeror seeks to acquire or privatise PDL by means of the Share Offer and the use of compulsory acquisition rights, such rights may only be exercised if, in addition to satisfying any requirements imposed by the Bermuda Companies Act, acceptances of the Share Offer and purchases (in each case of the Disinterested PDL Shares) made by the Offeror and persons acting in concert with it during the period of 4 months after posting of the Offer Document total 90.0% of the Disinterested PDL Shares.

If the Offeror obtains the prescribed percentage of approval from holders of PDL Shares approving the Share Offer as required by Section 102(1) of the Bermuda Companies Act and is permitted to do so under Rule 2.11 of the Code, the Offeror intends to avail itself of the powers of compulsory acquisition under Section 102(1) of the Bermuda Companies Act.

In accordance with Rule 15.6 of the Code, since the Offeror intends to avail itself of the powers of compulsory acquisition under the Bermuda Companies Act to compulsorily acquire those PDL Shares not acquired by the Offeror under the Share Offer, the Share Offer may not remain open for acceptance for more than 4 months from the posting of the Offer Document, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition available to it under the Bermuda Companies Act, in which event the Offeror must do so without delay.

If the level of acceptances of the Share Offer reaches the prescribed level under Section 102(1) of the Bermuda Companies Act and Rule 2.11 of the Code permits a compulsory acquisition, and if the Offeror proceeds with the exercise of such compulsory acquisition rights and the privatisation of PDL, PDL will apply for the withdrawal of listing of PDL Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules and a suspension of dealings in PDL Shares from the close of the Share Offer up to the withdrawal of listing of PDL Shares from the Stock Exchange.

7. MAINTAINING THE LISTING OF PDL

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to PDL, being 25.0% of the issued PDL Shares, is held by the public, or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of PDL Shares or (ii) there are insufficient PDL Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in PDL Shares. In this connection, it should be noted that, upon the closing of the Offers, there may be insufficient public float for PDL Shares and therefore trading in PDL Shares may be suspended until a prescribed level of public float is attained.

In the event that the Offeror does not effect the compulsory acquisition of the remaining PDL Shares set out above in the section headed “Compulsory Acquisition and Withdrawal of Listing” of this letter, whether by reason of not having acquired the prescribed percentage as required under the Bermuda Companies Act or otherwise, the Offeror intends PDL to remain listed on the Main Board of the Stock Exchange and the directors of the Offeror have jointly and severally undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in PDL Shares.

8. INFORMATION ON THE OFFEROR AND ITS CONCERT PARTIES

The Offeror is a company incorporated in the British Virgin Islands. It is a wholly-owned subsidiary of PIEL and its ultimate controlling shareholders are Mr. Alfred Chan and Mr. Edward Tan. Mr. Alfred Chan is also a PDL Director. The Offeror is an investment holding company. CFS, a Concert Party of the Offeror, is also a subsidiary of PIEL and its entire issued share capital is owned by PIEL, Mr. Alfred Chan and Mr. Edward Tan. The directors of PIEL, the ultimate parent company of the Offeror and CFS, are Mr. Alfred Chan, Mr. Edward Tan, Ms. Ge Wei Ying and Ms. Lin Ke Qin Linda. PIEL is owned as to 50.0% by Mr. Alfred Chan and as to 50.0% by Mr. Edward Tan. Mr. Anthony Chan is the son of Mr. Alfred Chan. CLSA Limited is the stockbroker of PIEL.

9. GENERAL MATTERS RELATING TO THE OFFERS

A. Effect of accepting the Offers

By validly accepting the Share Offer, Independent PDL Shareholders will sell to the Offeror their tendered PDL Shares free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at 7 January 2015 being the date of the Announcement 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 7 January 2015.

In addition to the Condition set out above, the Offers are made on the basis that acceptance of the Share Offer by any person will constitute a warranty by such person or persons to the Offeror that the PDL Shares acquired under the Share Offer are sold by such person or persons free from all liens, charges, encumbrances, rights of pre-emption and any

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other third party rights of any nature and together with all rights attaching to them as at 7 January 2015 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 7 January 2015.

By accepting the Option Offer, the relevant holders of the PDL Options will agree to the cancellation of the PDL Options and to surrender all rights attached thereof with effect from the date of acceptance.

Based on the published information in respect of the Share Option Scheme contained in PDL's prospectus for the Hong Kong public offering and international placing dated 21 October 2003, PDL's announcement dated 28 April 2010 and PDL's circular dated 28 April 2010, PDL Optionholders are reminded that under the Share Option Scheme, under which all outstanding PDL Options are issued, if the Offers become or are declared unconditional, the PDL Optionholders shall, by notice in writing to PDL, be entitled to exercise the PDL Options in full or to the extent specified in such notice at any time before the close of the Offers. Subject to the above, all unexercised PDL Options shall lapse automatically on the Offer Closing Date.

B. Hong Kong stamp duty and taxation

Please see the section headed "Taxation" in Appendix I to the Offer Document for information regarding Hong Kong stamp duty and taxation.

C. Overseas PDL Shareholders and PDL Optionholders

If you are an overseas PDL Shareholder or PDL Optionholder, please see the important information in the section headed "Overseas PDL Shareholders and PDL Optionholders" in Appendix I to the Offer Document.

D. Forms of Acceptance and settlement

Information regarding the acceptance of the Offers and settlement of consideration is set out in Appendix I to the Offer Document.

E. Interests in PDL Shares, PDL Options and derivatives

Upon completion of the Share Purchase Agreement, the Offeror held 37,468,000 PDL Shares, representing approximately 6.8% of the issued share capital of PDL. As at the Latest Practicable Date, the Offeror held 37,468,000 PDL Shares, representing approximately 6.8% of the issued share capital of PDL.

