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**C.P. Lotus Corporation**

卜 蜂 蓮 花 有 限 公 司

**C.P. Holding (BVI) Investment Company Limited**

*(Incorporated in the British Virgin Islands with limited liability)*

*(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)**

**(2) PROPOSED WITHDRAWAL OF LISTING**

**RESULTS OF COURT MEETINGS AND EGMS**

**AND**

**CLOSURE OF REGISTER OF MEMBERS**

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



**SOMERLEY CAPITAL LIMITED**

## **RESULTS OF COURT MEETINGS AND EGMS**

### **The Court Meetings**

On Friday, 4 October 2019, at the Ordinary Share Court Meeting, the resolution to approve the Ordinary Share Scheme was approved by the Independent Ordinary Shareholders present and voting either in person or by proxy at the Ordinary Share Court Meeting.

On Friday, 4 October 2019, at the CPS Court Meeting, the resolution to approve the CPS Scheme was approved by the Independent CPS Holders present and voting either in person or by proxy at the CPS Court Meeting.

### **The EGMs**

On Friday, 4 October 2019, at the Ordinary Share EGM, (i) the special resolution to approve and give effect to the reduction of the number of issued Ordinary Shares in the share capital of the Company as a result of the cancellation and extinguishment of the Scheme Ordinary Shares was approved; (ii) the special resolution to approve the withdrawal of the listing of the Ordinary Shares on the Stock Exchange upon the Ordinary Share Scheme becoming effective was approved; (iii) the ordinary resolution to restore the number of issued Ordinary Shares in the share capital of the Company to its former amount by allotting and issuing new Ordinary Shares to the Offeror was approved; (iv) the special resolution to approve and give effect to the reduction of the number of CPS in the share capital of the Company as a result of the cancellation and extinguishment of the Scheme CPS was approved; and (v) the ordinary resolution to restore the number of issued CPS in the share capital of the Company to its former amount by allotting and issuing new CPS to the Offeror was approved, by the Independent Ordinary Shareholders present and voting either in person or by proxy at the Ordinary Share EGM.

On Friday, 4 October 2019, at the CPS EGM, (i) the special resolution to approve and give effect to the reduction of the number of issued CPS in the share capital of the Company as a result of the cancellation and extinguishment of the Scheme CPS was approved; and (ii) the ordinary resolution to restore the number of issued CPS in the share capital of the Company to its former amount by allotting and issuing new CPS to the Offeror was approved, by the Independent CPS Holders present and voting either in person or by proxy at the CPS EGM.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining those Scheme Ordinary Shareholders who are qualified for entitlements under the Ordinary Share Scheme and those Scheme CPS Holders who are qualified for entitlements under the CPS Scheme, the register of members of the Company will be closed from Monday, 14 October 2019 onwards. No transfer of Ordinary Shares or CPS will be effected as from such date.

Reference is made further to the scheme document dated 11 September 2019 jointly issued by C.P. Holding (BVI) Investment Company Limited (the “**Offeror**”) and C.P. Lotus Corporation (the “**Company**”) 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 the proposed withdrawal of listing (the “**Scheme Document**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

## **RESULTS OF THE COURT MEETINGS**

### *The Ordinary Share Court Meeting*

The Ordinary Share Court Meeting was held at 9:30 a.m. on Friday, 4 October 2019 at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. Independent Ordinary Shareholders who were present either in person or by proxy were entitled to vote in respect of all of their Ordinary Shares.

In compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained in respect of the Ordinary Share Scheme at the Ordinary Share Court Meeting would be regarded as obtained if:

- (1) the Ordinary Share Scheme is approved (by way of poll) by a majority in number of the Independent Ordinary Shareholders representing not less than 75% in value of the Ordinary Shares held by the Independent Ordinary Shareholders who are present and voting either in person or by proxy at the Ordinary Share Court Meeting;
- (2) the Ordinary Share Scheme is approved (by way of poll) by the Independent Ordinary Shareholders holding at least 75% of the votes attaching to the Ordinary Shares held by the Independent Ordinary Shareholders that are voted either in person or by proxy at the Ordinary Share Court Meeting; and
- (3) the number of votes cast (by way of poll) by the Independent Ordinary Shareholders present and voting either in person or by proxy at the Ordinary Share Court Meeting against the resolution to approve the Ordinary Share Scheme at the Ordinary Share Court Meeting is not more than 10% of the votes attaching to all the Ordinary Shares held by all the Independent Ordinary Shareholders.

