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**C.P. Holding (BVI)  
Investment Company Limited**  
*(Incorporated in the British Virgin  
Islands with limited liability)*

**C.P. Lotus Corporation**  
**卜蜂蓮花有限公司**  
*(Incorporated in the Cayman Islands  
with limited liability)*  
**(Stock Code: 00121)**

## **JOINT ANNOUNCEMENT**

**(1) PROPOSED PRIVATISATION OF C.P. LOTUS CORPORATION  
BY C.P. HOLDING (BVI) INVESTMENT COMPANY LIMITED  
BY WAY OF TWO SCHEMES OF ARRANGEMENT  
(BOTH UNDER SECTION 86 OF THE COMPANIES LAW  
OF THE CAYMAN ISLANDS)**

**AND**

**(2) PROPOSED WITHDRAWAL OF LISTING**

## **DESPATCH OF SCHEME DOCUMENT**

**Financial Adviser to C.P. Holding (BVI) Investment Company Limited**



**SOMERLEY CAPITAL LIMITED**

**Independent Financial Adviser to the Independent Board Committee**

**ABLE CAPITAL  
PARTNERS**

## **INTRODUCTION**

References are made to (i) the joint announcement issued by C.P. Lotus Corporation (the “**Company**”) and C.P. Holding (BVI) Investment Company Limited (the “**Offeror**”) dated 18 June 2019 in relation to the proposed privatisation of the Company by the Offeror by way of two schemes of arrangement (both under section 86 of the Companies Law of the Cayman Islands) and proposed withdrawal of listing of the Company (the “**Proposal**”); (ii) the announcement issued by the Company dated 5 July 2019 in relation to the establishment of independent board committee and the appointment of independent financial adviser; (iii) the monthly update announcements jointly issued by the Offeror and the Company dated 18 July 2019 and 19 August 2019; (iv) the announcement dated 29 August 2019 in relation to further delay in despatch of the scheme document in relation to the Proposal (the “**Scheme Document**”); and (v) the Scheme Document dated 11 September 2019 jointly issued by the Company and the Offeror. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

## **DESPATCH OF THE SCHEME DOCUMENT**

The Scheme Document together with the respective notices of the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM to be held on Friday, 4 October 2019 and the relevant proxy forms are despatched to Shareholders on Wednesday, 11 September 2019.

The Scheme Document contains, among other things, further details of the Proposal, the Ordinary Share Scheme and the CPS Scheme, the expected timetable, the explanatory statement of the Ordinary Share Scheme and the CPS Scheme, general information regarding the Company and the Offeror, the letters from the Board, the Independent Board Committee and the Independent Financial Adviser, and a notice of each of the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM.

## **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee comprising Mr. Viroj Sangsrit, Mr. Songkitti Jaggabatar, Mr. Itthaporn Subhawong, Mr. Prasobsook Boondech and Mr. Cheng Yuk Wo has been established by the Board to make a recommendation to the Independent Ordinary Shareholders and the Independent CPS Holders as to whether the terms of the Proposal, the Ordinary Share Scheme and the CPS Scheme are fair and reasonable and as to voting.

Able Capital Partners Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal, the Ordinary Share Scheme and the CPS Scheme.

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Proposal (including the Ordinary Share Cancellation Price and the CPS Cancellation Price) are fair and reasonable so far as the Independent Ordinary Shareholders and the Independent CPS Holders are concerned, and accordingly, it has advised the Independent Board Committee to recommend the Independent Ordinary Shareholders and the Independent CPS Holders to vote in favour of the relevant resolutions to be proposed at the respective Court Meetings and the EGMs to approve and implement the Proposal.

The Independent Board Committee, having been so advised, considers that, the terms of the Proposal are fair and reasonable so far as the Independent Ordinary Shareholders and the Independent CPS Holders are concerned. Accordingly, the Independent Board Committee recommends the Independent Ordinary Shareholders and the Independent CPS Holders to vote in favour of the relevant resolutions to be proposed at the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM to approve the Proposal, the Ordinary Share Scheme and the CPS Scheme.