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In addition, as at the Latest Practicable Date, Concert Parties of the Offeror held an aggregate of 231,102,773 PDL Shares, representing approximately 41.6% of the issued share capital of PDL, as follows:

- (a) CFS, a Concert Party of the Offeror, held 183,051,273 PDL Shares, representing approximately 33.0% of the issued share capital of PDL;
- (b) PIEL, a Concert Party of the Offeror, held 46,488,000 PDL Shares, representing approximately 8.4% of the issued share capital of PDL;
- (c) Mr. Alfred Chan, a Concert Party of the Offeror, held 200,000 PDL Shares, representing approximately 0.04% of the issued share capital of PDL;
- (d) Mr. Edward Tan, a Concert Party of the Offeror, held 250,000 PDL Shares, representing approximately 0.05% of the issued share capital of PDL; and
- (e) Mr. Anthony Chan, son of Mr. Alfred Chan and a Concert Party of the Offeror, held 1,113,500 PDL Shares, representing approximately 0.2% of the issued share capital of PDL.

Additionally, as at the Latest Practicable Date, Mr. Alfred Chan held 250,000 PDL Options, which would, if exercised, result in the issue of an additional 250,000 PDL Shares to Mr. Alfred Chan, which would represent approximately 0.05% of the enlarged issued share capital of PDL.

On this basis, as at the Latest Practicable Date, the Offeror and its Concert Parties collectively held a total of 268,570,773 PDL Shares, representing approximately 48.4% of the issued share capital of PDL and PDL Shareholders other than the Offeror and its Concert Parties held a total of 285,882,719 PDL Shares, representing approximately 51.6% of the issued share capital of PDL.

In addition, as at the Latest Practicable Date, PDL Directors other than Mr. Alfred Chan held a total of 510,000 PDL Options, as follows:

- (a) Mr. Pierre Bourque, a PDL Director, held 130,000 PDL Options, which would, if exercised, result in the issue of an additional 130,000 PDL Shares to Mr. Pierre Bourque, which would represent approximately 0.02% of the enlarged issued share capital of PDL; and
- (b) Mr. He Kun, a PDL Director, held 380,000 PDL Options, which would, if exercised, result in the issue of an additional 380,000 PDL Shares to Mr. He Kun, which would represent approximately 0.07% of the enlarged issued share capital of PDL.

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As at the Latest Practicable Date, directors of PIEL other than Mr. Alfred Chan held a total of 199,000 PDL Options, as follows:

- (a) Ms. Ge Wei Ying, a director of PIEL, held 129,000 PDL Options, which would, if exercised, result in the issue of an additional 129,000 PDL Shares to Ms. Ge Wei Ying, which would represent approximately 0.02% of the enlarged issued share capital of PDL; and
- (b) Ms. Lin Ke Qin Linda, a director of PIEL, held 70,000 PDL Options, which would, if exercised, result in the issue of an additional 70,000 PDL Shares to Ms. Lin Ke Qin Linda, which would represent approximately 0.01% of the enlarged issued share capital of PDL.

Save for the above, as at the Latest Practicable Date:

- (a) there is no existing holding of voting rights and rights over PDL Shares which the Offeror owns or over which it has control or direction;
- (b) there is no existing holding of voting rights and rights over PDL Shares which is owned or controlled or directed by the Offeror or any of its Concert Parties;
- (c) the Offeror and its Concert Parties have not received any irrevocable commitments to accept the Offers;
- (d) there is no existing holding of voting rights and rights over PDL Shares in respect of which the Offeror or any of its Concert Parties holds convertible securities, warrants or options (including any PDL Options);
- (e) there is no outstanding derivative in respect of securities in PDL entered into by the Offeror or any of its Concert Parties;
- (f) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the PDL Shares and which might be material to the Offers;
- (g) there is no agreement or arrangements to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke the Condition;
- (h) none of the Offeror and its Concert Parties has entered into any arrangement of the kind referred to in Note 8 to Rule 22 of the Code with any other persons; and
- (i) there are no relevant securities (as defined in Note 4 to Rule 22 of the Code) which the Offeror or any of its Concert Parties have borrowed or lent, save for any borrowed PDL Shares which have been either on-lent or sold.

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10. ADDITIONAL INFORMATION

Your attention is drawn to the accompanying Forms of Acceptance and the additional information set out in the appendices which form part of the Offer Document. Your attention is also drawn to the letters from the Board, the Independent Board Committee and the Independent Financial Adviser to be contained in the Response Document.

Yours faithfully
for and on behalf of
SOMERLEY CAPITAL LIMITED
M. N. Sabine
Chairman

1. PROCEDURES FOR ACCEPTANCE OF THE OFFERS

1.1 The Share Offer

- (a) To accept the Share Offer, you should complete and sign the accompanying WHITE Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Share Offer.
- (b) If the 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) in respect of your PDL Shares is/are in your name, and you wish to accept the Share Offer, you must send the accompanying WHITE Form of Acceptance duly completed together with the relevant 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) to the Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by post or by hand, marked “**Ports Design Limited — Share Offer**” on the envelope, as soon as possible and in any event to reach the Share Registrar no later than 4:00 p.m. (Hong Kong time) on 26 February 2015, being the Offer Closing Date, or such later time and/or date as the Offeror may determine and announce in compliance with the requirements of the Code.
- (c) If the 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) in respect of your PDL Share(s) is/are in the name of a nominee company or a name other than your own, and you wish to accept the Share Offer, you must either:
 - (i) lodge your 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) with the nominee company, or other nominee, with instructions authorising it to accept the Share Offer on your behalf and requesting it to deliver the accompanying WHITE Form of Acceptance duly completed together with the relevant 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) for the number of PDL Shares in respect of which you intend to accept the Share Offer to the Share Registrar in an envelope marked “**Ports Design Limited — Share Offer**”;
 - (ii) arrange for the PDL Share(s) to be registered in your name through the Share Registrar and send the accompanying WHITE Form of Acceptance duly completed 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 Share Registrar in an envelope marked “**Ports Design Limited — Share Offer**”;

