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## **JOLIMARK HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2028)**

### **RESTRUCTURING OF SHAREHOLDING IN THE COMPANY**

The Company has been informed by Mr. Au that on 18 July 2016, the transfer of the entire issued shares capital of Kytronics from Mr. Au and the Family Members to KGL was completed.

The Company has also been informed by Mr. Au that the Executive has granted to Mr. Au a waiver from the general offer obligations under Rule 26.1 of the Takeovers Code arising from the Transfer.

#### **THE TRANSFER**

The Company has been informed by Mr. Au that on 18 July 2016, the Transfer, being the transfer of the five (5) shares of Kytronics, representing the entire issued shares capital of Kytronics, from Mr. Au and the Family Members to KGL for nil consideration (the “**Transfer**”) was completed. As at the date of this announcement, Kytronics holds 405,465,533 Jolimark Holdings Limited Shares, representing approximately 64.86% of the total issued share capital of the Company.

#### **SHAREHOLDING STRUCTURE**

Immediately prior to the Transfer, Kytronics was held as to 20% by each of Mr. Au and his Family Members in equal share. Immediately upon completion of the Transfer, Kytronics is held as to 100% by KGL, which in turn is 100% held by FHL, a company wholly-owned by Mr. Au. The interests in voting rights of Kytronics in the Company immediately before and after the Transfer remain the same.

## TAKEOVERS CODE IMPLICATIONS

As stated above, the aggregate voting rights in the Company in which Kytronics holds remain unchanged before and after the Transfer. The principal purpose of effecting the Transfer is a part of the succession planning and wealth management of Mr. Au and such Transfer was made in pursuance of note (ii) to Note 6(a) to Rule 26.1 of the Takeovers Code, being transfer between an individual and his close relatives.

The Company noted that upon completion of the Transfer, Mr. Au will, through his holding in FHL, which in turn holds the entire issued share capital of KGL, control 100% of Kytronics and 64.86% shareholding in the Company. The Company has also been informed by Mr. Au that the Executive has granted to the Trustee a waiver from the general offer obligations under Rule 26.1 of the Takeovers Code arising from the Transfer.

## DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“Company”	Jolimark Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Executive”	the executive director of the Corporate Finance Division of the SFC
“Family Members”	means, Ms. Tai Noi Kit who is the wife of Mr. Au, Mr. Au Kwok Lun and Mr. Ou Guo Liang who are the sons of Mr. Au and Ms. Ou Ri Ai who is the daughter of Mr. Au
“FHL”	Au Pak Yin, Tai Noi Kit Family Holdings Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Au as at the date of this announcement
“KGL”	Kytronics Growth Limited, a company incorporated in the British Virgin Islands and wholly-owned by FHL as at the date of this announcement
“Kytronics”	Kytronics Holdings Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company
“Mr. Au”	Mr. Au Pak Yin, an executive Director and the Chairman of the Company
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“SFC”	the Securities and Futures Commission of Hong Kong

“Stock Exchange”           The Stock Exchange of Hong Kong Limited  
“Takeovers Code”         the Hong Kong Code on Takeovers and Mergers

By order of the Board  
**Jolimark Holdings Limited**  
**Au Kwok Lun**  
*Director*

Hong Kong, 18 July 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Au Pak Yin, Mr. Au Kwok Lun and Mr. Ou Guo Liang, and the independent non-executive directors of the Company are Mr. Lai Ming, Joseph, Mr. Meng Yan, Mr. Xu Guangmao and Mr. Yeung Kwok Keung.*