The poll results in respect of the resolution to approve the Ordinary Share Scheme at the Ordinary Share Court Meeting were as follows:

<b>Ordinary Share Court Meeting</b>	<b>Votes cast in person or by proxy (Approximate %)</b>		
	<b>Total number</b>	<b>For the Ordinary Share Scheme</b>	<b>Against the Ordinary Share Scheme</b>
Number of the Independent Ordinary	109	96	14

Shareholders who attended and voted	(100%) (Note)	(87.27%)	(12.73%)
Number of Ordinary Shares held by the Independent Ordinary Shareholders who were present and voting	1,734,259,057 (100%)	1,672,081,977 (96.41%)	62,177,080 (3.59%)
Approximate percentage of number of Ordinary Shares voted by the Independent Ordinary Shareholders over the number of votes attaching to all Ordinary Shares held by all the Independent Ordinary Shareholders	62.73%	60.48%	2.25%

*Note:*

In accordance with the direction from the Grand Court, HKSCC Nominees Limited is permitted to vote once for and once against the Ordinary Share Scheme in accordance with the instructions received by it from the Investor Participants and other CCASS Participants. For the purpose of calculating the “majority in number”, HKSCC Nominees Limited has been counted as voting once “for” and once “against” the Ordinary Share Scheme.

Accordingly,

- (1) the resolution proposed at the Ordinary Share Court Meeting to approve the Ordinary Share Scheme was duly passed (by way of poll) by a majority in number of the Independent Ordinary Shareholders representing not less than 75% in value of the Ordinary Shares held by the Independent Ordinary Shareholders who were present and voting either in person or by proxy at the Ordinary Share Court Meeting;
- (2) the resolution to approve the Ordinary Share Scheme at the Ordinary Share Court Meeting was duly passed (by way of poll) by the Independent Ordinary Shareholders holding at least 75% of the votes attaching to the Ordinary Shares held by Independent Ordinary Shareholders that are voted either in person or by proxy at the Ordinary Share Court Meeting; and
- (3) the number of votes cast by (by way of poll) by the Independent Ordinary Shareholders present and voting either in person or by proxy at the Ordinary Share Court Meeting against the resolution to approve the Ordinary Share Scheme at the Ordinary Share Court Meeting was not more than 10% of the votes attaching to all Ordinary Shares held by all the Independent Ordinary Shareholders.

Therefore, both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code have been complied with.

As at the date of the Ordinary Share Court Meeting, the total number of Ordinary Shares in issue was 11,019,072,390 Shares and the total number of Ordinary Shares entitling the Independent

Ordinary Shareholders to attend and vote for or against the Ordinary Share Scheme at the Ordinary Share Court Meeting was 2,764,831,785 Ordinary Shares. It was stated in the Scheme Document that the Offeror and the Offeror Concert Parties will be required to abstain from voting at the Ordinary Share Court Meeting in accordance with the Takeovers Code and accordingly, their votes were not taken into account for the purpose of satisfying the requirements under the Takeovers Code. Save for the Offeror and the Offeror Concert Parties, no Ordinary Shareholders were required to abstain from voting at the Ordinary Share Court Meeting in accordance with the Takeovers Code.

In accordance with the direction from the Grand Court, HKSCC Nominees Limited is permitted to vote once for and once against the Ordinary Share Scheme in accordance with the instructions received by it from the Investor Participants and other CCASS Participants. For the purpose of calculating the “majority in number”, HKSCC Nominees Limited has been counted as voting once “for” and once “against” the Ordinary Share Scheme. The number of votes cast in favour of the Ordinary Share Scheme and the number of CCASS Participants on whose instructions they are cast and the number of votes cast against the Ordinary Share Scheme and the number of CCASS Participants on whose instructions they are cast will be disclosed to the Grand Court and may be taken into account in deciding whether or not the Grand Court should exercise its discretion to sanction the Ordinary Share Scheme. A total number of 14 CCASS Participants holding 1,223,728,706 Ordinary Shares voted in favour of the resolution to approve the Ordinary Share Scheme and a total number of 7 CCASS Participants holding 62,128,000 Ordinary Shares voted against the resolution to approve the Ordinary Share Scheme at the Ordinary Share Court Meeting.

