

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



漢港控股
SINO HARBOUR HOLDINGS

SINO HARBOUR HOLDINGS GROUP LIMITED

漢港控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1663)

ANNOUNCEMENT
CHANGE OF IMMEDIATE CONTROLLING SHAREHOLDER

This announcement is made in accordance with Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of Sino Harbour Holdings Group Limited (the “**Company**”) dated 25 August 2017 (the “**Announcement**”). Unless otherwise indicated, terms defined in the Announcement have the same meanings when used in this announcement.

The Board has been notified that the Proposed Distribution has completed and share certificates in respect of the Shares distributed by Pan Hong under the Proposed Distribution have all been despatched to the relevant shareholders of Pan Hong on 29 March 2018

Prior to the Proposed Distribution, Extra Good, Mr. Wong and Ms. Chan were indirectly, through Pan Hong, interested in approximately 73.05% in the issued share capital of the Company and, together with Pan Hong, were the controlling shareholders (within the meaning ascribed to it under the Listing Rules) of the Company. Immediately following completion of the Proposed Distribution, Pan Hong ceased to be a controlling shareholder of the Company.

As a result of the Proposed Distribution, Extra Good (a company owned as to 52% equity interest by Mr. Wong and as to 48% equity interest by Ms. Chan), Mr. Wong and Ms. Chan have received a total of 1,153,103,153 Shares from Pan Hong. Immediately following completion of the Proposed Distribution, Mr. Wong and Ms. Chan are directly and indirectly, through Extra Good, interested in approximately 46.80% of the issued share capital of the Company as at the date of this announcement and remain controlling shareholders of the Company. Accordingly, in the absence of a waiver, the Proposed Distribution would have triggered a mandatory general offer obligation pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), with Extra Good being required to extend an offer in the terms of Rule 26 to all shareholders of the Company. Extra Good has applied for, and has obtained, a waiver from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong to dispense with the requirement to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code in relation to the Proposed Distribution.

By order of the Board
Sino Harbour Holdings Group Limited
SHI Feng
*Deputy Chairman, Executive Director
and Chief Executive Officer*

Hong Kong, 29 March 2018

As at the date of this announcement, the Board comprises seven Directors, including three executive Directors, namely Mr. SHI Feng (Deputy Chairman and Chief Executive Officer), Mr. WONG Lui and Ms. GAO Lan; one non-executive Director, namely Ms. CHAN Heung Ling (Chairlady); and three independent non-executive Directors, namely Mr. XIE Gang, Mr. LEE Man To and Ms. ZHANG Juan.