

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



PORTICO INTERNATIONAL HOLDINGS LTD

## **Portico International Holdings Limited**

**寶國國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 589)**

### **RESTORATION OF PUBLIC FLOAT MAJOR TRANSACTION UPDATE**

Reference is made to the joint announcement dated 11 March 2015 issued by Bluestone Global Holdings Limited (the “**Offeror**”) and Portico International Holdings Limited (the “**Company**”) in relation to the unconditional mandatory general cash offers to acquire all the issued shares of the Company (other than those already owned by the Offeror and parties acting in concert with it) and to cancel all the outstanding options of the Company (the “**Joint Announcement**”) and the announcements dated 23 March 2015 and 10 June 2015 issued by the Company in relation to the public float of the Company. Unless otherwise defined herein or the context otherwise requires, capitalised terms and expressions used in this announcement have the respective meanings given to them in the Joint Announcement.

#### **DISPOSAL OF SHARES**

The Company has been informed by the Offeror, a substantial shareholder of the Company, that on 25 July 2015, the Offeror disposed of the following shares in the Company (the “**Shares**”) at HK\$4.58 per Share, being the closing price of the Shares as quoted on the Stock Exchange on 24 July 2015 (the “**Disposals**”):

- (1) 25,500,000 Shares (representing approximately 4.60% of the issued share capital of the Company as of the date of this announcement) to an independent third party (the “**Independent Party**”);
- (2) 1,100,000 Shares (representing approximately 0.20% of the issued share capital of the Company as of the date of this announcement) to Mr. He Kun, a director of the Company; and
- (3) 220,000 Shares (representing approximately 0.04% of the issued share capital of the Company as of the date of this announcement) to an employee of the Company (the “**Employee**”).

\* *for identification purpose only*

To the best knowledge, information and belief of the Company's directors and having made all reasonable enquiries and based on the information provided by the Offeror, none of the Independent Party, its ultimate beneficial owners and the Employee is a core connected person (as defined in the Listing Rules) of the Company, and the Shares held by them shall be counted towards the public float of the Company.

## RESTORATION OF PUBLIC FLOAT

Immediately after completion of the Disposals (which is expected to take place on or around 4 August 2015), 138,896,603 Shares, representing approximately 25.05% of the issued share capital of the Company as at the date of this announcement, will be held by the public. Accordingly, subject to completion of the Disposals, the minimum public float of 25% as required under Rule 8.08(1)(a) of the Listing Rules will be restored.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company (i) immediately before completion of the Disposals; and (ii) immediately after completion of the Disposals:

Shareholders	Immediately before completion of the Disposals		Immediately after completion of the Disposals	
	<i>Number of Shares</i>	<i>Approximate shareholding %</i>	<i>Number of Shares</i>	<i>Approximate shareholding %</i>
Offeror	140,037,752	25.26	113,217,752	20.42
Concert Parties of the Offeror	301,239,137	54.33	302,339,137	54.53
Public Shareholders	<u>113,176,603</u>	<u>20.41</u>	<u>138,896,603</u>	<u>25.05</u>
Total:	<u><b>554,453,492</b></u>	<u><b>100</b></u>	<u><b>554,453,492</b></u>	<u><b>100</b></u>

## UPDATE ON THE MAJOR TRANSACTION IN RELATION TO DISPOSAL OF INTERESTS IN PORTS ASIA HOLDINGS (HONG KONG) LIMITED

Reference is made to the Company's announcement dated 1 June 2015 (the "Major Transaction Announcement") and the Company's circular dated 22 June 2015 (the "Major Transaction Circular") in relation to the disposal of interests in Ports Asia Holdings (Hong Kong) Limited.

The Company would like to update the status of the transactions as disclosed in the Major Transaction Announcement. Due to the recent stock market condition in China, the Company has agreed, following discussions with Oriental Fortune (as defined in the Major Transaction Announcement) on 28 July 2015, to assess the transactions contemplated in the Major Transaction Announcement and the Major Transaction Circular. The Company and Oriental Fortune are discussing the terms of the transactions and the feasibility of implementing the transactions in the current market conditions. Pending the

completion of those discussions, the transactions have been put on hold and will not proceed in accordance with the timetable contemplated in the Major Transaction Announcement and the Major Transaction Circular. Concurrently, management is reviewing other strategic options with an aim to maximising shareholders' value. The Company will make further announcements in relation to this matter, in accordance with the requirements of applicable law and the Listing Rules, to keep shareholders and potential investors informed of material developments. **In the meantime, shareholders and potential investors are advised to exercise caution when dealing in the Company's shares.**

By Order of the Board  
**Portico International Holdings Limited**  
**Alfred Chan**  
*Executive Director*

Hong Kong, 29 July 2015

As at the date of this announcement, the Company's directors are:

**Executive Directors:**

Mr. Alfred Chan  
Mr. Pierre Bourque  
Mr. He Kun

**Independent Non-executive Directors:**

Mr. Lin Tao  
Mr. Zheng Wanhe  
Mr. Antonio Gregorio