Tricor Progressive Limited acted as a scrutineer for the vote-taking at the Ordinary Share Court Meeting.

#### *The CPS Court Meeting*

The CPS Court Meeting was held at 11:30 a.m. on Friday, 4 October 2019 at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong. Independent CPS Holders who were present either in person or by proxy were entitled to vote in respect of all of their CPS.

In compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained in respect of the CPS Scheme at the CPS Court Meeting would be regarded as obtained if:

- (1) the CPS Scheme is approved (by way of poll) by a majority in number of the Independent CPS Holders representing not less than 75% in value of the CPS held by the Independent CPS Holders who are present and voting either in person or by proxy at the CPS Court Meeting;
- (2) the CPS Scheme is approved (by way of poll) by the Independent CPS Holders holding at least 75% of the votes attaching to the CPS held by the Independent CPS Holders that are voted either in person or by proxy at the CPS Court Meeting; and

- (3) the number of votes cast (by way of poll) by the Independent CPS Holders present and voting either in person or by proxy at the CPS Court Meeting against the resolution to approve the CPS Scheme at the CPS Court Meeting is not more than 10% of the votes attaching to all the CPS held by all the Independent CPS Holders.

The poll results in respect of the resolution to approve the CPS Scheme at the CPS Court Meeting were as follows:

<b>CPS Court Meeting</b>	<b>Votes cast in person or by proxy (Approximate %)</b>		
	<b>Total number</b>	<b>For the CPS Scheme</b>	<b>Against the CPS Scheme</b>
Number of Independent CPS Holders who attended and voted	1 100%	1 (100%)	0 (0%)
Number of CPS held by Independent CPS Holders who were present and voting	3,000 (100%)	3,000 (100%)	0 (0%)
Approximate percentage of number of CPS voted by the Independent CPS Holders over the number of votes attaching to all CPS held by all the Independent CPS Holders	0.08%	0.08%	0%

Accordingly,

- (1) the resolution proposed at the CPS Court Meeting to approve the CPS Scheme was duly passed (by way of poll) by a majority in number of the Independent CPS Holders representing not less than 75% in value of the CPS held by the Independent CPS Holders who were present and voting either in person or by proxy at the CPS Court Meeting;
- (2) the resolution to approve the CPS Scheme at the CPS Court Meeting was duly passed (by way of poll) by the Independent CPS Holders holding at least 75% of the votes attaching to the CPS held by the Independent CPS Holders that are voted either in person or by proxy at the CPS Court Meeting; and
- (3) the number of votes cast by (by way of poll) by the Independent CPS Holders present and voting either in person or by proxy at the CPS Court Meeting against the resolution to approve the CPS Scheme at the CPS Court Meeting was not more than 10% of the votes attaching to all CPS held by all the Independent CPS Holders.

Therefore, both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code have been complied with.

As at the date of the CPS Court Meeting, the total number of CPS in issue was 11,298,809,782 Shares and the total number of CPS entitling the Independent CPS Holders to attend and vote for or against the CPS Scheme at the CPS Court Meeting was 3,607,800 CPS. It was stated in the Scheme Document that the Offeror and the Offeror Concert Parties are required to abstain from voting at the CPS Court Meeting in accordance with the Takeovers Code and accordingly, their votes were not taken into account for the purpose of satisfying the requirements under the Takeovers Code. Save for the Offeror and the Offeror Concert Parties, no CPS Holders were required to abstain from voting at the CPS Court Meeting in accordance with the Takeovers Code.