Shareholders are urged to read and consider carefully the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in relation to the Proposal, the Ordinary Share Scheme and the CPS Scheme as set out in the letters from the Independent Board Committee and the Independent Financial Adviser as contained in the Scheme Document.

### **ORDINARY SHARE COURT MEETING, CPS COURT MEETING, ORDINARY SHARE EGM AND CPS EGM**

The Ordinary Share Court Meeting and the Ordinary Share EGM are scheduled to be held at 9:30 a.m. and 10:30 a.m. (or as soon as practicable after the conclusion or adjournment of the Ordinary Share Court Meeting convened on the same day and place), respectively, on Friday, 4 October 2019 at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

The CPS Court Meeting and the CPS EGM are scheduled to be held at 11:30 a.m. and 12:30 p.m. (or as soon as practicable after the conclusion or adjournment of the CPS Court Meeting convened on the same day and place), respectively, on Friday, 4 October 2019 at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

In accordance with the directions of the Grand Court, the Ordinary Share Court Meeting and the CPS Court Meeting will be held for the purpose of considering and, if thought fit, passing a resolution to approve the Ordinary Share Scheme and the CPS Scheme respectively (with or without modifications).

The Ordinary Share EGM will be held for the purpose of considering and if thought fit passing (i) the special resolution by the Ordinary Shareholders to approve and give effect to the reduction of the number of issued Ordinary Shares in the share capital of the Company by cancelling and extinguishing the Scheme Ordinary Shares; (ii) the special resolution by the Ordinary Shareholders to approve and give effect to the reduction of the number of CPS in the share capital of the Company by cancelling and extinguishing the Scheme CPS; (iii) the special resolution by the Ordinary Shareholders to approve the withdrawal of the listing of the Ordinary Shares on the Stock Exchange upon the Ordinary Share Scheme becoming effective; (iv) the ordinary resolution by the Ordinary Shareholders to immediately thereafter increase the number of issued Ordinary Shares in the share capital of the Company to the amount prior to the cancellation of the Scheme Ordinary Shares and apply the reserve created as a result of the aforesaid cancellation of the Scheme Ordinary Shares to pay up in full at par such number of new Ordinary Shares as is equal to the number of Scheme Ordinary Shares cancelled as a result of the Ordinary Share Scheme, credited as fully paid, for issuance to the Offeror; and (v) the ordinary resolution by the Ordinary Shareholders to immediately thereafter increase the number of issued CPS in the share capital of the Company to the amount prior to the cancellation of the Scheme CPS and apply the reserve created as a result of the aforesaid cancellation of the Scheme CPS to pay up in full at par such number of new CPS as is equal to the number of Scheme CPS cancelled as a result of the CPS Scheme, credited as fully paid, for issuance to the Offeror.

The CPS EGM will be held for the purpose of considering and if thought fit passing (i) the special resolution by the CPS Holders to approve and give effect to the reduction of the number of issued CPS in the share capital of the Company by cancelling and extinguishing the Scheme CPS; and (ii) the ordinary resolution by the CPS Holders to immediately thereafter increase the number of issued CPS in the share capital of the Company to the amount prior to the cancellation of the Scheme CPS and apply the reserve created as a result of the aforesaid cancellation of the Scheme CPS to pay up in full at par such number of new CPS as is equal to the number of Scheme CPS cancelled as a result of the CPS Scheme, credited as fully paid, for issuance to the Offeror.

Notices of the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM are also contained in the Scheme Document.

