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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of HKC (Holdings) Limited.*



**CREATOR HOLDINGS LIMITED**

**創達集團有限公司\***

*(Incorporated in the British Virgin Islands with limited liability)*



**HKC (HOLDINGS) LIMITED**

**香港建設(控股)有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 190)**

**(Warrant code: 1403)**

*(website: [www.hkcholdings.com](http://www.hkcholdings.com))*

**JOINT ANNOUNCEMENT IN RELATION TO  
COMPLETION OF THE SALE AND PURCHASE AGREEMENT  
AND  
DESPATCH OF THE COMPOSITE DOCUMENT**



**SOMERLEY CAPITAL LIMITED**

**COMPLETION OF THE SALE AND PURCHASE AGREEMENT**

Completion of the Sale and Purchase Agreement took place on 29 January 2015. Accordingly, pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror is required to make the Offers to acquire all the issued Shares and all outstanding Warrants (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and to cancel all the outstanding Share Options. Somerley will make the Offers on behalf of the Offeror in compliance with the Takeovers Code.

**DESPATCH OF THE COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document with the offeree response document in the Composite Document.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document shall be despatched to the Shareholders, Warrantholders and Optionholders as soon as practicable within 21 days of the date of the Joint Announcement as regards the Offers, which would be on or before 16 February 2015, or such later date as the Executive may approve. However, as additional time is required to finalise the information to be contained in the Composite Document, in particular the property valuation report(s) required under Rule 11.1(f) of the Takeovers Code covering properties in various provinces in the PRC, the Offeror has applied for consent to the Executive, and the Executive has indicated that it is minded to grant its consent, for an extension of the time limit for the despatch of the Composite Document from 16 February 2015 to 13 April 2015. It is currently expected that the Composite Document will be despatched to Shareholders, Warrantholders and Optionholders on or before 13 April 2015. Further announcement(s) in relation to the despatch of the Composite Document will be made as and when appropriate.

Reference is made to the joint announcement (the “**Joint Announcement**”) issued by the Offeror and the Company dated 26 January 2015 in relation to, among other things, the Sale and Purchase Agreement and the Offers. Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Joint Announcement.

## **COMPLETION OF THE SALE AND PURCHASE AGREEMENT**

Completion of the Sale and Purchase Agreement took place on 29 January 2015. Pursuant to the terms of the Sale and Purchase Agreement, a total of 1,590,135,289 Sale Shares and 318,027,057 Sale Warrants were transferred by the Vendors to the Offeror at the consideration of HK\$0.25 per Sale Share and HK\$0.08 per Sale Warrant, respectively. The aggregate consideration for the Sale Shares and the Sale Warrants of HK\$397,533,822.25 and HK\$25,442,164.56, respectively was fully paid by the Offeror.

Upon Completion, the aggregate shareholding of the Offeror, its ultimate beneficial owners and their respective concert parties in the Company has increased from 5,185,844,600 Shares (representing approximately 44.7% of the existing issued share capital of the Company on the date of the Joint Announcement) to 6,775,979,889 Shares (representing approximately 58.4% of the existing issued share capital of the Company on the Completion Date), and the Warrants held by them has also been increased from 682,542,231 Warrants to 1,000,569,288 Warrants. Accordingly, pursuant to Rules 26.1 and 13.5 of the Takeovers Code, the Offeror is required to make the Offers to acquire all the issued Shares and all outstanding Warrants (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and to cancel all the outstanding Share Options. Somerley will make the Offers on behalf of the Offeror in compliance with the Takeovers Code.

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By Order of the board of directors of  
**Creator Holdings Limited**  
**OEI Kang, Eric**  
*Director*

By Order of the Board  
**HKC (Holdings) Limited**  
**CHAN Kwok Fong, Joseph**  
*Executive Director*

Hong Kong, 29 January 2015

*As at the date of this joint announcement, the directors of the Offeror are Mr. OEI Kang, Eric and Mrs. OEI Valonia Lau.*

*As at the date of this joint announcement, the Board comprises nine directors, of which Mr. OEI Kang, Eric, Mr. CHAN Kwok Fong, Joseph, Mr. LEE Shiu Yee, Daniel and Mr. WONG Jake Leong, Sammy are executive directors; Mr. OEI Tjie Goan and Ms. YEN Teresa are non-executive directors; and Mr. CHUNG Cho Yee, Mico, Mr. CHENG Yuk Wo and Mr. Albert Thomas DA ROSA, Junior are independent non-executive directors.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the Offeror and parties acting in concert with it) in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.*

*\* For identification purposes only*