- (iii) if your PDL Share(s) have been lodged with your licensed securities dealer (or other registered dealer in securities or custodian bank) and are held through CCASS, instruct your licensed securities dealer (or other registered dealer in securities or custodian bank) to authorise HKSCC Nominees Limited to accept the Share Offer on your behalf on or before the deadline set out by HKSCC Nominees Limited. In order to meet the deadline set out by HKSCC Nominees Limited, you should check with your licensed securities dealer (or other registered dealer in securities or custodian bank) for the timing on the processing of your instruction, and submit your instruction to your licensed securities dealer (or other registered dealer in securities or custodian bank) as required by them; or
 - (iv) if your PDL Share(s) have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (d) If the 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) in respect of your PDL Share(s) is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Share Offer, the WHITE Form of Acceptance should nevertheless be completed and delivered in an envelope marked **“Ports Design Limited — Share Offer”** to the Share Registrar together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipts and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any indemnity or indemnities required in respect thereof) should be forwarded to the Share Registrar as soon as possible thereafter. If you have lost your share certificate(s), you should also write to the Share Registrar for a form of letter of indemnity which, when completed in accordance with the instructions given therein, should be returned to the Share Registrar. The Offeror shall have the absolute discretion to decide whether any PDL Shares in respect of which the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title is/are not readily available and/or is/are lost will be taken up by the Offeror.
- (e) If you have lodged transfer(s) of any of your PDL Shares for registration in your name and have not yet received your share certificate(s) and you wish to accept the Share Offer, you should nevertheless complete and sign the WHITE Form of Acceptance and deliver it in an envelope marked **“Ports Design Limited — Share Offer”** to the Share Registrar together with the transfer receipt(s) duly signed by you. Such action will be deemed to be an irrevocable instruction and authority to each of Somerley and/or the Offeror and/or any of their respective agent(s) to

collect from PDL or the Share Registrar on your behalf the relevant share certificate(s) when issued and to deliver such share certificate(s) to the Share Registrar and to authorise and instruct the Share Registrar to hold such share certificate(s), subject to the terms and conditions to the Share Offer, as if it/they were delivered to the Share Registrar with the WHITE Form of Acceptance.

- (f) Acceptance of the Share Offer will be treated as valid only if the duly completed and signed WHITE Form of Acceptance is received by the Share Registrar by no later than 4:00 p.m. (Hong Kong time) on 26 February 2015, being the Offer Closing Date, or such later time and/or date as the Offeror may determine and announce in compliance with the requirements of the Code, and is:
- (i) accompanied by the relevant 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) and, if that/those share certificate(s) is/are not in your name, such other documents (for example a duly stamped transfer of the relevant PDL Share(s) in blank or in your favour executed by the registered holder) in order to establish your right to become the registered holder of the relevant PDL Share(s); or
 - (ii) from a registered PDL Shareholder or his personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to PDL Share(s) which are not taken into account under another sub-paragraph of this paragraph (f)); or
 - (iii) certified by the Share Registrar or the Stock Exchange.
- (g) If the WHITE Form of Acceptance is executed by a person other than the registered PDL Shareholder, appropriate documentary evidence of authority (for example grant of probate or certified copy of a power of attorney) to the satisfaction of the Share Registrar must be produced.
- (h) No acknowledgement of receipt for any WHITE Form(s) of Share Offer Acceptance, share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

1.2 The Option Offer

- (a) To accept the Option Offer, you should complete the PINK Form of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms of the Option Offer.

- (b) The completed PINK Form of Acceptance should be forwarded, together with the relevant letter(s) or other document(s) evidencing the grant of the relevant Options you intend to tender, stating the number of Options in respect of which you intend to accept the Option Offer, by post or by hand, marked “**Ports Design Limited — Option Offer**” on the envelope, to the Company Secretary of PDL at Suite 102, Sunbeam Center, 27 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong, as soon as possible and in any event to reach the Company Secretary of PDL no later than 4:00 p.m. (Hong Kong time) on 26 February 2015, being the Offer Closing Date, or such later time and/or date as the Offeror may determine and announce in compliance with the requirements of the Code.
- (c) If the relevant letter(s) or other document(s) evidencing the grant of the relevant Options is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Option Offer, the PINK Form of Acceptance should nevertheless be completed and delivered in an envelope marked “**Ports Design Limited — Option Offer**” to the Company Secretary of PDL together with a letter stating that you have lost one or more of your relevant letter(s) or other document(s) evidencing the grant of the relevant Options (if applicable) or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, it/they should be forwarded to the Company Secretary of PDL as soon as possible thereafter. If you have lost your relevant letter(s) or other document(s) evidencing the grant of the relevant Options (if applicable), you should also write to the Company Secretary of PDL requesting a letter of indemnity which, when completed in accordance with the instructions given, should be returned to the Company Secretary of PDL.
- (d) No stamp duty will be deducted from the amount paid or payable to PDL Optionholders who accept the Option Offer.
- (e) No acknowledgment of receipt of any PINK Form(s) of Acceptance and/or letter(s) or other document(s) evidencing the grant of the Options will be given.

2. ACCEPTANCE PERIOD AND EXTENSIONS

- (a) Where the Offers have become unconditional, they will remain open for acceptances for not less than 14 days thereafter.
- (b) Unless the Offers have previously been revised or extended with the consent of the Executive, to be valid, the WHITE Form of Acceptance must be received by the Share Registrar in respect of the Share Offer and the PINK Form of Acceptance must be received by the Company Secretary of PDL in respect of the Option Offer, by 4:00 p.m. on 26 February 2015, being the Offer Closing Date.

- (c) If the Offers are extended, the announcement of such extension will state the next closing date or a statement that the Offers will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offers are closed to the Independent PDL Shareholders and the PDL Optionholders who have not accepted the Offers, and an announcement will be released.
- (d) If the Offer Closing Date is extended, any reference in the Offer Document and in the Forms of Acceptance to the Offer Closing Date shall, except where the context otherwise requires, be deemed to refer to the subsequent Offer Closing Date.

