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Champion Alliance International Corporation 冠均國際有限公司 <i>(Incorporated in the British Virgin Islands with limited liability)</i>	Mengke Holdings Limited 盟科控股有限公司 <i>(Incorporated in the Cayman Islands with limited liability)</i> (Stock Code: 1629)
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JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY SSIF SECURITIES LIMITED



**FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES OF MENGKE HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY THE OFFEROR AND
THE PARTIES ACTING IN CONCERT WITH IT)**

Joint Financial Advisers to the Offeror



Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

Reference is made to (i) the announcement jointly issued by Mengke Holdings Limited (the “**Company**”) and Champion Alliance International Corporation (the “**Offeror**”) dated 29 October 2018; and (ii) the composite offer and response document jointly issued by the Company and the Offeror dated 19 November 2018 (the “**Composite Document**”), in relation to, among other matters, the Share Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) information relating to the Group, the Offeror and the Share Offer; (ii) a letter from SSIF Securities containing, among other things, details of the Share Offer; (iii) a letter from the Board; (iv) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the terms of the Share Offer and as to acceptance of the Share Offer; and (v) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the terms of the Share Offer and as to acceptance of the Share Offer, together with the Form of Acceptance, will be despatched to the Shareholders on 19 November 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE SHARE OFFER

Set out below is the expected timetable of the Share Offer as extracted from the Composite Document. The expected timetable set out below is indicative only and further announcement(s) will be made in the event of any changes when appropriate. Unless otherwise specified, all time and date in this joint announcement and in the Composite Document refer to Hong Kong time and dates.

Event	Time & Date
Despatch date of the Composite Document and the Form of Acceptance (<i>Note 1</i>)	Monday, 19 November 2018
Share Offer opens for acceptance (<i>Note 1</i>).....	Monday, 19 November 2018
Latest time and date for acceptance of the Share Offer (<i>Notes 2 and 4</i>).....	4:00 p.m. on Monday, 10 December 2018
Closing Date of the Share Offer (<i>Notes 2 and 4</i>)	Monday, 10 December 2018
Announcement of the results of the Share Offer as at the Closing Date to be posted on the website of the Stock Exchange (<i>Notes 2 and 4</i>)	No later than 7:00 p.m. on Monday, 10 December 2018

Latest date for posting of remittance for the amounts due under the Share Offer in respect of valid acceptances received under the Share Offer (*Notes 3 and 4*) Wednesday, 19 December 2018

Note 1: The Share Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Share Offer shall be irrevocable and shall not be capable of being withdrawn, except in the circumstances set out in the section headed “4. Right of Withdrawal” in Appendix I to the Composite Document.

Note 2: In accordance with the Takeovers Code, the Share Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Share Offer is 4:00 p.m. on Monday, 10 December 2018. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on Monday, 10 December 2018 stating whether the Share Offer has been extended, revised or expired. In the event that the Offeror decides to revise or extend the Share Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Share Offer is closed to those Independent Shareholders who have not accepted the Share Offer.

Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

Note 3: Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Offer Shares tendered under the Share Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible but in any event within 7 Business Days after the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.

Note 4: If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:

- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Share Offer, the latest time for acceptance of the Share Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day;
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Share Offer, the latest time for acceptance of the Share Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for the acceptance of the Share Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser before deciding whether or not to accept the Share Offer.

Persons who are in doubt as to the action to be taken should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional adviser.

Shareholders and potential investors are reminded to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Share Offer and are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

By Order of the Board
Champion Alliance International Corporation
Chen Shuming
Director

By Order of the Board
Mengke Holdings Limited
Zhang Weixiang
Chairman and non-executive Director

Hong Kong, 16 November 2018

As at the date of this joint announcement, the Board comprises Mr. Fu Mingping as executive Director, Mr. Zhang Weixiang as non-executive Director and Mr. Cheng Tai Kwan Sunny, Mr. Tan Yik Chung Wilson and Mr. Yick Ting Fai Jeffrey as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Offeror) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Chen Shuming.

The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than that relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those made by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.