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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares of Jin Bao Bao Holdings Limited.*

**TREND RICH ENTERPRISES LIMITED**

**潮發企業有限公司**

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



**Jin Bao Bao Holdings Limited**

**金寶寶控股有限公司**

*(Incorporated in the Cayman Islands  
with limited liability)*

**(Stock Code: 1239)**

## **JOINT ANNOUNCEMENT**

**(1) SALE AND PURCHASE AGREEMENT IN RELATION TO THE SALE  
AND PURCHASE OF SHARES IN  
JIN BAO BAO HOLDINGS LIMITED**

**BY TREND RICH ENTERPRISES LIMITED;**

**(2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY**



**KINGSTON SECURITIES LTD.**

**ON BEHALF OF**

**TREND RICH ENTERPRISES LIMITED**

**TO ACQUIRE ALL THE ISSUED SHARES OF**

**JIN BAO BAO HOLDINGS LIMITED**

**(OTHER THAN THOSE SHARES ALREADY OWNED BY OR**

**AGREED TO BE ACQUIRED BY**

**TREND RICH ENTERPRISES LIMITED**

**AND PARTIES ACTING IN CONCERT WITH IT);**

**AND**

**(3) RESUMPTION OF TRADING**

**Financial adviser to Trend Rich Enterprises Limited**



**KINGSTON CORPORATE FINANCE LTD.**

## **THE SALE AND PURCHASE AGREEMENT**

The Company was informed by the Vendor (the controlling Shareholder of the Company) that on 15 January 2015 (after trading hours), the Offeror had entered into the Sale and Purchase Agreement with the Vendor and the Guarantor, pursuant to which the Offeror had agreed to acquire and the Vendor had agreed to sell the Sale Shares, being 150,000,000 Shares, for a total Consideration of HK\$560,000,000, equivalent to approximately HK\$3.733 per Sale Share. The Sale Shares represent 75.00% of the entire issued share capital of the Company as at the date of this joint announcement.

Completion shall take place on the 5th Business Day after the day on which the last of the conditions precedent of the Sale and Purchase Agreement is fulfilled (or otherwise waived by the Offeror under the Sale and Purchase Agreement) (or such other date as may be agreed by the Vendor and the Offeror in writing).

## **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER FOR THE SHARES**

Upon Completion, the Offeror will be interested in 150,000,000 Shares, representing 75.00% of the entire issued share capital of the Company as at the date of this joint announcement, and accordingly, the Offeror will then be required to make a mandatory unconditional cash offer pursuant to Rule 26.1 of the Takeovers Code for all the issued Shares which are not owned or have been agreed to be acquired by it and parties acting in concert with it. Kingston Securities will make the Offer on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

**For each Offer Share . . . . .HK\$3.734 in cash**

The Offer Price of HK\$3.734 per Offer Share equals to the purchase price per Sale Share payable by the Offeror under the Sale and Purchase Agreement rounded up to the nearest three(3) decimal places.

Principal terms of the Offer are set out under the paragraph headed “Possible mandatory unconditional cash offer for the Shares” of this joint announcement. Kingston Corporate Finance has been appointed as the financial adviser to the Offeror in respect of the Offer and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy payment of the consideration in respect of the full acceptance of the Offer.

### **Warning:**

**The Offer will only be made if the Sale and Purchase Agreement is completed. Completion is conditional upon the fulfillment (or, where applicable, waiver) of the conditions referred to in the section headed “The Sale and Purchase Agreement — Conditions precedent” of this joint announcement. Accordingly, the Offer may or may not be made. Shareholders and potential investors are advised to exercise caution in dealing in the Shares. Further announcement will be made by the Offeror and the Company on whether Completion has taken place and if the Offer will be made.**

## **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee, comprising all independent non-executive Directors, namely, Mr. Chan Chun Chi, Mr. Yu Xi Chun and Mr. Wu Hao Tian, has been formed to advise the Independent Shareholders in respect of the Offer. Further announcement will be made upon the appointment of the independent financial adviser to the Independent Board Committee.

## **GENERAL**

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days of the date of this joint announcement or such later date as the Executive may approve, an offer document is required to be despatched to the Shareholders. The Company is required to send the offeree board circular in respect of the Offer to the Shareholders within 14 days after the posting of the offer document, or such later date as the Executive may approve.