3. SETTLEMENT

- (a) Subject to the Offers having become unconditional, settlement of the consideration under the Offers will be made as soon as possible, but in any event within seven (7) business days (as defined in the Code) of (i) the date of receipt of a duly completed Form of Acceptance by the Share Registrar (in the case of the Share Offer) or the Company Secretary of PDL (in the case of the Option Offer) and (ii) the Offer Unconditional Date, whichever is the later.
- (b) In the case of Independent PDL Shareholders accepting the Share Offer, each cheque will be despatched by ordinary post to the address specified on the relevant Independent PDL Shareholder's WHITE Form of Acceptance in respect of the Share Offer at his/her own risk. In the case of PDL Optionholders accepting the Option Offer, each cheque will be despatched by ordinary post to the address specified on the relevant PDL Optionholder's PINK Form of Acceptance in respect of the Option Offer at his/her own risk.
- (c) No fractions of a cent will be payable and the amount of cash consideration payable to an Independent PDL Shareholder who accepts the Share Offer or a PDL Optionholder who accepts the Option Offer will be rounded up to the nearest cent.
- (d) Cheque(s) not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and be of no further effect, and in such circumstances cheque holders should contact the Offeror for payment.
- (e) Settlement of the consideration to which an Independent PDL Shareholder or PDL Optionholder is entitled under the Offers will be implemented in full accordance with the terms of the Offers without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Independent PDL Shareholder or PDL Optionholder.

4. EFFECT OF ACCEPTANCE OF THE OFFERS AND RIGHT OF WITHDRAWAL

- (a) By validly accepting the Share Offer, Independent PDL Shareholders will sell to the Offeror their tendered PDL Shares free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights

attaching to them as at 7 January 2015, being the date of the Announcement, 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 7 January 2015 being the date of the Announcement.

- (b) The Share Offer is conditional upon fulfilment of the Condition set out in the “Letter from Somerley” in the Offer Document and the Option Offer is conditional upon the Share Offer becoming unconditional. Acceptances of the Share Offer and the Option Offer tendered by Independent PDL Shareholders and PDL Optionholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in the following paragraph or in compliance with Rule 17 of the Code, which provides that an acceptor of the Share Offer or the Option Offer shall be entitled to withdraw his/her/its acceptance within 21 days from the Offer Closing Date if the Share Offer has not by then become unconditional as to acceptances. An acceptor of the Share Offer or the Option Offer may withdraw his/her/its acceptance by lodging a notice in writing signed by the acceptor (or his/her/its agent duly appointed in writing and evidence of whose appointment is produced together with the notice) to the Share Registrar.
- (c) Under Rule 19.2 of the Code, if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offers set out in section 5 of this Appendix, the Executive may require that the Independent PDL Shareholders and PDL Optionholders who have tendered acceptances to the Offers be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements set out in that section are met.
- (d) Upon the withdrawal of an acceptance by an Independent PDL Shareholder or a PDL Optionholder, or upon the withdrawal or lapse of the Offers, the Offeror shall (or shall procure), as soon as possible but in any event within 10 days thereof, return by ordinary post of, in the case of an Independent PDL Shareholder, 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) in respect of the PDL Share(s) lodged with the WHITE Form of Acceptance in respect of the Share Offer to such Independent PDL Shareholder or, in the case of a PDL Optionholder, the relevant letter(s) or other document(s) evidencing the grant of the relevant PDL Options lodged with the PINK Form of Acceptance to such PDL Optionholder.

5. ANNOUNCEMENTS

- (a) By 6:00 p.m. on the Offer Closing Date (or such other time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the extension, expiry or unconditionality of the Offers. The Offeror must publish an announcement on the Stock Exchange’s website by 7:00 p.m. on the Offer Closing Date stating whether the Offers have been extended, have expired or have become unconditional.

- (b) The announcement of the results of the Offers will be jointly issued by the Offeror and PDL and posted on the website of the Stock Exchange by 7:00 p.m. on 26 February 2015, being the Offer Closing Date. Such announcement will comply with the disclosure requirements under Rule 19.1 of the Code and will include, among other things, the results of the Offers.
- (c) In any announcement of an extension of the Offers, either the next closing date must be stated or, if the Offers have become unconditional, a statement may be made that the Offers will remain open for acceptance for 14 days thereafter in accordance with the Code. If the Share Offer becomes unconditional by no later than the date falling 14 days following the Despatch Date, the Offeror shall be entitled to make an announcement to the effect that the Offers will close for acceptance on the date falling 28 days following the Despatch Date.
- (d) The results announcements shall specify the total number of PDL Shares and rights over PDL Shares:
 - (i) for which acceptances of the Offers have been received;
 - (ii) held, controlled or directed by the Offeror or parties acting in concert with it before the Offer Period; and
 - (iii) acquired or agreed to be acquired during the Offer Period by the Offeror or any parties acting in concert with it.
- (e) The results announcements must include details of any relevant securities (as defined under Note 4 to Rule 22 of the Code) of PDL which the Offeror or any parties acting in concert with it has borrowed or lent, save for any borrowed PDL Shares which have been either on-lent or sold.
- (f) The results announcements shall include the percentages of the relevant classes of share capital of PDL, and the percentages of voting rights, represented by the numbers of PDL Shares and other relevant securities referred to in paragraphs (d) and (e) above.
- (g) If the Offeror, any parties acting in concert with it or its advisers make any statement about the level of acceptances or the number or percentage of accepting PDL Shareholders during the Offer Period, then the Offeror must make an immediate announcement in compliance with Note 2 to Rule 19 of the Code.
- (h) As required under the Code and the Listing Rules, all announcements in relation to the Offers in respect of which the Executive and the Stock Exchange have confirmed that they have no further comments thereon, will be published on the websites of the Stock Exchange and PDL.