An announcement will be made by the Company and the Offeror in relation to the results of the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM in accordance with Rule 19.1 of the Takeovers Code to the extent applicable and the relevant Listing Rules.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of Independent Ordinary Shareholders and the Independent CPS Holders to attend and vote at the Ordinary Share Court Meeting and the CPS Court Meeting respectively, and of the Ordinary Shareholders and the CPS Holders to attend and vote at the Ordinary Share EGM and the CPS EGM respectively, the register of members of the Company will be closed from Monday, 30 September 2019 to Friday, 4 October 2019 (both days inclusive) (or such other dates as the Shareholders may be notified by way of an announcement), and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Ordinary Share Court Meeting, the CPS Court Meeting, the Ordinary Share EGM and the CPS EGM, all transfers accompanied by the relevant share certificates must be lodged with Tricor Progressive Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Friday, 27 September 2019.

## **CONDITIONS OF THE PROPOSAL, THE ORDINARY SHARE SCHEME AND THE CPS SCHEME**

Shareholders and potential investors of the Company should be aware that the Proposal is conditional upon the fulfillment or waiver, as applicable, of the Ordinary Share Scheme Conditions and/or the CPS Scheme Conditions as described in the explanatory statement set out in Part VII of the Scheme Document, and that the implementation of the Ordinary Share Scheme is not conditional on the implementation of the CPS Scheme but the CPS Scheme will only be implemented upon the Ordinary Share Scheme becoming unconditional.

All the Ordinary Share Scheme Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Grand Court may direct), failing which the Proposal, the Ordinary Share Scheme and the CPS Scheme will not proceed and will lapse. All the CPS Scheme Conditions will have to be fulfilled or waived, as applicable, on or before the Long Stop Date (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Executive may consent and the Grand Court may direct), failing which the CPS Scheme will not proceed and will lapse, and only the Ordinary Share Scheme will be implemented if the Ordinary Share Scheme Conditions have been fulfilled or waived, as applicable. Further announcements on any changes regarding the timetable of the Ordinary Share Scheme and the CPS Scheme will be made as and when necessary.

**EXPECTED TIMETABLE**

The expected timetable for the Proposal, the Ordinary Share Scheme and the CPS Scheme is as follows:

**Hong Kong Time**  
*(unless otherwise specified)*

Date of despatch of the Scheme  
Document ..... Wednesday, 11 September 2019

Latest time for lodging transfers of  
Ordinary Shares in order to become  
entitled to vote at the Ordinary Share  
Court Meeting and the Ordinary Share  
EGM ..... 4:30 p.m. on Friday,  
27 September 2019

Latest time for lodging transfers of CPS in  
order to become entitled to vote at the  
CPS Court Meeting and the CPS EGM ..... 4:30 p.m. on Friday,  
27 September 2019

Register of members of the Company in  
respect of the Ordinary Shares closed for  
determining the entitlement of  
Independent Ordinary Shareholders to  
attend and vote at the Ordinary Share  
Court Meeting and the entitlement of the  
Ordinary Shareholders to attend and vote  
at the Ordinary Share EGM (*Note 1*) ..... Monday, 30 September 2019 to  
Friday, 4 October 2019  
(both dates inclusive)

Register of members of the Company in  
respect of the CPS closed for  
determining the entitlement of  
Independent CPS Holders to attend and  
vote at the CPS Court Meeting and the  
entitlement of the CPS Holders to attend  
and vote at the CPS EGM (*Note 1*)..... Monday, 30 September 2019 to  
Friday, 4 October 2019  
(both dates inclusive)

Latest time for lodging the **pink** forms of proxy in respect of the Ordinary Share Court Meeting (*Note 2*) ..... 9:30 a.m. on Wednesday, 2 October 2019

Latest time for lodging the **white** form of proxy in respect of the Ordinary Share EGM (*Note 2*) ..... 10:30 a.m. on Wednesday, 2 October 2019

Latest time for lodging the **green** forms of proxy in respect of the CPS Court Meeting (*Note 2*) ..... 11:30 a.m. on Wednesday, 2 October 2019

Latest time for lodging the **yellow** form of proxy in respect of the CPS EGM (*Note 2*) ..... 12:30 p.m. on Wednesday, 2 October 2019

Meeting Record Date ..... Friday, 4 October 2019

Ordinary Share Court Meeting (*Note 3*) ..... 9:30 a.m. on Friday, 4 October 2019

