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**DAOHE GLOBAL INVESTMENT  
HOLDING LIMITED**

**道和環球投資控股有限公司**

*(Incorporated in the Republic of Seychelles with limited liability)*



**LINMARK GROUP LIMITED**

**林麥集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 915)**

**JOINT ANNOUNCEMENT**

- (1) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFERS FOR ALL THE ISSUED SHARES IN THE COMPANY (OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT) AND FOR THE CANCELLATION OF ALL OUTSTANDING OPTIONS OF THE COMPANY BY CHINA GALAXY INTERNATIONAL SECURITIES (HONG KONG) CO., LIMITED ON BEHALF OF THE OFFEROR;**
- (2) RESULTS OF THE OFFERS; AND**
- (3) RESIGNATION OF DIRECTORS**

**Financial Adviser to the Offeror**



**CLOSE OF THE OFFERS**

The Offers made by China Galaxy, on behalf of the Offeror, were closed on Monday, 23 February 2015 and were not revised or extended by the Offeror.

**RESULTS OF THE OFFERS**

As at 4:00 p.m. on Monday, 23 February 2015, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror had received (i) valid acceptances in respect of a total of 92,000 Shares under the Share Offer (representing approximately 0.01% of the entire issued share capital of the Company as at the date of this joint announcement); and (ii) valid acceptances in respect of 1,222,500 Options under the Option Offer (representing approximately 51.83% of the total of 2,358,500 Options subject to the Option Offer, with 80,000 Options having been exercised and converted into 80,000 Shares before the close of the Offers and 1,056,000 Options remaining outstanding and valid in accordance with the terms and subject to such restrictions as applied to the Option Holders before commencement of the Option Offer).

## **SHAREHOLDING OF THE COMPANY**

Immediately before commencement of the Offer Period, the Offeror and parties acting in concert with it did not hold, control or have direction over any Shares or any rights over Shares.

Immediately after completion of the Sale and Purchase Agreement and before commencement of the Offers, the Offeror and parties acting in concert with it were interested in 477,655,619 Shares (representing approximately 69.88% of the then issued share capital of the Company).

Immediately after the close of the Offers and exercise of the 80,000 Options by an Option Holder, taking into account the valid acceptances in respect of 92,000 Shares under the Share Offer and subject to completion of the transfers of those Shares to the Offeror and parties acting in concert with it, the Offeror and parties acting in concert with it are interested in an aggregate of 477,747,619 Shares, representing approximately 69.88% of the entire issued share capital of the Company as at the date of this joint announcement.

## **PUBLIC FLOAT**

Immediately after the close of the Offers, subject to the due registration by the Registrar of the transfers of the Shares (in respect of which valid acceptances have been received), 193,030,286 Shares, representing approximately 28.24% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

## **RESIGNATION OF DIRECTORS AND APPOINTMENT OF HONORARY CHAIRMAN**

With effect from the close of the Offers at 4:00 p.m. on 23 February 2015, Mr. WANG Lu Yen resigned from his office of executive Director and assumed the role of honorary chairman of the Company in a non-executive capacity (but not a member of the Board).

With effect from the close of the Offers at 4:00 p.m. on 23 February 2015, Mr. WONG Wai Ming resigned from his office of non-executive Director.

Reference is made to the composite offer and response document dated 2 February 2015 (the “**Composite Document**”) jointly issued by Daohe Global Investment Holding Limited (the “**Offeror**”) and Linmark Group Limited (the “**Company**”) in respect of the unconditional mandatory cash offers by China Galaxy International Securities (Hong Kong) Co., Limited on behalf of the Offeror to acquire all the issued Shares (other than those Shares already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all outstanding Options held by the Option Holders.

Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFERS**

The Offers made by China Galaxy, on behalf of the Offeror, were closed on Monday, 23 February 2015 and were not revised or extended by the Offeror.

## **RESULTS OF THE OFFERS**

As at 4:00 p.m. on Monday, 23 February 2015, being the latest time and date for acceptance of the Offers as set out in the Composite Document, the Offeror had received (i) valid acceptances in respect of a total of 92,000 Shares under the Share Offer (representing approximately 0.01% of the entire issued share capital of the Company as at the date of this joint announcement); and (ii) valid acceptances in respect of 1,222,500 Options under the Option Offer (representing approximately 51.83% of the total of 2,358,500 Options subject to the Option Offer, with 80,000 Options having been exercised and converted into 80,000 Shares before the close of the Offers and 1,056,000 Options remaining outstanding and valid in accordance with the terms and subject to such restrictions as applied to the Option Holders before commencement of the Option Offer).

Remittance in respect of (i) the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of the acceptance of the Share Offer) payable for the Shares tendered under the Share Offer; and (ii) the cash consideration for cancellation of the Options tendered under the Option Offer, will be despatched to the Independent Shareholders or Option Holders accepting the Share Offer or Option Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt of all the relevant documents of title by the Registrar (in respect of the Share Offer) or the Company (in respect of the Option Offer) to render such acceptance complete and valid in accordance with the Takeovers Code.

## **SHAREHOLDING OF THE COMPANY**

Immediately before commencement of the Offer Period, the Offeror and parties acting in concert with it did not hold, control or have direction over any Shares or any rights over Shares.

Immediately after completion of the Sale and Purchase Agreement and before commencement of the Offers, the Offeror and parties acting in concert with it were interested in 477,655,619 Shares (representing approximately 69.88% of the then issued share capital of the Company).