6. NOMINEE REGISTRATION

To ensure the equality of treatment of all PDL Shareholders, registered PDL Shareholders who hold PDL Share(s) as nominees on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for beneficial owners of PDL Share(s) whose investments are registered in the names of nominees to accept the Share Offer, it is essential that they provide instructions of their intentions in relation to the Share Offer to their respective nominees.

7. POSTING

All documents and remittances to be sent to Independent PDL Shareholders and PDL Optionholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent, in the case of Independent PDL Shareholders, at their addresses as they appear in the register of members of PDL or, in the case of joint Independent PDL Shareholders, to the Independent PDL Shareholder whose name appears first in the register of members of PDL or, in the case of PDL Optionholders, to their addresses as they appear in the records of PDL. None of the Offeror, PDL, Somerley, the Share Registrar or any of their respective directors or agents or any other person involved in the Offers will be responsible for any loss or delay in transmission or any other liability that may arise as a result thereof.

8. OVERSEAS PDL SHAREHOLDERS AND PDL OPTIONHOLDERS

- (a) The Offers are in respect of a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange in Hong Kong and are therefore subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong which may be different to those in other jurisdictions. The ability of PDL Shareholders and PDL Optionholders who are citizens, residents or nationals of jurisdictions outside of Hong Kong to participate in the Offers may be subject to the laws and regulations of the relevant jurisdictions. It is the responsibility of each such PDL Shareholder or PDL Optionholder to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including obtaining any governmental, exchange control or other consents, or filing and registration and the payment of any transfer or other taxes due from such PDL Shareholder or PDL Optionholder in such relevant jurisdictions.
- (b) Any acceptance by any PDL Shareholder or PDL Optionholder will be deemed to constitute a representation and warranty from such PDL Shareholder or PDL Optionholder to the Offeror and PDL that all local laws and requirements have been complied with and that the Offers can be accepted by such PDL Shareholder lawfully under the laws of the relevant jurisdiction. PDL Shareholders or PDL Optionholders should consult their professional advisers if in doubt.

(c) Notice to U.S. PDL Shareholders and PDL Optionholders

The Offers are being made for the securities of a company incorporated in Bermuda and listed on the Main Board of the Stock Exchange in Hong Kong and are subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong, which are different from those of the United States. In addition, U.S. holders of PDL Shares and/or PDL Options should be aware that the Offer Document has been prepared in accordance with Hong Kong format and style, which differ from those of the United States. The Offers are being extended into the United States pursuant to the applicable U.S. tender offer rules or an available exemption therefrom or otherwise in accordance with the requirements of the SFO. Accordingly, the Offers will comply with the relevant Hong Kong disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, which may be different from those applicable under U.S. domestic tender offer procedures and laws.

The receipt of cash pursuant to the Offers by a U.S. holder of PDL Shares and/or PDL Options may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each U.S. holder of PDL Shares and/or PDL Options is urged to consult his/her/its independent professional adviser immediately regarding the tax consequences of acceptance of the Offers.

It may be difficult for U.S. holders of PDL Shares and/or PDL Options to enforce their rights and claims arising out of the U.S. federal securities laws, since the Offeror and PDL are located in countries other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. In addition, most of the assets of the Offeror and PDL are located outside the United States. U.S. holders of PDL Shares and/or PDL Options may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult for U.S. holders of PDL Shares and/or PDL Options to effect service of process within the United States upon the Offeror or PDL or their respective officers or directors, to enforce against them a judgment of a U.S. court or for them or their affiliates to subject themselves to a U.S. court judgment.

In accordance with normal Hong Kong practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror hereby discloses that it or its affiliates, or its nominees, or their respective brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, PDL Shares and/or PDL Options outside of the United States, other than pursuant to the Offers, before or during the period in which the Offers remain open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, provided that (i) any such purchase or arrangement complies with applicable law and is made outside the United States, and (ii) the Share Offer Price and/or the Option Offer Price are increased to match any consideration paid in any such purchase or arrangement. Any information about such purchases will be reported to the SFC and will be available on the website of the SFC at <http://www.sfc.hk/>.

9. TAXATION

- (a) In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Share Offer will be payable by each relevant PDL Shareholder at a rate of 0.1% and will be deducted from the cash amount payable by the Offeror to the relevant PDL Shareholders accepting the Share Offer. The Offeror will pay the buyer's ad valorem stamp duty on its own behalf and, subject to such deduction aforesaid will be responsible to account to the Stamp Office of Hong Kong for all the stamp duty payable for the sale and purchase of the PDL Shares which are validly tendered for acceptance under the Share Offer. No stamp duty will be deducted from the amount paid or payable to PDL Optionholders who accept the Option Offer.
- (b) Independent PDL Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of their acceptance of the Offers. It is emphasized that none of the Offeror or PDL, and their ultimate beneficial owners and parties acting in concert with any of them, Somerley, the Share Registrar or any of their respective directors or professional advisers or any persons involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance of the Offers.

10. GENERAL

- (a) All communications, notices, Forms of Acceptance, share certificate(s), transfer receipts, other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offers to be delivered by or sent to or from the Independent PDL Shareholders and PDL Optionholders will be delivered by or sent to or from them, or their designated agents, by post at their own risk, and none of the Offeror, PDL, Somerley, the Share Registrar or any of their respective directors or agents or any other person involved in the Offers accepts any liability for any loss or delay in postage or any other liabilities that may arise as a result thereof.
- (b) The provisions set out in the WHITE Form of Acceptance and the PINK Form of Acceptance form part of the terms of the Share Offer and the Option Offer, respectively.
- (c) The accidental omission to despatch the Offer Document and/or the Forms of Acceptance or any of them to any person to whom the Offers are made will not invalidate either the Share Offer or the Option Offer in any way.
- (d) The Share Offer and the Option Offer and all acceptances thereof will be governed by and construed in accordance with the laws of Hong Kong. Execution of a Form of Acceptance by or on behalf of an Independent PDL Shareholder or PDL Optionholder will constitute such Independent PDL Shareholder's or PDL Optionholder's (as the case

may be) agreement that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute which may arise in connection with the Share Offer or Option Offer (as the case may be).