In accordance with the direction from the Grand Court, HKSCC Nominees Limited is permitted to vote once for and once against the CPS Scheme in accordance with the instructions received by it from the Investor Participants and other CCASS Participants. For the purpose of calculating the “majority in number”, HKSCC Nominees Limited has been counted as voting once “for” and once “against” the CPS Scheme. The number of votes cast in favour of the CPS Scheme and the number of CCASS Participants on whose instructions they are cast and the number of votes cast against the CPS Scheme and the number of CCASS Participants on whose instructions they are cast will be disclosed to the Grand Court and may be taken into account in deciding whether or not the Grand Court should exercise its discretion to sanction the CPS Scheme. No CCASS Participants voted in favour of or against the resolution to approve the CPS Scheme at the CPS Court Meeting.

Tricor Progressive Limited acted as a scrutineer for the vote-taking at the CPS Court Meeting.

## RESULTS OF THE EGMS

### *The Ordinary Share EGM*

The Ordinary Share EGM was held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 4 October 2019 after the conclusion of the Ordinary Share Court Meeting for the purpose of considering, and if thought fit, passing the special and ordinary resolutions set out in the notice of the Ordinary Share EGM dated 11 September 2019.

The poll results in respect of the resolutions proposed at the Ordinary Share EGM were as follows:

Resolutions		Number of votes (Approximate %)		
		Total	For	Against
<b>Special resolutions</b>				
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Ordinary Shares	8,941,727,394 (100%)	8,911,651,394 (99.66%)	30,076,000 (0.34%)

2.	To consider and approve, amongst others, the withdrawal of the listing of the Ordinary Shares on the Stock Exchange upon the Ordinary Share Scheme becoming effective	8,941,727,394 (100%)	8,911,651,394 (99.66%)	30,076,000 (0.34%)
<b>Ordinary resolution</b>				
3.	To consider and approve, amongst others, the increase of the number of issued ordinary shares in share capital of the Company	8,941,727,394 (100%)	8,911,651,394 (99.66%)	30,076,000 (0.34%)
<b>Special resolution</b>				
4.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme CPS	8,941,727,394 (100%)	8,911,651,394 (99.66%)	30,076,000 (0.34%)
<b>Ordinary resolution</b>				
5.	To consider and approve, amongst others, the increase of the number of issued series C convertible preference shares in share capital of the Company	8,941,727,394 (100%)	8,911,651,394 (99.66%)	30,076,000 (0.34%)

Accordingly, at the Ordinary Share EGM:

- (i) the special resolution 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 was duly passed by a majority of not less than 75% of the votes cast by the Ordinary Shareholders present and voting (either in person or by proxy) at the Ordinary Share EGM;
- (ii) the special resolution to approve the withdrawal of the listing of the Ordinary Shares on the Stock Exchange upon the Ordinary Share Scheme becoming effective was duly passed by a majority of not less than 75% of the votes cast by the Ordinary Shareholders present and voting (either in person or by proxy) at the Ordinary Share EGM;
- (iii) the ordinary resolution 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 was duly passed by a simple majority of the votes cast by the Ordinary Shareholders present and voting (either in person or by proxy) at the Ordinary Share EGM;

- (iv) the special resolution 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 was duly passed by a majority of not less than 75% of the votes cast by the Ordinary Shareholders present and voting (either in person or by proxy) at the Ordinary Share EGM; and
- (v) the ordinary resolution 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 was duly passed by a simple majority of the votes cast by the Ordinary Shareholders present and voting (either in person or by proxy) at the Ordinary Share EGM.

The total number of Ordinary Shares entitling the Ordinary Shareholders to attend and vote on each of the special resolutions and the ordinary resolutions above was 11,019,072,390 Ordinary Shares. There were no Ordinary Shares entitling the Ordinary Shareholders to attend and abstain from voting in favour of each of the special resolutions and the ordinary resolutions above as set out in Rule 13.40 of the Listing Rules. No Ordinary Shareholders was required to abstain from voting on each of the special resolutions and the ordinary resolutions above at the Ordinary Share EGM nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolutions at the Ordinary Share EGM.

Tricor Progressive Limited acted as a scrutineer for the vote-taking at the Ordinary Share EGM.

