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SILVER STARLIGHT LIMITED

GOLDIN PROPERTIES HOLDINGS LIMITED

高銀地產控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Incorporated in Hong Kong with limited liability)

(Stock Code: 283)

JOINT ANNOUNCEMENT

RELATING TO PRIVATISATION OF GOLDIN PROPERTIES HOLDINGS LIMITED —

(1) DESPATCH OF COMPULSORY ACQUISITION NOTICES;

AND

(2) CLOSURE OF REGISTER OF MEMBERS

**Financial Adviser to
Silver Starlight Limited**


Optima Capital Limited

**Financial Adviser to
Goldin Properties Holdings Limited**


**GOLDIN FINANCIAL LIMITED
高銀融資有限公司**

COMPULSORY ACQUISITION

On 15 June 2017, the Offeror despatched the Compulsory Acquisition Notices to the Remaining Minority Shareholders.

Subject to there being no Objection Application filed with the Court within the Objection Period, the Compulsory Acquisition is expected to be completed on 17 August 2017.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to facilitate payment of Compulsory Acquisition Consideration, the register of members of the Company will be closed from Thursday, 10 August 2017 to Tuesday, 15 August 2017 (both days inclusive). Remaining Minority Shareholders (or, as the case may be, Successors in Title) whose names appear on the register of members of the Company on Tuesday, 15 August 2017 will be entitled to Compulsory Acquisition Consideration. Any transfers of shares must be lodged with the Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration and accompanied by relevant share certificates not later than 4:30 p.m. on Wednesday, 9 August 2017.

INTRODUCTION

References are made to (i) the joint announcement dated 29 March 2017 issued by Silver Starlight Limited (the "**Offeror**") and Goldin Properties Holdings Limited (the "**Company**") in respect of, among other things, the voluntary conditional cash offer by Optima Capital Limited ("**Optima Capital**") on behalf of the Offeror to acquire all the Offer Shares and to cancel all the outstanding Options (the "**Offers**"); (ii) the composite offer and response document dated 19 April 2017 issued by the Offeror and the Company (the "**Composite Document**"); (iii) the joint announcement dated 10 May 2017 issued by the Offeror and the Company in respect of, among other things, the Offers having become unconditional in all respects; and (iv) the joint announcement dated 25 May 2017 issued by the Offeror and the Company in respect of, among other things, close of the Offers and the results of the Offers (the "**Final Closing Announcement**").

Unless the context requires otherwise, capitalised terms used in this joint announcement shall have the same meanings as defined in the Composite Document and the Final Closing Announcement and all references to times and dates contained in this joint announcement are to Hong Kong times and dates.

COMPULSORY ACQUISITION OF SHARES

Despatch of Compulsory Acquisition Notices

As disclosed in the Final Closing Announcement, the Offeror has received valid acceptances in respect of not less than 90% of the Offer Shares and not less than 90% of the Disinterested Shares within the Compulsory Acquisition Entitlement Period, and the Offeror will privatise the Company by exercising its rights under the Companies Ordinance and pursuant to Rule 2.11 of the Takeovers Code to compulsorily acquire the Remaining Offer Shares at the Offer Price (being HK\$9.0 for each Remaining Offer Share).

On 15 June 2017, the Offeror despatched the Compulsory Acquisition Notices in the required form under the Companies Ordinance to holders of Remaining Offer Shares whose names appeared on the register of members of the Company on 15 June 2017 (the "**Remaining Minority Shareholders**").

By virtue of giving the Compulsory Acquisition Notices to Remaining Minority Shareholders, the Offeror is entitled and bound to acquire a Remaining Minority Shareholder's Remaining Offer Shares (or its/her/his successor in title, whose name appears on the register of members of the Company on Tuesday, 15 August 2017 (the "**Successor(s) in Title**")) at HK\$9.0 per Remaining Offer Share (the "**Compulsory Acquisition Consideration**") on 15 August 2017,

unless such Remaining Minority Shareholder has applied to the High Court of Hong Kong (the “**Court**”) within two months from the date on which the Compulsory Acquisition Notices are despatched (the “**Objection Period**”) for an order that the Offeror is not entitled and bound to acquire those shares (the “**Objection Application**”).