Ordinary Share EGM (*Note 3*) ..... 10:30 a.m. on Friday, 4 October 2019  
(or so soon as after the Ordinary Share Court Meeting shall have been concluded or adjourned)

CPS Court Meeting (*Note 3*) ..... 11:30 a.m. on Friday, 4 October 2019

CPS EGM (*Note 3*) ..... 12:30 p.m. on Friday, 4 October 2019  
(or so soon as after the CPS Court Meeting shall have been concluded or adjourned)

Announcement of the results of the Ordinary Share Court Meeting and the Ordinary Share EGM ..... not later than 7:00 p.m. on Friday, 4 October 2019



Announcement of the results of the CPS  
 Court Meeting and the CPS EGM ..... not later than 7:00 p.m. on  
 Friday, 4 October 2019

Expected last day for trading in the  
 Ordinary Shares on the Stock Exchange ..... Tuesday, 8 October 2019

Latest time for lodging transfers of  
 Ordinary Shares in order to qualify for  
 entitlements under the Ordinary Share  
 Scheme ..... 4:30 p.m. on Friday,  
 11 October 2019

Latest time for lodging transfers of CPS in  
 order to qualify for entitlements under  
 the CPS Scheme..... 4:30 p.m. on Friday,  
 11 October 2019

Register of members of the Company in  
 respect of the Ordinary Shares closed for  
 determining entitlements to qualify under  
 the Ordinary Share Scheme (*Note 4*) ..... from Monday,  
 14 October 2019 onwards

Register of members of the Company in  
 respect of the CPS closed for  
 determining entitlements to qualify under  
 the CPS Scheme (*Note 4*) ..... from Monday,  
 14 October 2019 onwards

Scheme Ordinary Share Record Date and  
 Scheme CPS Record Date ..... Monday, 14 October 2019

Court hearing of the petition to sanction  
 the Ordinary Share Scheme and to  
 confirm the reduction of the number of  
 issued Ordinary Shares ..... Tuesday, 22 October 2019  
 (**Cayman Islands time**)

Court hearing of the petition to sanction  
 the CPS Scheme and to confirm the  
 reduction of the number of issued CPS. .... Tuesday, 22 October 2019  
 (**Cayman Islands time**)



Announcement of the result of the Court Hearing, the expected Effective Date and the expected date of withdrawal of listing of the Ordinary Shares on the Stock Exchange ..... Thursday, 24 October 2019

Effective Date (*Note 5*)..... Thursday, 24 October 2019  
(Cayman Islands time)

Announcement of the Effective Date and the withdrawal of listing of the Ordinary Shares on the Stock Exchange ..... Friday, 25 October 2019

Expected withdrawal of listing of the Ordinary Shares on the Stock Exchange becomes effective (*Note 6*)..... 4:00 p.m. on Monday, 28 October 2019

Cheques for cash entitlements under the Scheme to be despatched (*Note 7*) ..... on or before Monday, 4 November 2019

**Ordinary Shareholders and CPS Holders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

- 1. The register of members of the Company will be closed during such period for the purposes of determining the entitlement of the Independent Ordinary Shareholders and the Independent CPS Holders (as the case may be) to attend and vote at the relevant Court Meeting and the entitlement of the Ordinary Shareholders and the CPS Holders (as the case may be) to attend and vote at the relevant EGM. This book close period is not for determining entitlements under the Proposal.
- 2. Forms of proxy should be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Progressive Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than the respective times and dates stated above or, in the case of the relevant forms of proxy for use at the relevant Court Meetings, they may be handed to the chairman of the relevant Court Meeting (who shall have absolute discretion whether or not to accept it). Completion and return of the relevant form of proxy for the relevant Court Meeting or the relevant EGM will not preclude an Independent Ordinary Shareholder or Ordinary Shareholder or an Independent CPS Holder or CPS Holder (as the case may be), from attending the relevant meeting and voting in person. In such event, the relevant form of proxy returned will be deemed to have been revoked.

