

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.



LUEN THAI HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 311)

CLARIFICATION ANNOUNCEMENT

INTRODUCTION

Reference is made to (i) the joint announcement issued by Shangtex (Hong Kong) Limited (the “**Offeror**”) and Luen Thai Holdings Limited (the “**Company**”) regarding the Offer dated 26 October 2016 (the “**Offer Announcement**”); (ii) the composite offer and response document dated 24 January 2017 jointly issued by the Offeror and the Company (the “**Composite Document**”); and (iii) the close of offer announcement dated 14 February 2017 jointly issued by Company and the Offeror (the “**Close of Offer Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

CLARIFICATION

As stated in the Offer Announcement and the Composite Document, pursuant to the Irrevocable Undertaking each of the Selling Shareholders has unconditionally and irrevocably undertaken to the Offeror and the Offeror Parent that, and Mr. Tan has unconditionally and irrevocably undertaken to the Offeror and the Offeror Parent to procure that, among others, (a) each of the Selling Shareholders will accept the Offer in respect of the IU Shares, being 520,849,598 Shares owned by them (representing approximately 50.37% of the issued share capital of the Company as at the date of this announcement); (b) none of the Selling Shareholders and the parties acting in concert with any of the Selling Shareholders will accept the Offer in respect of any Shares (including the Remaining Shares, being 205,775,402 Shares (representing approximately 19.90% of the issued share capital of the Company as at the date of this announcement)) held by it other than the IU Shares; and (c) none of the Selling Shareholders will sell, transfer, charge, encumber, grant any option over or otherwise dispose of any Shares (including the Remaining Shares) other than the IU Shares before the expiry of the Offer Period.

The Board would wish to clarify that one of the Selling Shareholders, Ms. Cynthia Yiu (“**Ms. Yiu**”), had, during the Offer Period, accepted the Offer in respect of her Remaining Shares, being approximately 0.08% of the issued share capital of the Company as at the date of this announcement. The Board was informed by Ms. Yiu on 17 February 2017 that such acceptance was made due to inadvertence.

Reference is made to the Close of Offer Announcement. As a result of Ms. Yiu's acceptance of the Offer in respect of her Remaining Shares, approximately 19.82% instead of 19.90% of the issued share capital of the Company as at the date of this announcement remains with the Selling Shareholders and the parties acting in concert with any of the Selling Shareholders. The public float as at the date of this announcement is approximately 5.68% of the issued capital of the Company as a result of the same.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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 the announcement misleading.

Hong Kong, 20 February 2017

As at the date hereof, the Board comprises the following Directors:

Executive Directors:

Shen Yaoqing (*Chairman*)
Qu Zhiming
Tan Siu Lin
Tan Cho Lung, Raymond
Mok Siu Wan, Anne

Independent Non-executive Directors:

Chan Henry
Cheung Siu Kee
Seing Nea Yie

Non-executive Director:

Huang Jie

By order of the Board
Chiu Chi Cheung
Company Secretary

Company's website: www.luenthai.com