It is the intention of the Offeror and the Board to combine the offer document and the offeree board circular into a composite document. Accordingly, the Composite Document (accompanied by the Form of Acceptance) in connection with the Offer setting out, inter alia, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of advice from the independent financial adviser (to be appointed) to the Independent Board Committee in respect of the Offer, will be despatched jointly by the Offeror and the Company to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

## **SUSPENSION AND RESUMPTION OF TRADING**

Pending the release of this joint announcement, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 16 January 2015 at the request of the Company. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 22 January 2015.

The Company was informed by the Vendor (the controlling Shareholder of the Company) that, on 15 January 2015 (after trading hours), the Offeror had entered into the Sale and Purchase Agreement with the Vendor and the Guarantor, details of which are set out below.

## **THE SALE AND PURCHASE AGREEMENT**

Date: 15 January 2015

Parties: (i) Rich Gold International Limited as the Vendor, which is wholly owned by Mr. Chao Pang Ieng

(ii) the Offeror as the purchaser

(iii) Mr. Chao Pang Ieng as the Guarantor

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Offeror and its ultimate beneficial owner are third parties independent of the Company and its connected persons and not a party acting in concert with any of them.

### **Sale Shares and the Consideration**

Pursuant to the terms of the Sale and Purchase Agreement, the Offeror has agreed to acquire and the Vendor has agreed to sell the Sale Shares, being 150,000,000 Shares, free from any Encumbrance and together with all rights and benefits attaching or accruing to them on or after Completion. The Sale Shares represent 75.00% of the entire issued share capital of the Company as at the date of this joint announcement. The Guarantor has agreed to guarantee the performance of the obligations of the Vendor under the Sale and Purchase Agreement.

The Consideration of HK\$560,000,000 for the Sale Shares was determined following arm's length negotiations between the Offeror and the Vendor, after taking into consideration of the financial position of the Group and the prevailing market prices of the Shares. The Consideration is equivalent to approximately HK\$3.733 per Sale Share and shall be paid by the Offeror in the following manner:

- (i) a sum of HK\$30,000,000 has been paid by the Offeror by way of deposit under the framework agreement dated 5 December 2014, which shall, upon Completion, be applied as part payment of the Consideration; and
- (ii) the balance of HK\$530,000,000 shall be paid by the Offeror to the Vendor (or its nominee(s) as it may direct in writing) on Completion, which shall be satisfied by way of bank draft(s).

### **Conditions precedent**

Completion is conditional upon:

- (i) the Stock Exchange and the Executive advising that they have no further comment on this joint announcement;
- (ii) the Warranties remaining true and accurate and not misleading in all material respects as given as at the date of the Sale and Purchase Agreement and as at Completion; and
- (iii) (A) the current listing of the Shares not having been withdrawn, (B) the Shares continuing to be traded on the Stock Exchange prior to the Completion Date (save for any temporary suspension for no longer than seven consecutive trading days or such other period as the Offeror may agree in writing or the temporary suspension in connection with transactions contemplated under the Sale and Purchase Agreement) and (C) neither the Stock Exchange nor the SFC having indicated before the Completion Date that it will object to such continued listing for reasons related to or arising from the transactions contemplated under the Sale and Purchase Agreement.

The Offeror may, at its absolute discretion, waive the condition (ii) above. No other conditions precedent may be waived.

## **Completion**

Completion shall take place on the 5th Business Day after the day on which the last of the conditions precedent of the Sale and Purchase Agreement is fulfilled (or otherwise waived by the Offeror under the Sale and Purchase Agreement) (or such other date as may be agreed by the Vendor and the Offeror in writing).

## **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER FOR THE SHARES**

Upon Completion, the Offeror will be interested in 150,000,000 Shares, representing 75.00% of the entire issued share capital of the Company as at the date of this joint announcement, and accordingly, the Offeror will be required to make a mandatory unconditional cash offer pursuant to Rule 26.1 of the Takeovers Code for all the issued Shares which are not owned or have been agreed to be acquired by it. Kingston Securities will make the Offer on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

**For each Offer Share . . . . . HK\$3.734 in cash**

The Offer Price of HK\$3.734 per Offer Share equals the purchase price per Sale Share payable by the Offeror under the Sale and Purchase Agreement rounded up to the nearest three (3) decimal places.