3. Please see the notice of the Ordinary Share Court Meeting set out in Appendix IV to the Scheme Document and the notice of the Ordinary Share EGM set out in Appendix V to the Scheme Document. Please see the notice of the CPS Court Meeting set out in Appendix VII to the Scheme Document and the notice of the CPS EGM set out in Appendix VIII to the Scheme Document.
4. The register will be closed as from such date and on such date for the purpose of determining the Independent Ordinary Shareholders and the Independent CPS holders (as the case may be) who are qualified for entitlement under the Scheme.
5. When all the Ordinary Share Scheme Conditions are satisfied or waived (as applicable), the Ordinary Share Scheme may be delivered to the Registrar of Companies in the Cayman Islands at which point it will become effective and binding on the Offeror, the Company and all the Scheme Ordinary Shareholders. When all the CPS Scheme Conditions are satisfied or waived (as applicable), the CPS Scheme may be delivered to the Registrar of Companies in the Cayman Islands at which point it will become effective and binding on the Offeror, the Company and all the Scheme CPS Holders. The Effective Date would be earlier than the date of announcement of the Effective Date and the withdrawal of listing of the Ordinary Shares on the Stock Exchange.
6. If all the Ordinary Share Scheme Conditions are fulfilled (or waived as applicable), the Offeror will implement the Ordinary Share Scheme to cancel the Scheme Ordinary Shares and the Company will apply to the Stock Exchange for the withdrawal of listing of the Ordinary Shares on the Stock Exchange.
7. Cheques for the cash entitlements to the Scheme Ordinary Shareholders and the Scheme CPS Holders will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company on or before Monday, 4 November 2019.

**WARNING: Shareholders and/or potential investors of the Company should be aware that the implementation of the Proposal will only become effective upon all the Ordinary Share Scheme Conditions and/or the CPS Scheme Conditions being fulfilled or waived (as applicable) and thus the Ordinary Share Scheme and/or the CPS Scheme may or may not become effective. Shareholders and/or potential investors of the Company 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  
**C.P. Holding (BVI) Investment  
Company Limited**  
**Thirayut Phitya-Isarakul**  
*Director*

By Order of the Board of  
**C.P. Lotus Corporation**  
**Umroong Sanphasitvong**  
*Director*

Hong Kong, 11 September 2019

*As at the date of this joint announcement, the directors of C.P. Holding (BVI) are Mr. Dhanin Chearavanont, Mr. Sumet Jiaravanon, Mr. Min Tieworn, Mr. Thirayut Phitya-Isarakul and Mr. Veeravat Kanchanadul.*

*The directors of C.P. Holding (BVI) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Company) 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 directors of Charoen Pokphand Group, the ultimate parent company of C.P. Holding (BVI), are Mr. Jaran Chiaravanont, Mr. Sumet Jiaravanon, Mr. Montri Jiaravanont, Mr. Dhanin Chearavanont, Mr. Soopakij Chearavanont, Mr. Suphachai Chearavanont, Mr. Wanlop Chiaravanont, Mr. Prasert Poongkumarn, Mr. Min Tieworn, Mr. Phongthep Chiaravanont and Mr. Chingchai Lohawatanakul.*

*The directors of Charoen Pokphand Group jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Company) 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 directors of the Company are:

*Executive directors:*

*Mr. Soopakij Chearavanont (Chairman)  
Mr. Li Wen Hai (Executive Chairman)  
Mr. Narong Chearavanont (Vice Chairman)  
Mr. Michael Ross (Vice Chairman)  
Mr. Yang Xiaoping (Vice Chairman)  
Mr. Meth Jiaravanont  
Mr. Suphachai Chearavanont  
Mr. Umroong Sanphasitvong*

*Independent non-executive directors:*

*Mr. Viroj Sangsnit  
Mr. Songkitti Jaggabatara  
Mr. Itthaporn Subhawong  
Mr. Prasobsook Boondech  
Mr. Cheng Yuk Wo*

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