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DONGPENG HOLDINGS COMPANY LIMITED

東 鵬 控 股 股 份 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3386)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement (the “**Joint Announcement**”) dated 18 February 2016 jointly issued by Dongpeng Holdings Company Limited (the “**Company**”), Profit Strong Investments Limited and Max Glory Ltd. in relation to the pre-conditional proposal for the privatisation of the Company by way of a scheme of arrangement under section 86 of the Companies Law of the Cayman Islands. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Joint Announcement.

INDEPENDENT FINANCIAL ADVISER TO THE INDEPENDENT BOARD COMMITTEE

This announcement is made pursuant to Rule 2.1 of the Takeovers Code.

An Independent Board Committee, which comprises all the independent non-executive directors of the Company, namely Mr. YIN Hong, Ms. HSIEH H., Lily and Mr. WU Haibing, has been established by the Board to make a recommendation to the Independent Shareholders as to whether the terms of the Proposal, the Scheme and the Rollover Arrangement are, or are not, fair and reasonable and as to voting, and to the Optionholders as to its views on acceptance of the Option Offer.

On 4 March 2016, Somerley Capital Limited (a licensed corporation which is permitted to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong), has been appointed as the independent financial adviser of the Company (with the approval of the Independent Board Committee) to advise the Independent Board Committee in connection with the Proposal, the Scheme, the Rollover Arrangement and the Option Offer. The advice of the Independent Financial Adviser and the recommendation of the Independent Board Committee will be included in the Scheme Document to be despatched to the Shareholders and the Optionholders in due course.

WARNINGS:

Shareholders and potential investors should be aware that the implementation of the Proposal is subject to the Pre-Condition and the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the Board of
Dongpeng Holdings Company Limited
HE Xinming
Chairman

Hong Kong, 4 March 2016

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

Executive Directors:

Mr. HE Xinming

(Chairman)

Mr. CHEN Kunlie

Mr. BAO Jianyong

Non-executive Directors:

Mr. SU Sen

Mr. SUN Qian

Ms. SUN Limei

*Independent non-executive
Directors:*

Mr. YIN Hong

Ms. HSIEH H., Lily

Mr. WU Haibing

The directors of the Company 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.