### **Offer Price**

The Offer Price of HK\$3.734 per Offer Share represents:

- (i) a discount of approximately 60.69% to the closing price of HK\$9.50 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 61.14% to the average closing price of approximately HK\$9.61 per Share for the last five trading days immediately prior to and including the Last Trading Day;
- (iii) a discount of approximately 61.14% to the average closing price of approximately HK\$9.61 per Share for the last ten trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 57.62% to the average closing price of approximately HK\$8.81 per Share for the last thirty trading days immediately prior to and including the Last Trading Day; and
- (v) a premium of approximately 178.66% over the unaudited net asset value of approximately HK\$1.34 per Share as at 30 June 2014 (based on unaudited net assets of approximately RMB214,443,000 (equivalent to approximately HK\$268,053,750 at the exchange rate of RMB1.00 = HK\$1.25) and 200,000,000 Shares in issue as at the date of this joint announcement).

## **Highest and lowest Share prices**

During the six-month period immediately prior to 4 December 2014, the commencement date of the Offer, and including the Last Trading Day, the highest closing price per Share as quoted on the Stock Exchange was HK\$11.40 on 9 December 2014 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$1.54 on 18 June 2014, 15 July 2014 and 16 July 2014.

## **Value of the Offer**

As at the date of this joint announcement, there are 200,000,000 Shares in issue and there are no options, warrants, derivatives or convertibles which may confer any rights to the holder(s) thereof to subscribe for, convert or exchange into Shares.

Based on the Offer Price of HK\$3.734 per Offer Share, the entire issued share capital of the Company is valued at approximately HK\$746,800,000. As the Offeror will be interested in 150,000,000 Shares upon Completion, the total number of issued Shares subject to the Offer will be 50,000,000 Shares. In the event that the Offer is accepted in full, the aggregate amount payable by the Offeror under the Offer will be approximately HK\$186,700,000.

## **Confirmation of financial resources**

The Offeror intends to finance the entire consideration payable by the Offeror under the Offer from external financing under standby facility granted by Kingston Securities to the Offeror. Kingston Corporate Finance has been appointed as the financial adviser to the Offeror in respect of the Offer and is satisfied that sufficient financial resources are available to the Offeror to satisfy payment of the consideration in respect of the full acceptance of the Offer.

## **Effect of accepting the Offer**

By accepting the Offer, the Independent Shareholders will sell their Shares fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them including the right to receive in full all dividends and other distributions, if any, declared, made or paid on or after the date on which the Offer is made, being the date of posting of the Composite Document, which is expected to be issued jointly by the Offeror and the Company.

## **Overseas Shareholders**

As the Offer to persons not resident in Hong Kong may be effected by the laws of the relevant jurisdiction in which they are resident. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should fully observe the relevant applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of Overseas Shareholders who wish to accept the Offer to satisfy themselves with the full observance of the applicable laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas Shareholders in respect of such jurisdictions).

**Any acceptance by any Shareholder will be deemed to constitute a representation and warranty from such Shareholder that the local laws and requirements have been complied with. Shareholders should consult their professional advisors if in doubt.**

### **Stamp duty**

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by relevant Independent Shareholders at a rate of 0.10% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the cash amount payable by the Offeror to such Independent Shareholders on acceptance of the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

### **Other arrangements**

Save for the Sale Shares under the Sale and Purchase Agreement, neither the Offeror, its ultimate beneficial owner nor parties acting in concert with any of them have dealt in the Shares, options, derivatives, warrants or other securities convertible into Shares during the six-month period prior to 4 December 2014, being the date of the commencement of the Offer Period.

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for the Sale Shares:
  - (a) the Offeror, its ultimate beneficial owner and parties acting in concert with any of them have no other outstanding Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into Shares or other types of equity interest in the Company;
  - (b) the Offeror, its ultimate beneficial owner and parties acting in concert with any of them do not own, control or have direction over any voting rights in any Shares or options nor own, control or have direction over any other rights or interests in the issued share capital or voting rights of the Company; and
  - (c) there are no outstanding derivatives in respect of the securities in the Company which has been entered into by the Offeror, its ultimate beneficial owner or parties acting in concert with any of them;
- (ii) neither of the Offeror, its ultimate beneficial owner nor parties acting in concert with any of them have received any irrevocable commitment to accept the Offer;
- (iii) there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;

- (iv) save for the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner or a party acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer; and
- (v) none of the Offeror, its ultimate beneficial owner nor parties acting in concert with any of them have entered into any arrangements or contracts in relation to the outstanding derivatives in respect of securities in the Company nor has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

## INFORMATION ON THE GROUP

The Company is an investment holding company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange since 2011. The Group is a provider of packaging products and structural components in the People's Republic of China.

