

PAN HONG HOLDINGS GROUP LIMITED

(Incorporated in Bermuda)
(Registration Number: 37749)



THE PROPOSED DISTRIBUTION, PROPOSED BYE-LAW AMENDMENT, PROPOSED CAPITAL REDUCTION AND PROPOSED SHARE PREMIUM REDUCTION

- BOOKS CLOSURE DATE

The Board of Directors of Pan Hong Holdings Group Limited (the "**Company**") refers to the announcements of 25 August 2017, 20 December 2017, 12 January 2018, 8 February 2018 and 26 February 2018 relating to the abovementioned matters (collectively, the "**Announcements**") and the Company's circular to Shareholders dated 16 January 2018 (the "**Circular**"). Where capitalised terms are used in this announcement but are not otherwise defined herein, such terms shall bear the same meanings ascribed thereto in the Circular and the Announcements.

1. Introduction

On 26 February 2018, the Company announced that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 6 March 2018 (the "**Books Closure Date**") for purposes of determining Shareholders' entitlements to Sino Harbour Shares pursuant to the Proposed Distribution.

2. Entitlements of the Entitled Shareholders

As at 5.00 p.m. on the Books Closure Date, the total number of issued ordinary shares in the issued share capital of the Company (the "**Pan Hong Shares**") was 512,311,024 (excluding 6,544,000 treasury shares).

Based on the total number of Pan Hong Shares as at the Books Closure Date, the Proposed Distribution will be effected as follows:

- (a) for every Pan Hong Share held by Entitled Shareholders as at the Books Closure Date, each Entitled Shareholder will receive 3.51349 ordinary shares in the issued share capital of Sino Harbour Holdings Group Limited (the "**Sino Harbour Shares**"), except that Sino Harbour Shares which would otherwise have been distributed to Overseas Shareholders pursuant to the Proposed Distribution will be dealt with in the manner described in paragraph 6.6 of the Circular;
- (b) any resulting fractional Sino Harbour Shares will be aggregated and sold for the benefit of the Company, or otherwise dealt with in such manner and on such terms and conditions as the Directors deem fit; and
- (c) an aggregate of 1,800,000,000 Sino Harbour Shares, representing approximately 73.05% of the total issued share capital of Sino Harbour Holdings Group Limited, will be distributed to Entitled Shareholders pursuant to the Proposed Distribution.

The Sino Harbour Shares are expected to be distributed in scrip form to Entitled Shareholders on or around 29 March 2018. The Company will release further announcements at the appropriate junctures.

By Order of the Board

Wong Lam Ping
Executive Chairman
6 March 2018