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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)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE IN RESPECT OF THE PROPOSED PRIVATISATION OF THE COMPANY BY THE JOINT OFFERORS BY WAY OF A SCHEME OF ARRANGEMENT

UPDATE OF NUMBER OF RELEVANT SECURITIES

Reference is made to 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, and the announcement date 1 April 2016 issued by the Company in relation to the update of number of relevant securities. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Joint Announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES

This announcement is made pursuant to Rule 3.8 of the Takeovers Code.

The Board announces that on 6 April 2016, the Company issued 4,625,000 Shares to certain Optionholders (comprising HE Xinming, CHEN Kunlie, the Senior Management Shareholders and LIANG Huicai) pursuant to the exercise of outstanding Share Options granted to them under the Pre-IPO Share Option Scheme with an exercise price of HK\$0.01 per Share.

As a result, the issued share capital of the Company has been increased from 1,263,452,800 Shares as at 18 February 2016 to 1,268,077,800 Shares as at the date of this announcement, and the number of outstanding Share Options granted under the Pre-IPO Share Option Scheme has been reduced from 15,750,000 as at 1 April 2016 to 11,125,000 as at the date of this announcement. All the 11,125,000 outstanding Share Options will only vest on 1 April 2017 subject to the fulfilment of certain conditions set out in the Pre-IPO Share Option Scheme.

In accordance with Rule 3.8 of the Takeovers Code, associates of the Company, Profit Strong and Max Glory (including persons holding 5% or more of a class of relevant securities of the Company, Profit Strong or Max Glory) are reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

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
Dongpeng Holdings Company Limited
HE Xinming
Chairman

Hong Kong, 6 April 2016

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 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.