

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.



VALUE PARTNERS GROUP LIMITED

惠理集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 806)

ANNOUNCEMENT MONTHLY UPDATE ON THE POSSIBLE TRANSACTION PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

Reference is made to the announcements of Value Partners Group Limited (the “**Company**”) dated 22 May 2017, 22 June 2017, 21 July 2017, 21 August 2017, 21 September 2017, 20 October 2017 and 20 November 2017, respectively, in relation to the discussions between Dato’ Seri Cheah Cheng Hye and Mr. Yeh V-Nee (the “**Relevant Shareholders**”) and a potential offeror (“**Potential Offeror**”) in respect of a possible transaction (“**Possible Transaction**”) involving an acquisition of interests in the Company by the Potential Offeror.

The Company wishes to update its shareholders and potential investors that, as informed by the Relevant Shareholders, (i) the discussions between the Relevant Shareholders and the Potential Offeror are still on-going; (ii) the negotiations on the material commercial terms and conditions of the Possible Transaction are in the process of being finalised; (iii) the discussions on the terms and structure of the arrangement for the financing required for the Possible Transaction with the relevant financial institutions have reached an advanced stage; (iv) as informed by the Potential Offeror and its financial advisers, the Potential Offeror’s financial advisers are in the process of finalising the confirmation of sufficiency of financial resources for the Possible Transaction; and (v) the Relevant Shareholders have not entered into any formal or legally binding agreement in respect of the Possible Transaction as at the date of this announcement.

Further announcements will be made by the Company as and when appropriate and in compliance with the relevant requirements of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). In particular, in accordance with Rule 3.7 of the Takeovers Code, the Company will make a monthly announcement regarding the progress of the discussions 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.

Shareholders and potential investors of the Company should be aware that there is no certainty that the discussions mentioned in this announcement will proceed or that the same will result in binding agreements. There is no assurance that any discussions mentioned in this announcement will eventually be consummated and the discussions may or may not lead to the making of an offer for the shares of the Company. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the shares and other securities of the Company.

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

Hong Kong, 20 December 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.