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中信泰富有限公司  
CITIC PACIFIC LIMITED

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



大昌行集團有限公司  
DAH CHONG HONG HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code : 01828)**

## **JOINT ANNOUNCEMENT**

### **(1) PROPOSAL FOR THE PRIVATISATION OF DAH CHONG HONG HOLDINGS LIMITED BY CITIC PACIFIC LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 673 OF THE COMPANIES ORDINANCE**

### **(2) EFFECTIVE DATE OF THE SCHEME**

### **(3) WITHDRAWAL OF LISTING OF DAH CHONG HONG HOLDINGS LIMITED**

Exclusive Financial Adviser to CITIC Pacific Limited



**CLSA Capital Markets Limited**

Independent Financial Adviser to the Independent Board Committee



## **EFFECTIVE DATE OF SCHEME**

An office copy of the order of the High Court sanctioning the Scheme and confirming the Capital Reduction under section 229 of the Companies Ordinance, and the minute and the return containing particulars required by section 230 of the Companies Ordinance, were registered by the Registrar of Companies on Tuesday, 7 January 2020.

All the Conditions of the Scheme as set out in the Scheme Document are now fulfilled, and the Scheme became effective on Wednesday, 8 January 2020.

## **PAYMENT UNDER THE SCHEME**

Cheques for entitlements of the Scheme Shareholders will be despatched by ordinary post as soon as possible but in any event within seven (7) Business Days following the Effective Date, being Friday, 17 January 2020.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The listing of the Shares on the Stock Exchange is expected to be withdrawn at 9:00 a.m. on Friday, 10 January 2020.

## **INTRODUCTION**

Reference is made to (i) the scheme document jointly issued by Dah Chong Hong Holdings Limited (the “**Company**”) and CITIC Pacific Limited (the “**Offeror**”) dated 2 December 2019 (the “**Scheme Document**”) in relation to, among other things, the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance and the proposed withdrawal of listing of the Company; (ii) the joint announcement of the Company and the Offeror dated 19 December 2019 in relation to, amongst other things, the results of the Court Meeting and the General Meeting; and (iii) the joint announcement of the Company and the Offeror dated 7 January 2020 in relation to, amongst other things the sanction of the Scheme by the High Court. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

## **EFFECTIVE DATE OF THE SCHEME**

The Scheme was sanctioned without modification by the High Court on Tuesday, 7 January 2020. The capital reduction of the Company (the “**Capital Reduction**”) provided for by the Scheme was also confirmed by the High Court on the same day.

An office copy of the order of the High Court sanctioning the Scheme and confirming the Capital Reduction under section 229 of the Companies Ordinance, and the minute and the return containing particulars required by section 230 of the Companies Ordinance, were registered by the Registrar of Companies on Tuesday, 7 January 2020.

All the Conditions of the Scheme as set out in the Scheme Document are now fulfilled, and the Scheme became effective on Wednesday, 8 January 2020.

## **PAYMENT UNDER THE SCHEME**

Cheques for entitlements of the Scheme Shareholders will be despatched by ordinary post in postage pre-paid envelopes addressed to the Scheme Shareholders at their respective addresses as appearing in the register of members of the Company as at the Scheme Record Date or, in the case of joint holders, at the address appearing in the register of members of the Company as at the Scheme Record Date of the joint holders whose name then stands first in the register of members of the Company in respect of the relevant joint holding as soon as possible but in any event within seven (7) Business Days following the Effective Date, being Friday, 17 January 2020.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The listing of the Shares on the Stock Exchange is expected to be withdrawn at 9:00 a.m. on Friday, 10 January 2020.

By order of the board of directors of  
**CITIC Pacific Limited**  
**Kwok Man Leung**  
*Director*

By order of the board of directors of  
**Dah Chong Hong Holdings Limited**  
**Lai Ni Hium**  
*Executive Director and Chief Executive Officer*

Hong Kong, 8 January 2020

*As at the date of this announcement, the directors of the Offeror are Zeng Chen (Chairman and President), Liu Jifu, Kwok Man Leung, Fei Yiping, Vernon Francis Moore, Yu Yapeng, Liu Yong, Li Yajun, Luan Zhenjun and Chen Meng.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the 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 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 statements in this announcement misleading.*

*As at the date of this announcement, the Board comprises 2 Executive Directors, namely Lai Ni Hium and Lee Tak Wah, 4 Non-executive Directors, namely Zeng Chen (Chairman), Yin Ke, Kwok Man Leung and Fei Yiping and 5 Independent Non-executive Directors, namely Chan Kay Cheung, Chan Hui Dor Lam, Doreen, Woo Chin Wan, Raymond, Zhang Lijun and Cheng Jinglei.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the Offeror) 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 Offeror) 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 statements in this announcement misleading.*