

# HONG FOK LAND INTERNATIONAL LIMITED

( 鴻福國際有限公司\* )

*(Incorporated in Bermuda with limited liability)*

**DESPATCH OF THE OFFER DOCUMENT RELATING TO  
(1) VOLUNTARY CONDITIONAL CASH OFFER BY  
TUS CORPORATE FINANCE LIMITED ON BEHALF OF  
HONG FOK LAND INTERNATIONAL LIMITED  
TO BUY-BACK ALL THE ISSUED SHARES OF  
HONG FOK LAND INTERNATIONAL LIMITED AT HK\$0.55 PER SHARE  
AND  
(2) APPLICATION FOR WHITEWASH WAIVER**

**Financial Adviser to the Company**



**Independent Financial Adviser to the Independent Board Committee and  
the Independent Shareholders**



Reference is made to the announcements dated 4 February 2019, 22 February 2019 and 22 March 2019 (the “**Announcements**”) issued by Hong Fok Land International Limited (the “**Company**”) in relation to, among other things, the voluntary conditional cash offer by TUS Corporate Finance Limited on behalf of the Company to buy-back all the issued shares of the Company at HK\$0.55 per share (the “**Offer**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

## **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document containing, among other things, (i) detailed information relating to the Offer and the Whitewash Waiver; (ii) a letter from the Independent Board Committee containing its recommendation and advice to the Independent Shareholders as to whether the Offer and the Whitewash Waiver are fair and reasonable and as to acceptance and voting; (iii) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders as to whether the Offer and the Whitewash Waiver are fair and reasonable and as to acceptance and voting; (iv) the valuation reports; and (v) a notice of the SGM, together with the Acceptance Forms have been despatched to the Shareholders on Friday, 26 April 2019 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The timetable set out below is indicative only and is subject to change. Any changes to the expected timetable will be announced by the Company.

<b>Event</b>	<b>Date and Time</b>
Offer Period begins . . . . .	Monday, 4 February 2019
Despatch of the Offer Document and notice of SGM . . . . .	Friday, 26 April 2019
Latest time to lodge form of proxy for the SGM . . . . .	11:00 a.m. on Wednesday, 29 May 2019
SGM . . . . .	11:00 a.m. on Friday, 31 May 2019
Announcement of results of the SGM and whether the Offer has become unconditional . . . . .	Friday, 31 May 2019
Latest time for lodging the Acceptance Forms and latest time for determining Shareholders' entitlement to participate in the Offer based on the records of the Administrator ( <i>Notes 1 and 2</i> ) . . . . .	4:00 p.m. on Friday, 14 June 2019
Closing date of the Offer . . . . .	Friday, 14 June 2019
Record Date . . . . .	Friday, 14 June 2019
Announcement of the results of the Offer . . . . .	not later than 7:00 p.m. on Friday, 14 June 2019
Latest date for despatch of cheques to Accepting Shareholders and, if applicable, return of Share certificates to parties with unsuccessful tenders ( <i>Note 3</i> ) . . . . .	Tuesday, 25 June 2019

### Notes:

1. The above timetable assumes that the Offer is approved by the Independent Shareholders at the SGM and the Conditions are satisfied resulting in the Offer becoming unconditional on Friday, 31 May 2019.
2. Assuming that the resolution relating to the Offer and the Whitewash Waiver will also be approved by the Independent Shareholders and the Offer becomes unconditional on Friday, 31 May 2019, being the date of the SGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.
3. In order to accept the Offer, Qualifying Shareholders are required to submit to the Administrator the duly completed Acceptance Form in accordance with the instructions as set out in this Offer Document and on the Acceptance Form (which instructions form part of the terms and conditions of the Offer) on or before 4:00 p.m. on Friday, 14 June 2019.

4. Remittance for the total amounts due to Accepting Shareholders under the Offer will be made by the Company within seven Business Days following the later of (i) the Offer becoming or being declared unconditional and (ii) the Date of Receipt.
5. All references to date and time contained in this Offer Document refer to Hong Kong time and dates.

## **IMPORTANT**

**THE INDEPENDENT SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE OFFER DOCUMENT AND THE ACCOMPANYING ACCEPTANCE FORMS CAREFULLY. YOUR ATTENTION IS ALSO DRAWN TO THE LETTERS FROM THE BOARD, THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER TO BE CONTAINED IN THE OFFER DOCUMENT. SHAREHOLDERS ARE ENCOURAGED TO READ THE INFORMATION TO BE CONTAINED IN THE OFFER DOCUMENT BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFER.**

**SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES. THE COMPANY HAS REMINDED THEIR RESPECTIVE ASSOCIATES OF THE DEALING RESTRICTIONS UNDER THE TAKEOVERS CODE AND TO DISCLOSE THEIR PERMITTED DEALINGS, IF ANY, IN ANY SECURITIES OF THE COMPANY.**

By Order of the Board  
**Hong Fok Land International Limited**  
**Cheong Pin Chuan**  
*Joint Chairman and Joint Managing Director*

Hong Kong, 26 April 2019.

*At the date of this announcement, the Directors are Mr. Cheong Pin Chuan, Mr. Cheong Sim Eng, Mr. Chan Yee Hoi and Mr. Ng Lin Fung.*

*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 contained in this announcement misleading.*

\* *For identification Purpose only*