#### *The CPS EGM*

The CPS EGM was held at Suite 6411-6413, 64/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 4 October 2019 after the conclusion of the CPS Court Meeting for the purpose of considering, and if thought fit, passing the special and ordinary resolutions set out in the notice of the CPS EGM dated 11 September 2019.

The poll results in respect of the resolutions proposed at the CPS EGM were as follows:

Resolutions		Number of votes (Approximate %)		
		Total	For	Against
<b>Special resolution</b>				
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme CPS	3,667,904,964 (100%)	3,667,904,964 (100%)	0 (0%)
<b>Ordinary resolution</b>				
2.	To consider and approve, amongst others, the increase of the number of issued series C convertible preference shares in share capital of the Company	3,667,904,964 (100%)	3,667,904,964 (100%)	0 (0%)

Accordingly, at the CPS EGM:

- (i) the special resolution 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 was duly passed by a majority of not less than 75% of the votes cast by the CPS Holders present and voting (either in person or by proxy) at the CPS EGM; and
- (ii) the ordinary resolution 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 was duly passed by a simple majority of the votes cast by the CPS Holders present and voting (either in person or by proxy) at the CPS EGM.

The total number of CPS entitling the CPS Holders to attend and vote on each of the special resolution and the ordinary resolution above was 3,671,509,764 CPS. There were no CPS entitling the CPS Holders to attend and abstain from voting in favour of each of the special resolution and the ordinary resolution above as set out in Rule 13.40 of the Listing Rules. No CPS Holders was required to abstain from voting on each of the special resolution and the ordinary resolution above at the CPS EGM nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the said resolutions at the CPS EGM.

Tricor Progressive Limited acted as a scrutineer for the vote-taking at the CPS EGM.

## CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining those Scheme Ordinary Shareholders who are qualified for entitlements under the Ordinary Share Scheme and those Scheme CPS Holders who are qualified for entitlements under the CPS Scheme, the register of members of the Company will be closed from Monday, 14 October 2019 onwards. No transfer of Ordinary Shares or CPS will be effected as from such date.

## WITHDRAWAL OF LISTING OF THE ORDINARY SHARES

If the Proposal becomes unconditional and the Ordinary Share Scheme becomes effective, the Company expects to withdraw the listing of the Ordinary Shares on the Stock Exchange with effect from 4:00 p.m. on Monday, 28 October 2019.

## EXPECTED TIMETABLE

	<b>Hong Kong Time</b> <i>(unless otherwise stated)</i>
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 ( <i>Note 1</i> ) . . . . .	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 ( <i>Note 1</i> ) . . . . .	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 2*) . . . . . 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 3*) . . . . . 4:00 p.m. on Monday,  
28 October 2019

Cheques for cash entitlements under the Ordinary Share Scheme  
and the CPS Scheme to be despatched (*Note 4*) . . . . . 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 will be closed as from such date and on such date for the purpose of determining the Scheme Ordinary Shareholders and the Scheme CPS Holders (as the case may be) who are qualified for entitlement under the Ordinary Share Scheme and the CPS Scheme (as the case may be).
2. 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.
3. 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.

4. 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.

## **GENERAL**

Immediately before the commencement of the Offer Period and as at the date of this joint announcement, (i) the total number of Ordinary Shares held, controlled or directed by the Offeror and the Offeror Concert Parties were 8,254,240,605 Shares (comprising 6,788,319,021 Ordinary Shares held by the Offeror, 366,480,396 Ordinary Shares held by the Principal Offeror Concert Party and 1,099,441,188 Ordinary Shares held by the Other Offeror Concert Parties), representing approximately 74.91% of the total number of Ordinary Shares in issue at that time; and (ii) the total of number of Convertible Preference Shares held, controlled or directed by the Offeror and the Offeror Concert Parties were 11,295,201,982 Shares, representing approximately 99.97% of the total number of Convertible Preference Shares in issue at that time. None of the Offeror or the Offeror Concert Parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period. As at the date of this joint announcement, none of the Offeror or Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**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, 4 October 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.*