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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 3.7 OF THE TAKEOVERS CODE
REGARDING THE POSSIBLE PRIVATISATION**

This announcement is made by Goldin Properties Holdings Limited (the “**Company**”) pursuant to Rule 3.7 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, 16 October 2015 and 16 November 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, 16 October 2015, 2 November 2015 and 16 November 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 POSSIBLE PRIVATISATION

As disclosed in the Announcements, the Board has been informed by Mr. Pan, the chairman of the Board and the controlling shareholder of the Company, that he has been considering proposals from financial institutions about the Possible Privatisation. The Board wishes to announce that as informed by Mr. Pan, he has decided not to proceed with the Possible Privatisation. Accordingly, the offer period in relation to the Possible Privatisation, which commenced on 17 March 2015, is closed on 16 December 2015.

Pursuant to Rule 31.1 of the Takeovers Code, unless there is a material change of circumstances and with the consent of the Executive, Mr. Pan and parties acting in concert with him may not within six months from the date on which the offer period in relation to the Possible Privatisation is closed (i.e. 16 December 2015) either:

- (i) announce an offer or possible offer for the Company (including a partial offer which could result in Mr. Pan holding Shares carrying 30% or more of the voting rights of the Company); or
- (ii) acquire any voting rights of the Company if Mr. Pan or persons acting in concert with him would thereby become obliged under Rule 26 of the Takeovers Code to make an offer.

Trading in the Shares on The Stock Exchange of Hong Kong Limited has been halted with effect from 1:00 p.m. on Tuesday, 8 December 2015 pending the release by the Company of an announcement in relation to a notifiable transaction which contains potential inside information of the Company and it will remain suspended pending the release of such announcement.

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

Hong Kong, 16 December 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.