Immediately after the close of the Offers and exercise of the 80,000 Options by an Option Holder, taking into account the valid acceptances in respect of 92,000 Shares under the Share Offer and subject to completion of the transfers of those Shares to the Offeror and parties acting in concert with it, the Offeror and parties acting in concert with it are interested in an aggregate of 477,747,619 Shares, representing approximately 69.88% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the transactions under the Sale and Purchase Agreement and the valid acceptances under the Offers as detailed in this joint announcement, the Offeror and parties acting in concert with it did not acquire or agree to acquire any Shares or any rights over the Shares during the Offer Period. Further, none of the Offeror or parties acting in concert with any of them had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately after completion of the Sale and Purchase Agreement and before commencement of the Offers; and (ii) immediately after the close of the Offers (subject to completion of the transfers of those Shares acquired under the Share Offer to the Offeror and parties acting in concert with it):

	(i) Immediately after the completion of the Sale and Purchase Agreement and before commencement of the Offers		(ii) Immediately after the close of the Offers (subject to the completion of the transfers of those Shares acquired under the Share Offer to the Offeror and parties acting in concert with it)	
	Number of Shares held	Approximate % of Shares in issue	Number of Shares held	Approximate % of Shares in issue
The Vendors	–	–	–	–
<i>RGS</i>	–	–	–	–
<i>Roly</i>	–	–	–	–
<i>Mr. Wang (Note 1)</i>	–	–	–	–
Subtotal:	–	–	–	–
The Offeror ( <i>Note 2</i> )	477,655,619	69.88	477,747,619	69.88
Mr. WONG Hing Lin, Dennis ( <i>Note 3</i> )	2,500,000	0.37	2,500,000	0.37
Mr. WONG Wai Ming ( <i>Note 4</i> )	100,000	0.01	100,000	0.01
Mr. WANG Arthur Minshiang ( <i>Note 5</i> )	260,000	0.04	260,000	0.04
Directors of the subsidiaries of the Group	13,571,374	1.99	10,011,374	1.46
Public Shareholders	189,482,286	27.71	193,030,286	28.24
Total:	<u>683,569,279</u>	<u>100.00</u>	<u>683,649,279</u>	<u>100.00</u>

*Notes:*

1. Mr. Wang resigned as an executive Director with effect from 23 February 2015.
2. The Shares are being held under four wholly-owned subsidiaries of the Offeror, namely Sino Remittance Holding Limited as to 348,620,332 Shares, Fame City Developments Limited as to 67,673,359 Shares, Oceanic Force Limited as to 61,361,928 Shares, and Winning Port International Limited as to 92,000 Shares.
3. Mr. WONG Hing Lin, Dennis is an executive Director.
4. Mr. WONG Wai Ming resigned as non-executive Director with effect from 23 February 2015.
5. Mr. WANG Arthur Minshiang is an independent non-executive Director.

## **PUBLIC FLOAT**

Immediately after the close of the Offers, subject to the due registration by the Registrar of the transfers of the Shares (in respect of which valid acceptances have been received), 193,030,286 Shares, representing approximately 28.24% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

## **RESIGNATION OF DIRECTORS AND APPOINTMENT OF HONORARY CHAIRMAN**

### **Mr. WANG Lu Yen**

With effect from the close of the Offers at 4:00 p.m. on 23 February 2015, Mr. WANG Lu Yen resigned from his office of executive Director and assumed the role of honorary chairman of the Company in a non-executive capacity (but not a member of the Board). Pursuant to the Advisory Appointment Letter entered into between the Company and Mr. Wang, he was appointed as the honorary chairman of the Company for an initial term until one year from the date of completion of the Sale and Purchase Agreement.

Mr. Wang has confirmed, in respect of his then office as an executive Director, that (i) he has no claim outstanding against the Company for compensation, remuneration, severance payments, expenses, damages or otherwise; and (ii) there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

### **Mr. WONG Wai Ming**

With effect from the close of the Offers at 4:00 p.m. on 23 February 2015, Mr. WONG Wai Ming resigned from his office of non-executive Director due to his other work commitment.

Mr. Wong has confirmed, in respect of his then office as a non-executive Director, that (i) he has no claim outstanding against the Company for compensation, remuneration, severance payments, expenses, damages or otherwise; and (ii) there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation for the valuable contributions of Mr. Wang and Mr. Wong as Directors during their terms of service and extend its warm welcome to Mr. Wang for taking the new role of honorary chairman of the Company in a non-executive capacity (but not a member of the Board).

By order of the board  
**Daohe Global Investment Holding Limited**  
**ZHOU Xijian**  
*Chairman*

By order of the board  
**Linmark Group Limited**  
**ZHOU Xijian**  
*Chairman and non-executive Director*

Hong Kong, 23 February 2015

As at the date of this joint announcement, the members of the Board are:

*Non-executive Director:*

Mr. ZHOU Xijian (Chairman)

*Executive Directors:*

Mr. ZHANG Qi (Chief Executive Officer)

Mr. WONG Hing Lin, Dennis (President and Chief Financial Officer)

Mr. HWANG Han-Lung, Basil (General Counsel and Head of Development and Investments)

*Independent non-executive Directors:*

Mr. WANG Arthur Minshiang

Mr. TSE Hau Yin, Aloysius

Mr. Jakob Jacobus Koert TULLENERS

*The Directors 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 parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror and parties acting in concert with it) 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 Offeror are Mr. ZHOU Xijian and Mr. ZHANG Qi.*

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

\* For identification purposes only