- (e) Due execution of a WHITE Form of Acceptance will constitute an authority to the Offeror, Somerley and/or such person or persons as any of them may direct to complete, amend and execute any document on behalf of the person or persons accepting the Share Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the PDL Share(s) in respect of which such person or persons has/have accepted the Share Offer.
- (f) The settlement of the consideration to which any Independent PDL Shareholder or PDL Optionholder is entitled under the Share Offer and the Option Offer, respectively, will be implemented in full in accordance with the terms of the Share Offer and the Option Offer, respectively, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such Independent PDL Shareholder or PDL Optionholder.
- (g) Any Independent PDL Shareholders or PDL Optionholders accepting the Share Offer or the Option Offer, respectively, will be responsible for payment of any transfer or cancellation or other taxes or duties payable in respect of the relevant jurisdiction due by such persons.
- (h) In making their decision, Independent PDL Shareholders and PDL Optionholders must rely on their own examination of the PDL Group and the terms of the Share Offer and the Option Offer, respectively, including the merits and risks involved. The contents of the Offer Document, including any general advice or recommendation contained herein together with the Forms of Acceptance, shall not be construed as any legal or business advice on the part of the Offeror, PDL, Somerley or their respective professional advisers. Independent PDL Shareholders and PDL Optionholders should consult their own professional advisers for professional advice.
- (i) The making of the Offers to the overseas PDL Shareholders or PDL Optionholders may be prohibited or affected by the laws of the relevant jurisdictions. The overseas PDL Shareholders and PDL Optionholders should inform themselves about and observe any applicable legal or regulatory requirements. It is the responsibility of each overseas PDL Shareholder and PDL Optionholder who wishes to accept the Share Offer and Option Offer, respectively, to satisfy himself/herself/itself as to the full observance of the laws and regulations of all relevant jurisdictions in connection therewith, including but not limited to the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all necessary formalities, regulatory and/or legal requirements. Such overseas PDL Shareholders and PDL Optionholders shall be fully responsible for the payment of any transfer or other taxes and duties due by such overseas PDL Shareholders and PDL Optionholders in

respect of the relevant jurisdictions. The overseas PDL Shareholders and PDL Optionholders are recommended to seek professional advice on deciding whether or not to accept the Share Offer and Option Offer, respectively.

- (j) The Offer Document and the Forms of Acceptance have been prepared for the purposes of compliance with the legislative and regulatory requirements applicable in respect of the Share Offer and the Option Offer in Hong Kong and the operating rules of the Stock Exchange.

11. INTERPRETATION

- (a) A reference in the Offer Document to a PDL Shareholder includes a reference to a person(s) who, by reason of an acquisition or transfer of PDL Shares, is entitled to execute a Form of Acceptance and in the event of more than one person executing a Form of Acceptance, the provisions of the Offer Document apply to them jointly and severally.
- (b) A reference in the Offer Document and the Forms of Acceptance to the Offers, the Share Offer or the Option Offer shall include any extension thereof.
- (c) A reference in the Offer Document and the Forms of Acceptance to the masculine gender includes the feminine and neuter genders, and a reference to the singular includes the plural, and vice versa.

1. RESPONSIBILITY STATEMENT

The Offer Document includes particulars given in compliance with the Code for the purpose of giving information with regard to the Offers and the Offeror.

As at the date of the Offer Document, the directors of the Offeror are Mr. Alfred Chan and Mr. Edward Tan. The issue of the Offer Document has been approved by the directors of the Offeror, who jointly and severally accept full responsibility for the accuracy of the information contained in the Offer Document, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Offer Document have been arrived at after due and careful consideration and there are no other facts not contained in the Offer Document, the omission of which would make any statement in the Offer Document misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests of the Offeror in PDL

As at the Latest Practicable Date, the Offeror held 37,468,000 PDL Shares, representing approximately 6.8% of the issued share capital of PDL and did not have any interest in any warrants, options, derivatives or securities carrying conversion or subscription rights into PDL Shares.

(b) Interests of the Offeror's directors in PDL

As at the Latest Practicable Date:

- (i) Mr. Alfred Chan, a director of the Offeror held 200,000 PDL Shares, representing approximately 0.04% of the issued share capital of PDL;
- (ii) Mr. Edward Tan, a director of the Offeror, held 250,000 PDL Shares, representing approximately 0.05% of the issued share capital of PDL; and
- (iii) Mr. Alfred Chan, a director of the Offeror held 250,000 PDL Options, which would, if exercised, result in the issue of an additional 250,000 PDL Shares to Mr. Alfred Chan, which would represent approximately 0.05% of the enlarged issued share capital of PDL.

Save for the above, none of the Offeror's directors had any interest in the relevant securities (as defined in Note 4 to Rule 22 of the Code) of PDL.

(c) Interests of the Concert Parties of the Offeror in PDL

As at the Latest Practicable Date, Concert Parties of the Offeror held an aggregate of 231,102,773 PDL Shares, representing approximately 41.6% of the issued share capital of PDL, as follows:

- (i) CFS, a Concert Party of the Offeror, held 183,051,273 PDL Shares, representing approximately 33.0% of the issued share capital of PDL;
- (ii) PIEL, a Concert Party of the Offeror, held 46,488,000 PDL Shares, representing approximately 8.4% of the issued share capital of PDL;
- (iii) Mr. Alfred Chan, a Concert Party of the Offeror, held 200,000 PDL Shares, representing approximately 0.04% of the issued share capital of PDL;
- (iv) Mr. Edward Tan, a Concert Party of the Offeror, held 250,000 PDL Shares, representing approximately 0.05% of the issued share capital of PDL; and
- (v) Mr. Anthony Chan, son of Mr. Alfred Chan and a Concert Party of the Offeror, held 1,113,500 PDL Shares, representing approximately 0.2% of the issued share capital of PDL.

