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# MORGAN HILL HOLDINGS LIMITED

### SHIS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 1647)

## JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO THE MANDATORY UNCONDITIONAL CASH OFFER BY

# **KINGSTON SECURITIES**

FOR AND ON BEHALF OF MORGAN HILL HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED SHARES IN SHIS LIMITED

(OTHER THAN THOSE ALREADY OWNED OR TO BE ACQUIRED BY MORGAN HILL HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

Financial adviser to the Offeror

**■ KINGSTON CORPORATE FINANCE** 

Independent Financial Adviser to the Independent Board Committee

VEDA | CAPITAL 智略資本

References are made to (i) the announcement dated 8 May 2018 jointly issued by Morgan Hill Holdings Limited (the "Offeror") and SHIS Limited (the "Company") in relation to the mandatory unconditional cash offer being made by Kingston Securities Limited for and on behalf of the Offeror to acquire all the issued shares in the Company (other than those already owned or to be acquired by the Offeror and parties acting in concert with it) ("the Offer"); and (ii) the composite offer and response document dated 29 May 2018 (the "Composite Document") jointly issued by the Offeror and the Company in relation to the Offer. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

#### DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, accompanied by the Form of Acceptance, which contained, among other things, (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, have been despatched to the Independent Shareholders on 29 May 2018 in accordance with the Takeovers Code.

# **EXPECTED TIMETABLE**

The expected timetable of the Offer set out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

All time and date references contained in this joint announcement refer to Hong Kong time and dates.

**Event** Time & Date 2018 Despatch date of the Composite Document and Latest time and date for acceptance of the Offer (Note 2)...... 4:00 p.m. on Tuesday, 19 June Announcement of the results of the Offer (or its extension or revision, if any) on the website on Tuesday, 19 June Latest date for posting of remittances in respect of valid acceptances received at or before the 

#### Notes:

- 1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed "6. RIGHT OF WITHDRAWAL" in Appendix I to the Composite Document.
- 2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Tuesday, 19 June 2018 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to

extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Company and the Offeror on the website of the Stock Exchange by 7:00 p.m. on the Closing Date stating the result of the Offer and whether the Offer has been revised or extended or has expired. In the event that the Offeror decides to revise the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.

If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer will remain on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders any change to the expected timetable as soon as practicable by way of announcement(s).

## WARNING

The Offer is unconditional in all aspects. The Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice and recommendation from the Independent Financial Adviser, and other information of the Group before deciding whether or not to accept the Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the board of directors

Morgan Hill Holdings Limited

Yao Yongjie

Director

By order of the Board
SHIS Limited
Chua Seng Hai
Chairman and Executive Director

Hong Kong, 29 May 2018

As at the date of this joint announcement, the directors of the Offeror are Mr. Yao Yongjie and Mr. Zhu Guangping.

The directors of Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information 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) 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 Board comprises Mr. Chua Seng Hai and Mr. Lim Kai Hwee as executive Directors; and Ms. Ng Peck Hoon, Mr. Toh Soo Bock, Bob and Mr. Sim Choon Hong (Shen Junfeng) as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it), 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 statements in this joint announcement misleading.