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**VANTAGE INTERNATIONAL  
(HOLDINGS) LIMITED**

**盈信控股有限公司**

*(Incorporated in Bermuda*

*with limited liability)*

**(Stock Code: 15)**

**NGA CHUN HOLDINGS  
COMPANY LIMITED**

**雅駿控股有限公司**

*(Incorporated in the Cayman Islands*

*with limited liability)*

**(Stock Code: 1462)**

**JOINT ANNOUNCEMENT PURSUANT TO RULE 3.7 OF  
THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES  
AND INSIDE INFORMATION PROVISIONS**

**AND**

**RESUMPTION OF TRADING**

This joint announcement is made by Vantage International (Holdings) Limited (“**Vantage**”) and Nga Chun Holdings Company Limited (“**Nga Chun**”) jointly pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “**SFO**”).

The board of directors of Vantage and the board of directors of Nga Chun jointly announce that Team Great Limited (“**Team Great**”), a company directly interested in 300,000,000 shares of Nga Chun, representing 75% of the entire issued share capital of Nga Chun, has been approached by certain independent third party(ies) as potential purchaser(s) (the “**Potential Purchaser(s)**”) of a possible acquisition of all or part of its shares in Nga Chun (the “**Possible Transaction**”). As at the date of this joint announcement, Team Great was beneficially owned as to 50% by Mr. Fung Chi Wing, the chairman and executive director of Nga Chun, 40% by Vantage and 10% by Mr. Fung Chuen (brother of Mr. Fung Chi Wing).

Team Great is in preliminary discussion with the Potential Purchaser(s) regarding the Possible Transaction and no offer or commitment or definitive terms have yet been reached. As at the date of this joint announcement, the discussion is still in progress and the Possible Transaction may or may not proceed.

The Possible Transaction, if materializes, may lead to a change in control of Nga Chun and a mandatory general offer for all the issued shares of Nga Chun being made by the Potential Purchaser(s) under the Takeovers Code. The Possible Transaction may also constitute a notifiable transaction for Vantage under Chapter 14 of the Listing Rules.

## **FURTHER INFORMATION**

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussion will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by Vantage and/or Nga Chun as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of Nga Chun comprised of 400,000,000 ordinary shares of HK\$0.01 each as at the date of this joint announcement. Save for the aforesaid, Nga Chun has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

The associates of Nga Chun (including shareholders of Nga Chun having interests of 5% or more in the relevant securities of Nga Chun) are hereby reminded to disclose their dealings in any securities of Nga Chun 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 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. 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.”*

**There is no assurance that any transaction mentioned in this joint announcement will materialize or eventually be consummated and the discussion may or may not lead to a general offer. Shareholders and potential investors of Vantage and Nga Chun are urged to exercise extreme caution when dealing in the shares of Vantage and Nga Chun.**

## RESUMPTION OF TRADING

At the request of each of Vantage and Nga Chun, trading in the shares of Vantage and Nga Chun on the Stock Exchange was halted with effect from 9:00 a.m. on 5 November 2015 pending the release of this joint announcement. Application has been made by each of Vantage and Nga Chun for resumption of trading in its shares on the Stock Exchange with effect from 9:00 a.m. on 6 November 2015.

By Order of the Board  
**Vantage International (Holdings) Limited**  
NGAI Chun Hung  
*Chairman*

By Order of the Board  
**Nga Chun Holdings Company Limited**  
FUNG Chi Wing  
*Chairman*

Hong Kong, 5 November 2015

As at the date of this joint announcement, the board composition of each of Vantage and Nga Chun is as follows:

**Vantage**

*Executive Directors:*

Mr. NGAI Chun Hung  
Mr. YAU Kwok Fai

*Independent Non-executive Directors:*

Professor KO Jan Ming  
The Hon. IP Kwok Him, GBS, J.P.  
Mr. FUNG Pui Cheung, Eugene

**Nga Chun**

*Executive Directors:*

Mr. FUNG Chi Wing  
Ms. FUNG Mei Lan  
Ir WONG Chi Wai

*Independent Non-executive Directors:*

Ir HO Pun Hing  
Ir SZETO Ka Sing  
Dr. LEUNG Shiu Ki Albert

*The directors of Vantage jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Nga Chun) 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 Nga Chun) 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.*

*The directors of Nga Chun jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Vantage) 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 Vantage) 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.*