The Group reported audited net profit before and after taxation of approximately RMB26.07 million and RMB19.07 million, respectively, for the financial year ended 31 December 2013. For the financial year ended 31 December 2012, the Group reported audited net profit before and after taxation of approximately RMB25.29 million and RMB18.84 million, respectively. The unaudited net asset value of the Group as at 30 June 2014 was approximately RMB214.44 million.

### Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) as at the date of this joint announcement; and (ii) immediately after Completion:

	<b>As at the date of this joint announcement</b>		<b>Immediately after Completion</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The Vendor ( <i>Note</i> )	150,000,000	75.00	—	—
The Offeror	—	—	150,000,000	75.00
Public Shareholders	<u>50,000,000</u>	<u>25.00</u>	<u>50,000,000</u>	<u>25.00</u>
Total	<u>200,000,000</u>	<u>100.00</u>	<u>200,000,000</u>	<u>100.00</u>

*Note:* The Vendor is an investment holding company incorporated in the British Virgin Islands and its entire issue share capital is wholly and beneficially owned by Mr. Chao Pang Ieng.



## **INFORMATION ON THE OFFEROR**

The Offeror was incorporated in the British Virgin Islands with limited liability and is beneficially and wholly-owned by Mr. Liu. The principal activity of the Offeror is investment holding and the principal assets held by the Offeror will be its equity interests in the Company. Prior to the date of the Sale and Purchase Agreement, the Offeror has not conducted any business since its incorporation.

Mr. Liu, aged 39, is sole shareholder and director of the Offeror. He is the chairman of 安徽金邦商業運營管理有限公司 (Anhui Jinbang Business Management Co. Ltd.\*) and vice chairman of 安徽金邦控股集團有限公司 (Anhui Jinbang Holding Co., Ltd.\*), which are based in Anhui Province, the People's Republic of China and principally engaged in business management, project management, hospitality industry, real estate management, advertising planning and hardware and metal industries. Mr. Liu has extensive experience in business management, investment and planning, in particular in the area of property management and investment. He is the vice president of 合肥市五金商會 (Hefei Hardware and Metal Association\*). As at the date of this joint announcement, he does not hold any directorships in any public or listed companies.

## **INTENTIONS OF THE OFFEROR IN RELATION TO THE GROUP**

The Offeror intends to continue the Group's existing business. Immediately after the close of the Offer, the Offeror will conduct a review of the financial position and operations of the Group with a view to developing and formulating long-term business strategy for the Group. In addition, in order to broaden its income source and to accelerate the Group's growth and future development, the Offeror will also explore and consider any other investment and business opportunities, including but not limited to the property related business in the People's Republic of China, that may arise in the market from time to time that it considers value-enhancing to Shareholders and/or otherwise in the best interests of the Group. If any possible investment materializes, the Company will make further announcement as and when required under the Listing Rules. As at the date of this joint announcement, the Offeror has not identified such investment or business opportunities.

Save for the proposed change in the composition of the Board as detailed in the section headed "Proposed change to the composition of the Board" below, the Offeror has no intention to terminate any employees of the Group or to make significant changes to any employment or to dispose of or re-allocate the Group's assets which are not in the ordinary and usual course of business of the Group.

### **Proposed change to the composition of the Board**

The Board currently comprises six directors, of whom three are executive Directors and three are independent non-executive Directors. All the existing executive Directors and the independent non-executive Directors will resign from their office with effect from the earliest time permitted under the Takeovers Code. The Offeror intends to nominate 2 new executive Directors and 3 new independent non-executive Directors and such appointments will not take effect earlier than the date of posting of the Composite Document subject to the requirements under the Takeovers Code.

Set out below are the proposed candidates to be nominated by the Offeror as the executive Directors and independent non-executive Directors:

*Proposed executive Directors*

Mr. Liu, biographies of him has been set out in the paragraph headed “Information on the Offeror” of this joint announcement.

Mr. He Xiaoming, aged 41, is the chairman of 北京朗逸國際投資有限公司 (Beijing Langyi International Investment Co., Ltd.\*), which is principally engaged in development and management of hotels and other real estate assets. Mr. He has extensive business management and hospitality experience.

