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## **WO KEE HONG (HOLDINGS) LIMITED**

**和記行（集團）有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 720)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

After a further review of the list of holders of Share Options, the Company noted that a total of 300,000 Share Options have lapsed due to the resignation of the relevant holders from the Group.

As at the date of this announcement, the Company has a total of 2,385,128,550 Shares in issue and 82,840,000 outstanding Share Options exercisable into Shares at various exercise prices under the share option scheme of the Company adopted on 30 May 2002.

This announcement is made pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the announcement of the Company dated 14 September 2011 in relation to the receipt of the Offer Letter (the “**Announcement**”) and the announcement dated 15 September 2011 made by the Offeror regarding the voluntary conditional cash Offers to acquire all the Offer Shares and all the outstanding Share Options of the Company. Capitalised terms used herein have the same meanings as defined in the Announcement unless otherwise specified.

#### **LAPSE OF THE SHARE OPTIONS**

The Company announces that after a further review of the list of holders of Share Options, the Company noted that a total of 300,000 Share Options granted to two employees of the Group have lapsed due to their resignation.

As at the date hereof, the Company has a total of 2,385,128,550 Shares in issue and outstanding Share Options entitling the holders thereof to subscribe for a total of 82,840,000 Shares at various exercise prices of HK\$0.0590, HK\$0.1500, HK\$0.1560, HK\$0.1667, HK\$0.1740 and HK\$0.2130 per Share. The Share Options are held by the following holders:

|  | <b>No. of<br/>underlying<br/>Shares</b> | <b>Exercise price<br/>per Share<br/>(HK\$)</b> |
|--|---|--|
| Dr. LEE  | 6,000,000                               | 0.1500   |
| Mr. Jeff LEE   | 600,000                                 | 0.1667   |
|  | 720,000                                 | 0.1740   |
|  | 14,500,000                              | 0.0590   |
|  | 1,000,000                               | 0.1500   |
| Mr. Tik Tung WONG ( <i>executive Director</i> )                    | 17,400,000                              | 0.1740   |
|  | 3,500,000                               | 0.1500   |
| Ms. YUE  | 480,000                                 | 0.1667   |
|  | 840,000                                 | 0.1740   |
|  | 14,500,000                              | 0.0590   |
| Mr. Boon Seng TAN ( <i>independent non-executive Director</i> )    | 1,020,000                               | 0.1740   |
| Mr. Ying Kwan CHEUNG ( <i>independent non-executive Director</i> ) | 300,000                                 | 0.1667   |
|  | 1,020,000                               | 0.1740   |
|  | 1,500,000                               | 0.0590   |
| Mr. Peter Pi Tak YIN ( <i>independent non-executive Director</i> ) | 2,500,000                               | 0.1560   |
| Others   | 1,000,000                               | 0.0590   |
|  | 6,500,000                               | 0.1500   |
|  | 1,750,000                               | 0.1560   |
|  | 450,000                                 | 0.1667   |
|  | 5,400,000                               | 0.1740   |
|  | 1,860,000                               | 0.2130   |
|  | <hr/>                                   |  |
| Total  | <b><u><u>82,840,000</u></u></b>         |  |

Save for the above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof. Associates (as such term is defined under the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

**“Responsibilities of stockbrokers, banks and other intermediaries**

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By order of the Board  
**WO KEE HONG (HOLDINGS) LIMITED**  
**Dr. Richard Man Fai LEE**  
*Executive Chairman and Chief Executive Officer*

Hong Kong, 13 October 2011

*As at the date of this announcement, the Board comprises Dr. Richard Man Fai LEE (Executive Chairman and Chief Executive Officer), Mr. Jeff Man Bun LEE and Mr. Tik Tung WONG, all of whom are executive Directors; Ms. Kam Har YUE, who is a non-executive Director; Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Peter Pi Tak YIN, all of whom are independent non-executive Directors.*

*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 in this announcement misleading.*

\* *for identification purposes only*