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## **VALUE PARTNERS GROUP LIMITED**

**惠理集團有限公司**

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

**(Stock Code: 806)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made by Value Partners Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”).

The board of directors (“**Board**”) of the Company noted the recent increase in the price and trading volume of the shares of the Company and news reports and market rumors regarding the Company.

The Board has been informed by Dato’ Seri Cheah Cheng Hye and Mr. Yeh V-Nee (the “**Relevant Shareholders**”) that the Relevant Shareholders have been approached by third parties and are in discussions with a potential offeror (the “**Potential Offeror**”). The Relevant Shareholders and the Potential Offeror have signed a non-binding memorandum of understanding (“**MOU**”) on 24 January 2017 in respect of a possible transaction involving an acquisition of interests in the Company by the Potential Offeror. As at the date of this announcement, the discussion is still on-going and the Relevant Shareholders have not entered into any definitive agreement with the Potential Offeror in relation to the possible transaction.

The Potential Offeror and its ultimate beneficial owners are third parties independent of and not connected with the Company or any of its connected persons.

Dato’ Seri Cheah Cheng Hye, Chairman, a Director and Co-Chief Investment Officer of the Company, indirectly holds 461,201,312 ordinary shares (“**Shares**”) of HK\$0.10 each in the capital of the Company, representing approximately 24.9% of the issued Shares, and outstanding options to subscribe for up to 56,620,000 Shares. Mr. Yeh V-Nee, Non-Executive Honorary Chairman of the Company, indirectly holds 298,805,324 Shares, representing approximately 16.14% of the issued Shares.

**Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to the making of an offer (as defined in the Takeovers Code) for the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or other securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **DISCLOSURE OF DEALINGS**

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 22 May 2017.

In accordance with Rule 3.8 of the Takeovers Code, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprised (i) 1,851,714,831 Shares and (ii) outstanding options to subscribe for up to 128,570,000 Shares granted under the share option schemes of the Company as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities as at the date hereof.

Associates (as defined in the Takeovers Code and including, among others, persons who own or control 5% or more of the relevant securities) of the Company and the Potential Offeror are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

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

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) has been suspended from 1:26 p.m. on 22 May 2017 pending release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 23 May 2017.

By Order of the Board  
**Value Partners Group Limited**  
**CHEUNG Kwong Chi, Aaron**  
*Company Secretary*

Hong Kong, 22 May 2017

*As of the date of this Announcement, our Directors are Dato’ Seri Cheah Cheng Hye, Mr. So Chun Ki Louis, Dr. Au King Lun and Ms. Hung Yeuk Yan Renee as Executive Directors and Dr. Chen Shih Ta Michael, Mr. Lee Siang Chin and Mr. Nobuo Oyama as Independent Non-executive Directors.*

*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.*