*Proposed independent non-executive Directors*

Mr. Chan Chun Kau, aged 40, graduated from Trinity College, Cambridge University of England with a bachelor degree in computer science and laws. Mr. Chan is a solicitor in Hong Kong and is a partner of two law firms in Hong Kong, namely Cheung and Choy, Solicitors and J.S. Gale & Co., and the sole proprietor of Lawrence Chan & Co. His main practice area is commercial, corporate finance and capital markets. Mr. Chan is also an independent non-executive director of Universal Technologies Holdings Limited (stock code: 1026) and the company secretary of China Energy Development Holdings Limited (stock code: 228), both of which are listed on the Main Board of the Stock Exchange.

Mr. Lee Chi Hwa, Joshua, aged 42, is a fellow member of the Association of Chartered Certified Accountants and a member of Hong Kong Institute of Certified Public Accountants. Mr. Lee has extensive experience in the fields of auditing, accounting and finance. Mr. Lee currently serves as an independent non-executive director of China Fortune Investments (Holding) Limited (stock code: 8116), Code Agriculture (Holdings) Limited (stock code: 8153), both of which are listed on the Growth Enterprise Market of the Stock Exchange and South East Group Limited (stock code: 726), which is listed on Main Board of the Stock Exchange. He was an independent non-executive director of King Stone Energy Group Limited (stock code: 663) from January 2012 to April 2013.

Mr. Lam Chi Wai, aged 37, holds a Master of Science in Accountancy from the Hong Kong Polytechnic University. Mr. Lam had years of experience in the field of business accounting, auditing and corporate secretarial services. He is a member of Association of Chartered Certified Accountants.

Details of any changes to the composition of the Board and the appointment of new Directors will be further announced as and when appropriate in compliance with the Takeovers Code and the Listing Rules.

**Maintaining the listing status of the Company**

The Offeror intends to maintain the listing status of the Company on the Stock Exchange. If the Offeror acquires the requisite percentage of the Offer Shares to enable it to compulsorily acquire all the issued Shares, the Offeror does not intend to exercise its right to compulsorily acquire the remaining Shares. **The director of the Offeror and the new directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to**

**take appropriate steps as are necessary to ensure, or procure the Company to take such steps as are necessary to ensure, that the Company maintains an adequate public float so as to comply with the applicable requirements of the Listing Rules.**

If, upon the close of the Offer, less than 25% of the issued Shares are held by the public, or if the Stock Exchange believes that a false market exists or may exist in the trading of the Shares or there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange may consider exercising its discretion to suspend dealings in the Shares. In this connection, it should be noted that upon the close of the Offer, there may be insufficient public float for the Shares and therefore trading in the Shares may be suspended until a sufficient level of public float is attained, and each of the Offeror and the Company will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after closing of the Offer.

## **GENERAL**

### **Independent Board Committee and independent financial adviser**

Under Rule 2.1 of the Takeovers Code, a board which receives an offer or which is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance or voting.

The Independent Board Committee, comprising all independent non-executive Directors, namely Mr. Chan Chun Chi, Mr. Yu Xi Chun and Mr. Wu Hao Tian, has been formed to advise the Independent Shareholders in respect of the Offer. Further announcement will be made upon the appointment of the independent financial adviser to the Independent Board Committee.

### **Composite Document**

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days of the date of this joint announcement or such later date as the Executive may approve, an offer document is required to be despatched to the Shareholders. The Company is required to send the offeree board circular in respect of the Offer to the Shareholders within 14 days after the posting of the offer document, or such later date as the Executive may approve.

It is the intention of the Offeror and the Board to combine the offer document and the offeree board circular into a composite document. Accordingly, the Composite Document (accompanied by the Form of Acceptance) in connection with the Offer setting out, inter alia, (i) details of the Offer (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of advice from the independent financial adviser (to be appointed) to the Independent Board Committee in respect of the Offer, will be despatched jointly by the Offeror and the Company to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

## **Disclosure of dealings**

All associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in any relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) in accordance with Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of their clients should note that they have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in the Shares should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## **SUSPENSION AND RESUMPTION OF TRADING**

Pending the release of this joint announcement, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 16 January 2015 at the request of the Company. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 22 January 2015.

