

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.

This announcement appears for information purposes only and is not intended to and does not constitute, or form part of, any offer to acquire, purchase and subscribe for or an invitation to acquire, purchase or subscribe for any securities of the Joint Offerors or the Company nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Joint Offerors or the Company in any jurisdiction in contravention of applicable law.

Profit Strong Investments Limited

利堅投資有限公司

(Incorporated in the British Virgin Islands with limited liability)

Max Glory Ltd.

(Incorporated in the Cayman Islands with limited liability)



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)

JOINT ANNOUNCEMENT

**PROPOSAL FOR THE PRIVATISATION OF
DONGPENG HOLDINGS COMPANY LIMITED
BY THE JOINT OFFERORS
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES LAW)
AND
PROPOSED WITHDRAWAL OF LISTING**

EXTENSION OF TIME FOR DESPATCH OF SCHEME DOCUMENT

The Joint Offerors have applied to the Executive and the Executive is minded to grant consent to an extension of the time limit for the despatch of the Scheme Document from 1 April 2016 to 19 May 2016.

A detailed timetable for the Proposal will be set out in the Scheme Document and in the announcement to be made by the Joint Offerors and the Company upon the despatch of the Scheme Document.

Shareholders and potential investors should be aware that the implementation of the Proposal is subject to 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.

INTRODUCTION

Reference is made to (i) the joint announcement dated 18 February 2016 (the “**Joint Announcement**”) jointly issued by Dongpeng Holdings Company Limited (the “**Company**”), Profit Strong Investments Limited (利堅投資有限公司) (“**Profit Strong**”) and Max Glory Ltd. (“**Max Glory**”) 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; (ii) the joint announcement dated 9 March 2016 (the “**Extension Announcement**”) jointly issued by the Company, Profit Strong and Max Glory in relation to the extension of time for despatch of Scheme Document; (iii) the joint announcement dated 29 March 2016 (the “**Pre-Condition Satisfaction Announcement**”) jointly issued by the Company, Profit Strong and Max Glory in relation to the satisfaction of the Pre-Condition to the making of the Proposal and the implementation of the Scheme; and (iv) the joint announcement dated 30 March 2016 jointly issued by the Company, Profit Strong and Max Glory in relation to the irrevocable undertakings received by the Joint Offerors.

Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Joint Announcement.

EXTENSION OF THE TIME FOR DESPATCH OF THE SCHEME DOCUMENT

As stated in the Extension Announcement and the Pre-Condition Satisfaction Announcement, the Joint Offerors have applied to the Executive and the Executive has granted consent to extending the latest time for the despatch of the Scheme Document to within seven days after fulfilment of the Pre-Condition or 23 August 2016 (i.e. the seventh day after the Pre-Condition Long Stop Date), whichever is earlier. The Pre-Condition was satisfied on 25 March 2016. Accordingly, the Scheme Document should be despatched to the Shareholders on or before 1 April 2016 (i.e. the seventh day after fulfilment of the Pre-Condition).

As further stated in the Joint Announcement, the Proposal and the Scheme will only become effective if, among other conditions, the Scheme is approved at the Court Meeting. A court hearing is required for the Grand Court to issue its directions for convening the Court Meeting. Under normal circumstances, it takes one or two weeks to file petition and summons for directions with the Grand Court and further two or three weeks for the Grand Court to issue its directions for convening the Court Meeting. As the court hearing is subject to court availability and more time is required to accommodate the timetable of the Grand Court, the Joint Offerors have applied to the Executive and the Executive is minded to grant consent to an extension of the time limit for the despatch of the Scheme Document from 1 April 2016 to 19 May 2016.

A detailed timetable for the Proposal will be set out in the Scheme Document and in the announcement to be made upon despatch of the Scheme Document.

WARNINGS:

Shareholders and potential investors should be aware that the implementation of the Proposal is subject to 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
Profit Strong Investments Limited
HE Xinming
Director

By Order of the Board of
Max Glory Ltd.
Kok Wai Yee
Director

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

Hong Kong, 1 April 2016

As at the Date of this announcement, the sole director of Profit Strong is Mr. HE Xinming.

The sole director of Profit Strong accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and the Sequoia Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Sequoia Group) 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.

As at the date of this announcement, the sole director of Max Glory is Ms. Kok Wai Yee.

The sole director of Max Glory accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and the Profit Strong Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Profit Strong Group) 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.

As at the date of this announcement, the general partner of Sequoia RMB SP Fund is 北京紅杉坤德投資管理中心(有限合夥). The general partner of 北京紅杉坤德投資管理中心(有限合夥) is 上海恒遠投資管理有限公司. The sole director of 上海恒遠投資管理有限公司 is Mr. ZHOU Kui.

The sole director of 上海恒遠投資管理有限公司 accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group and the Profit Strong Group) and confirms, having made all reasonable enquiries, that to the best of its knowledge, opinions expressed in this announcement (other than those expressed by the Group and the Profit Strong Group) 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.

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

<i>Executive Directors:</i>	<i>Non-executive Directors:</i>	<i>Independent non-executive Directors:</i>
<i>Mr. HE Xinming (Chairman)</i>	<i>Mr. SU Sen</i>	<i>Mr. YIN Hong</i>
<i>Mr. CHEN Kunlie</i>	<i>Mr. SUN Qian</i>	<i>Ms. HSIEH H., Lily</i>
<i>Mr. BAO Jianyong</i>	<i>Ms. SUN Limei</i>	<i>Mr. WU Haibing</i>

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Profit Strong Group and the Sequoia Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Profit Strong Group and the Sequoia Group) 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.