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GOLDIN PROPERTIES
高銀地產

GOLDIN PROPERTIES HOLDINGS LIMITED

高銀地產控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 283)

**ANNOUNCEMENT PURSUANT TO
RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Goldin Properties Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the announcement of the Company dated 17 March 2015, the announcements of the Company dated 26 March 2015, 21 April 2015, 21 May 2015, 19 June 2015, 17 July 2015, 17 August 2015, 17 September 2015 and 16 October 2015 issued pursuant to Rule 3.7 of the Takeovers Code and the announcements of the Company dated 21 April 2015, 21 May 2015, 4 June 2015, 17 July 2015, 30 July 2015, 17 September 2015, 28 September 2015 and 16 October 2015 pursuant to Rule 3.8 of the Takeovers Code (the “**Announcements**”) respectively in relation to, among other things, the Possible Privatisation. Capitalised terms used herein have the same meanings as those defined in the Announcements unless otherwise specified.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE

On 1 November 2015, certain share options granted by the Company under its share option schemes adopted in 2002 and 2012 entitling the holder thereof to subscribe for 731,088 new Shares lapsed in accordance with the terms thereof. As at the date of this announcement, there are 3,568,721,696 Shares in issue and outstanding share options granted under the Company’s share option schemes entitling the holders thereof to subscribe for 148,710,139 new Shares in aggregate. Save as aforesaid, there have been no other changes in the number of outstanding securities of the Company and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

DEALING DISCLOSURES

In accordance with Rule 22 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) and Mr. Pan are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

For the avoidance of doubt, the meaning of Executive as set out above has the meaning ascribed to it under the Takeovers Code, being the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director.

By order of the Board
Goldin Properties Holdings Limited
Chan Suk Yin
Company Secretary

Hong Kong, 2 November 2015

As at the date of this announcement, the Board comprises five executive Directors, being Mr. Pan Sutong (Chairman & Chief Executive Officer), Mr. Zhou Xiaojun, Mr. Ting Kwang Yuan, Edmond, Mr. Li Huamao and Ms. Chan Sau Yin, Anita Teresa, and three independent non-executive Directors, being Mr. Lai Chi Kin, Dr. Ng Lai Man, Carmen and Dr. Cheng Kwan Wai.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.