**WARNING: The Offer will only be made if the Sale and Purchase Agreement is completed. Completion is conditional upon the fulfillment (or, where applicable, waiver) of the conditions referred to in the section headed “The Sale and Purchase Agreement — Conditions precedent” of this joint announcement. Accordingly, the Offer may or may not be made. Shareholders and potential investors are advised to exercise caution in dealing in the Shares. Further announcement will be made by the Offeror and the Company on whether Completion has taken place and if the Offer will be made.**

## DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associates”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors of the Company
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“Company”	Jin Bao Bao Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares contemplated under the Sale and Purchase Agreement
“Completion Date”	date of Completion
“Composite Document”	the composite offer and response document in respect of the Offer to be jointly despatched by the Offeror and the Company in accordance with the Takeovers Code containing, amongst other things, the detailed terms of the Offer
“Consideration”	HK\$560,000,000, being the consideration payable by the Offeror as purchaser for the sale and purchase of the Sale Shares under the Sale and Purchase Agreement
“Director(s)”	director(s) of the Company from time to time
“Encumbrance”	any mortgage, charge, pledge, lien, hypothecation, encumbrance or other security arrangement of any kind; or any option, equity, claim, adverse interest or other third party right of any kind; or any arrangement by which any right is subordinated to any right of such third party; or any contractual right of set-off, including any agreement or commitment to create or procure to create, or to permit or suffer to be created or subsisted any of the above
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Form(s) of Acceptance”	the form(s) of acceptance in respect of the Offer accompanying the Composite Document
“Group”	the Company and its subsidiaries

“Guarantor”	Mr. Chao Pang Ieng to the Sale and Purchase Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Board, comprising all independent non-executive Directors, namely, Mr. Chan Chun Chi, Mr. Yu Xi Chun and Mr. Wu Hao Tian, formed to advise the Independent Shareholders in respect of the Offer
“Independent Shareholder(s)”	holders of the Shares, other than the Offeror and parties acting in concert with it
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a licenced corporation to carry on business in type 6 (advising on corporate finance) regulated activity under the SFO and the financial adviser to the Offeror in respect of the Offer
“Kingston Securities”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 (dealing in securities) regulated activity under the SFO which shall make the Offer on behalf of the Offeror
“Last Trading Day”	15 January 2015, the last trading date before the suspension of trading in the Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Liu”	Mr. Liu Liangjian, the sole shareholder of the Offeror
“Offer”	the possible mandatory unconditional cash offer for all the issued Shares (other than those already owned by or agreed to be acquired by the Offeror and parties acting in concert with it) to be made by Kingston Securities on behalf of the Offeror at the Offer Price
“Offer Period”	commencing from 4 December 2014 to the closing date of the Offer or such other date or date to which the Offeror may decide to extend or revise the Offer in accordance to the Takeovers Code
“Offer Price”	HK\$3.734 per Offer Share
“Offer Share(s)”	50,000,000 Share(s) that is subject to the Offer

“Offeror”	Trend Rich Enterprises Limited, a company incorporated under the laws of the British Virgin Islands and the purchaser of the Sale Shares under the Sale and Purchase Agreement
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as stated in the register of members of the Company is or are outside Hong Kong
“RMB”	the lawful currency of the People’s Republic of China
“Sale Shares”	150,000,000 Shares legally and beneficially owned by the Vendor prior to Completion and to be sold by the Vendor to the Purchaser pursuant to the Sale and Purchase Agreement, representing 75% of the entire issued share capital of the Company as at the date of this joint announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Sale and Purchase Agreement”	the agreement dated 15 January 2015 entered into among the Offeror, the Vendor and the Guarantor in relation to the sale and purchase of the Sale Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the SFC
“Vendor”	Rich Gold International Limited, a company incorporated under the laws of the British Virgin Islands and the controlling shareholder holding 75% of the entire issued share capital of the Company prior to Completion
“Warranties”	means the warranties, representations and/or undertakings given or made by the Vendor and/or the Guarantor under the Sale and Purchase Agreement

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

\* *The English transliteration of the Chinese name(s) in this joint announcement, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).*

By Order of the board of directors  
**TREND RICH ENTERPRISES LIMITED**  
**Liu Liangjian**  
*Director*

By Order of the Board  
**JIN BAO BAO HOLDINGS LIMITED**  
**Chao Pang Ieng**  
*Chairman*

Hong Kong, 21 January 2015

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Liu Liangjian, who accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Vendor and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendor and parties acting in concert with any of 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 statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Chao Pang Ieng, Ms. Chen Fen and Mr. Zuo Ji Lin as executive Directors; Mr. Chan Chun Chi, Mr. Yu Xi Chun and Mr. Wu Hao Tian 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 that expressed by 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 those relating to 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 statements in this joint announcement misleading.*