Additionally, as at the Latest Practicable Date, Mr. Alfred Chan held 250,000 PDL Options, which would, if exercised, result in the issue of an additional 250,000 PDL Shares to Mr. Alfred Chan, which would represent approximately 0.05% of the enlarged issued share capital of PDL.

In accordance with Part XV of the SFO, the holdings as at the Latest Practicable Date of PDL Shares of the Offeror, Mr. Alfred Chan, CFS and PIEL (being Concert Parties of the Offeror) are reported as a long position of 319,851,273 PDL Shares, representing approximately 57.7% of the issued share capital of PDL, and Mr. Alfred Chan and PIEL recorded a short position of 52,394,000 PDL Shares, representing approximately 9.4% of the issued share capital of PDL. The short position is an obligation of PIEL to transfer to CFS 52,394,000 PDL Shares. The obligation for PIEL to transfer those PDL Shares to CFS arose as a result of CFS having lent that number of PDL Shares to PIEL in 2006 in connection with the repayment of a loan made to PIEL by a third party bank. CFS will not require the return of such number of PDL Shares during the Offer Period. The holdings represented by the disclosures made under Part XV of the SFO are described above. The 183,051,273 PDL Shares held by CFS as referred to above is the actual number of PDL Shares held by CFS as at the Latest Practicable Date and does not include the right to require the delivery from PIEL of 52,394,000 PDL Shares.

In addition, as at the Latest Practicable Date, PDL Directors other than Mr. Alfred Chan held a total of 510,000 PDL Options, as follows:

- (a) Mr. Pierre Bourque, a PDL Director, held 130,000 PDL Options, which would, if exercised, result in the issue of an additional 130,000 PDL Shares to Mr. Pierre Bourque, which would represent approximately 0.02% of the enlarged issued share capital of PDL; and
- (b) Mr. He Kun, a PDL Director, held 380,000 PDL Options, which would, if exercised, result in the issue of an additional 380,000 PDL Shares to Mr. He Kun, which would represent approximately 0.07% of the enlarged issued share capital of PDL.

As at the Latest Practicable Date, directors of PIEL other than Mr. Alfred Chan held a total of 199,000 PDL Options, as follows:

- (a) Ms. Ge Wei Ying, a director of PIEL, held 129,000 PDL Options, which would, if exercised, result in the issue of an additional 129,000 PDL Shares to Ms. Ge Wei Ying, which would represent approximately 0.02% of the enlarged issued share capital of PDL; and
- (b) Ms. Lin Ke Qin Linda, a director of PIEL, held 70,000 PDL Options, which would, if exercised, result in the issue of an additional 70,000 PDL Shares to Ms. Lin Ke Qin Linda, which would represent approximately 0.01% of the enlarged issued share capital of PDL.

Save for the above, as at the Latest Practicable Date, none of the Concert Parties of the Offeror owned or controlled or had any interest in the relevant securities (as defined in Note 4 to Rule 22 of the Code) of PDL.

(d) Other disclosures

As at the Latest Practicable Date:

- (A) no person had any arrangement of the kind referred to in Note 8 to Rule 22 of the Code with the Offeror or any Concert Parties; and
- (B) none of the Offeror or any of its Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Code) of PDL, save for any borrowed PDL Shares which had been either on-lent or sold.

3. DEALINGS IN SECURITIES

On 19 December 2014, the Offeror entered into the Share Purchase Agreement, pursuant to which the Offeror agreed to purchase, and the Seller agreed to sell, the Sale Shares, being 37,468,000 PDL Shares. Completion of the Share Purchase Agreement took place on 23 December 2014, whereupon the Offeror acquired the Sale Shares.

The following Concert Parties of the Offeror have dealt for value in the relevant securities (as defined in Note 4 to Rule 22 of the Code) of PDL during the Relevant Period:

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 3,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 93,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 300,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 785,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 716,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 168,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 150,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 3,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 160,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 105,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 45,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 46,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 4,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 14,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 224,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 72,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 15,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 4,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 28,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 85,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 82,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 60,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 30,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 21,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 3.00 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 120,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 11,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 756,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 409,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 215,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 54,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 11,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 592,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 40,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 28,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 368,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 3,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 655,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 140,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 700,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 300,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 90,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 815,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 94,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 550,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 16,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 70,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 80,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 450,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 3,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 68,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 40,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 69,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 12,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 82,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 900,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 37,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 50,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 7,500 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 15,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 40,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,100,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 80,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 19,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 21,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.97 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 71,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 897,500 PDL Shares | 2.99 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 9,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 11,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 15,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 22,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 31,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,209,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,111,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 14,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 15,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 610,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 55,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 178,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.97 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 120,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 696,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.96 |
| PIEL | 8 January 2015 | Purchase for its own account | 926,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 11,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 11,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 4,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 61,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 194,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,362,000 PDL Shares | 2.99 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 897,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 150,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 15,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 12,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 58,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 150,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,144,000 PDL Shares | 3.00 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 22,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 23,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 478,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 79,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 34,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 138,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 696,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 293,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 16,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 71,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 150,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 310,000 PDL Shares | 2.97 |
| PIEL | 8 January 2015 | Purchase for its own account | 78,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 75,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 4,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 84,500 PDL Shares | 2.97 |
| PIEL | 8 January 2015 | Purchase for its own account | 3,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 714,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 28,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 400,000 PDL Shares | 2.99 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 3,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 4,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 289,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 6,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 9,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,421,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 121,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 14,500 PDL Shares | 2.98 |
| PIEL | 8 January 2015 | Purchase for its own account | 79,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 86,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 200,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 494,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 60,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 290,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,413,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 5,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 8,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 602,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 494,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 86,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,005,500 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 499,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 1,450,000 PDL Shares | 2.99 |
| PIEL | 8 January 2015 | Purchase for its own account | 388,500 PDL Shares | 2.99 |
| CLSA Limited | 8 January 2015 | Purchase (error trade) | 40,500 PDL Shares | 3.03 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|--------------|-------------------|-----------------------------------|---|--------------------------|
| CLSA Limited | 8 January 2015 | Sale (error trade) | 9,500 PDL Shares | 3.00 |
| CLSA Limited | 8 January 2015 | Sale (error trade) | 31,000 PDL Shares | 3.00 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 14,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 111,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 25,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 166,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 80,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 407,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 3,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 365,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 51,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 7,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 42,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 50,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 44,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 4,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 40,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 3,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 4,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 4,000 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 1,442,500 PDL Shares | 2.98 |
| PIEL | 9 January 2015 | Purchase for its own account | 400,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 748,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 5,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.97 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|------------------|-------------------|-----------------------------------|---|--------------------------|
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 16,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 7,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 21,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 41,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 35,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 29,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 24,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 12,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 7,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 6,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 10,500 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.97 |
| PIEL | 9 January 2015 | Purchase for its own account | 2,500 PDL Shares | 2.97 |
| Mr. Anthony Chan | 16 January 2015 | Purchase for his own account | 7,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 16 January 2015 | Purchase for his own account | 67,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 16 January 2015 | Purchase for his own account | 1,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 16 January 2015 | Purchase for his own account | 7,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 16 January 2015 | Purchase for his own account | 10,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 1,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 1,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 3,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 207,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 3,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 34,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 154,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 132,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 28,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 5,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 1,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 50,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 74,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 4,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 10,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 3,500 PDL Shares | 2.99 |

