Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



## **CHEONG MING INVESTMENTS LIMITED**

(Incorporated in Bermuda with limited liability) (Stock Code: 1196)

## ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION

This announcement is made pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"), Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The board (the "Board") of directors (the "Directors") of Cheong Ming Investments Limited (the "Company") announces that the Board has been informed by Harmony Link Corporation (the "Controlling Shareholder") that the Controlling Shareholder is in discussion with an independent third party (the "Third Party") in relation to a possible disposal of all its equity interest in the Company to the Third Party and a possible disposal by the Company of certain of its assets (the "Proposal"). As at the date of this announcement, the Controlling Shareholder holds 323,487,286 ordinary shares of HK\$0.10 each in the Company (each, a "Share"), representing approximately 50.91% of the issued share capital of the Company.

The discussion between the Controlling Shareholder and the Third Party are at preliminary stage and no formal or legally binding agreement has been entered into between the Controlling Shareholder and the Third Party in relation to the Proposal as at the date hereof. The Proposal, if materialised, may result in the Third Party being required to make a mandatory unconditional offer for all the issued Shares (other than those already owned by or agreed to be acquired by the Third Party or parties acting with it) in accordance with Rule 26.1 of the Takeovers Code and may also involve a notifiable

transaction of the Company under the Listing Rules and a special deal under Rule 25 of the Takeovers Code. Further announcement(s) will be made of any further development with regard to the Proposal as and when necessary in accordance with the Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

As at the date of this announcement, the issued share capital of the Company comprises 635,353,119 Shares. The Company has no other class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in issue.

Associates of the Company (including a person who owns or controls 5% or more of any class of relevant securities of the Company or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of the Company) are reminded to disclose their dealings in the relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company.

There is no assurance that any discussion mentioned in this announcement will either materialise or eventually be consummated, and the discussion may or may not lead to the making of an offer for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code:

## "Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients 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 \$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 relevant securities 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."

> By order of the Board Cheong Ming Investments Limited Lui Shing Ming, Brian Chairman

Hong Kong, 16 January 2014

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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 statement in this announcement misleading.

As at the date of this announcement, the executive Directors are Mr. Lui Shing Ming, Brian (Chairman), Mr. Lui Shing Cheong (Managing Director) and Mr. Lui Shing Chung, Victor; and the independent non-executive Directors are Mr. Lam Chun Kong, Mr. Lo Wing Man and Dr. Ng Lai Man, Carmen.