Unless the Court has, in respect of an Objection Application, ordered to the contrary on or about Tuesday, 15 August 2017 (or if an Objection Application is pending at the end of the Objection Period, as soon as practicable after the Objection Application has been disposed of), instrument of transfers for the Remaining Offer Shares will be executed by a person appointed by the Offeror on behalf of the relevant Remaining Minority Shareholder (or, as the case may be, the Successor in Title) and on behalf of the Offeror and delivered to the Company along with the Compulsory Acquisition Consideration (net of seller’s ad valorem stamp duty) in respect of such Shares. Once an instrument of transfer has been duly stamped, the Company shall register the Offeror as the holder of the Remaining Offer Share(s) to which the instrument of transfer relates. Subject to there being no Objection Application filed with the Court within the Objection Period, the Compulsory Acquisition is expected to be completed on 17 August 2017.

Payment of Compulsory Acquisition Consideration

Remaining Minority Shareholders (or, as the case may be, their Successors in Title) should note that they will not receive the Compulsory Acquisition Consideration (which sum shall be payable net of seller’s ad valorem stamp duty) for the Remaining Offer Shares until after the completion of the Compulsory Acquisition. The Compulsory Acquisition Consideration (net of seller’s ad valorem stamp duty) due to Remaining Minority Shareholders (or, as the case may be, their Successors in Title) will be paid by the Offeror to the Company rather than directly to the Remaining Minority Shareholders (or, as the case may be, their Successors in Title) and the Company shall hold such sum in a separate bank account until such time when the said amount has been paid by the Company to the Remaining Minority Shareholders (or, as the case may be, their Successors in Title) in full in accordance with statutory procedures, or as otherwise permitted by the Companies Ordinance.

Further letter(s) will be despatched to the Remaining Minority Shareholders (or, as the case may be, their Successors in Title) in relation to the procedure to claim the Compulsory Acquisition Consideration in due course.

Remaining Minority Shareholders and/or their Successors in Title who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. Remaining Minority Shareholders who are in doubt as to their rights and obligations under the Companies Ordinance and/or the Takeovers Code in respect of the Compulsory Acquisition should consult a solicitor or other professional adviser qualified to advise on matters of Hong Kong law.

CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to facilitate payment of Compulsory Acquisition Consideration, the register of members of the Company will be closed from Thursday, 10 August 2017 to Tuesday, 15 August 2017 (both days inclusive) and all transfers of shares accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 August 2017.

All the Remaining Offer Shares held by the Remaining Minority Shareholders (or, as the case may be, their Successors in Title) are expected to be compulsorily acquired by the Offeror on Tuesday, 15 August 2017, assuming that no Objection Application has by then been made to the Court for an order to the contrary. Therefore, any person who in the meantime acquires Remaining Offer Shares from a Remaining Minority Shareholder will not be registered as a shareholder of the Company after Tuesday, 15 August 2017 unless the transfer of Shares and the relevant share certificates are lodged with the Company's Registrar before 4:30 p.m. on Wednesday, 9 August 2017.

SUSPENSION OF TRADING AND WITHDRAWAL OF LISTING OF THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 26 May 2017 and will remain suspended up to the date of withdrawal of listing of the Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules.

Announcement(s) will be made to inform the public about the progress and/or completion of the Compulsory Acquisition and the withdrawal of listing of the Shares from the Stock Exchange as and when appropriate.

By order of the sole director
Silver Starlight Limited
Pan Sutong
Director

By order of the Board
Goldin Properties Holdings Limited
Pan Sutong
Chairman

Hong Kong, 15 June 2017

As at the date of this joint announcement, the sole director of the Offeror is Mr. Pan.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

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

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

The English text of this joint announcement shall prevail over its Chinese text.