| <u>Party</u> | <u>Trade date</u> | <u>Description of transaction</u> | <u>Number and description of relevant securities of PDL</u> | <u>Price paid (HK\$)</u> |
|------------------|-------------------|-----------------------------------|---|--------------------------|
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 58,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 30,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 35,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 67,500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 72,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 20,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 19,000 PDL Shares | 2.99 |
| Mr. Anthony Chan | 19 January 2015 | Purchase for his own account | 500 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 30,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 500 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 40,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 55,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 3,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 19,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 20,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 1,500 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 1,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 100,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 12,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 2,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |
| PIEL | 19 January 2015 | Purchase for its own account | 10,000 PDL Shares | 2.99 |

Save for the above, no person identified in the section headed “Disclosure of Interests” above dealt in PDL Shares during the Relevant Period.

4. ARRANGEMENTS IN CONNECTION WITH THE OFFERS

As at the Latest Practicable Date:

- (a) there was no arrangement whereby any PDL Director would be given any benefit as compensation for loss of office or otherwise in connection with the Offers;
- (b) no agreement or arrangement existed between the Offeror and any person which relate to the circumstances in which the Offeror may or may not invoke or seek to invoke the Condition to its offer and the consequences of its doing so; and
- (c) there was no agreement, arrangement or understanding (including any compensation arrangement) between the Offeror or any Concert Party or any other person on the one hand, and any PDL Director, recent PDL Director, PDL Shareholder or recent PDL Shareholder on the other hand, having any connection with or conditional on or dependent upon the Offers.

5. MARKET PRICES

The table below shows the closing price per PDL Share as quoted on the Stock Exchange on (a) the Latest Practicable Date; (b) the Last Trading Date (being the last trading date immediately preceding the date of the Announcement); and (c) the last trading date at or before the end of each of the calendar months during the Relevant Period.

| Date | Closing price per PDL Share <i>HK\$</i> |
|------------------------------------|---|
| 31 July 2014 | 3.32 |
| 29 August 2014 | 3.22 |
| 30 September 2014 | 3.08 |
| 31 October 2014 | 2.69 |
| 28 November 2014 | 2.60 |
| Last Trading Date/19 December 2014 | 2.36 |
| 31 December 2014 | Suspended |
| Latest Practicable Date | 2.99 |

6. HIGHEST AND LOWEST SHARE PRICE

During the Relevant Period, the highest closing price of PDL Shares as quoted on the Stock Exchange was HK\$3.60 per PDL Share on 8 July 2014 and 9 July 2014, and the lowest closing price of PDL Shares as quoted on the Stock Exchange was HK\$2.36 per PDL Share on 19 December 2014.

7. EXPERTS AND CONSENTS

| Name | Qualification |
|----------|---|
| Somerley | A corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO. |

Somerley has given and has not withdrawn its written consent to the issue of the Offer Document with the inclusion in the Offer Document of its letter and/or references to its name in the form and context in which it is included.

8. MISCELLANEOUS

The registered office of the Offeror is at Jayla Place, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

Somerley is making the Offers for and on behalf of the Offeror. The address of Somerley is at 20th Floor, China Building, 29 Queen's Road Central, Hong Kong.

The share registrar and transfer office of PDL is Computershare whose address is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

As at the Latest Practicable Date, the Offeror had no agreement or understanding to transfer, charge or pledge any of the PDL Shares acquired pursuant to the Offers to any other persons.

The Offeror confirms that it does not intend that the payment of interest on, repayment of or security for any liability (contingent or otherwise) will depend to any significant extent on the business of the PDL Group.

In case of inconsistency, the English text of the Offer Document and the Forms of Acceptance shall prevail over the Chinese text.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection (i) during normal business hours (except public holidays) at the office of PDL at Suite 3310–11, Tower One, Times Square, 1 Matheson Street, Hong Kong; (ii) on the website of PDL at www.portsdesign.com; and (iii) on the website of the SFC at www.sfc.hk, from the date of the Offer Document until the end of the Offer Period:

- (1) the memorandum and articles of association of the Offeror;
- (2) the letter from Somerley, the text of which is set out on pages 10 to 21 of the Offer Document; and
- (3) the written consent as referred to in the section headed "Experts and Consents" in this Appendix.