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DYNAMIC PEAK LIMITED

(incorporated in the British Virgin Islands with limited liability)

PROSTEN TECHNOLOGY HOLDINGS LIMITED

長達科技控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8026)

JOINT ANNOUNCEMENT

DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO CONDITIONAL MANDATORY CASH OFFERS BY



一中證券有限公司

One China Securities Limited

FOR AND ON BEHALF OF DYNAMIC PEAK LIMITED FOR ALL THE ISSUED SHARES (OTHER THAN THOSE ALREADY OWNED BY DYNAMIC PEAK LIMITED AND PARTIES ACTING IN CONCERT WITH IT) IN, AND THE CANCELLATION OF ALL OUTSTANDING SHARE OPTIONS OF, PROSTEN TECHNOLOGY HOLDINGS LIMITED

Financial adviser to Dynamic Peak Limited



KINGSTON CORPORATE FINANCE LTD.

Independent Financial Adviser to the Independent Board Committee



**普頓資本有限公司
PROTON CAPITAL LIMITED**

Reference is made to the joint announcement dated 29 April 2015 (the “**Joint Announcement**”) jointly issued by Prosten Technology Holdings Limited (the “**Company**”) and Dynamic Peak Limited (the “**Offeror**”) and the composite offer and response document dated 25 June 2015 jointly issued by the

Offeror and the Company in respect of the Offers (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORMS OF ACCEPTANCE

The Composite Document (accompanied by the Forms of Acceptance) in connection with the Offers setting out, *inter alia*, (i) details of the Offers (including the expected timetable); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers has been despatched to the Shareholders and Optionholders on 25 June 2015.

EXPECTED TIMETABLE

The expected timetable of the Offers set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. All time and date references contained in this joint announcement refer to Hong Kong time and dates.

Despatch date of the Composite Document and the accompanying Forms of Acceptance and the commencement of the Offers (<i>Note 1</i>)	Thursday, 25 June 2015
Latest time and date for acceptance of the Offers on the First Closing Date (<i>Note 2</i>)	by 4:00 p.m. on Thursday, 16 July 2015
First Closing Date (<i>Note 2</i>)	Thursday, 16 July 2015
Announcement of the results of the Offers or as to the Offers have been revised or extended to be posted on the website of the Stock Exchange (<i>Note 2</i>)	by 7:00 p.m. on Thursday, 16 July 2015
Latest date for posting of remittances in respect of valid acceptances received under the Offers by the First Closing Date (assuming the Offers become or are declared unconditional on the First Closing Date) (<i>Note 3</i>)	Monday, 27 July 2015
Latest time and date for the Offers remaining open for acceptance (assuming the Offers become or are declared unconditional on the First Closing Date) (<i>Note 4</i>)	by 4:00 p.m. on Thursday, 30 July 2015

Latest date of posting of remittances in respect of valid acceptances received under the Offers on or before 4:00 p.m. Thursday, 30 July 2015, being the latest date on which the Offers remain open for acceptances assuming the Offers become or are declared unconditional in all respects on the First Closing Date. Monday, 10 August 2015

Latest date by which the Offers can be declared unconditional (*Note 5*) Monday, 24 August 2015

Notes:

1. The Offers, which are conditional, are made on the date of posting of the Composite Document, and are capable of acceptance on and from Thursday, 25 June 2015 until the First Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. Subject to the condition of the Offers, acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Effect of acceptance of the Offers and right of withdrawal” in Appendix I to the Composite Document.
2. The Offers must remain open for acceptance for at least 21 days falling the date on which the Composite Document is posted. The Offers which are conditional will be closed at 4:00 p.m. on the First Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange on the First Closing Date stating the results of the Offers and whether the Offers have been revised or extended or have expired. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days’ notice in writing will be given, before the Offers are closed, to those Independent Shareholders and Optionholders who have not accepted the Offers. If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the First Closing Date and such a warning is (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be the same day, i.e. 4:00 p.m. on the First Closing Date.
3. Remittances in respect of the consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Share(s) under the Offers will be despatched to the accepting Independent Shareholders and Optionholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date on which the Offers become or are declared unconditional and the date of receipt by the Registrar of the valid requisite documents.
4. In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days’ notice in writing must be given before the Offers are closed to the Independent Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the day on which the Composite Document is posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptance, the Offers will lapse after 7:00 p.m. on Monday, 24 August 2015, unless extended with the consent of the Executive.

WARNING:

Independent Shareholders and Optionholders are strongly advised to read the Composite Document and the accompanying Forms of Acceptance carefully, including the letter from the Independent Board Committee and the advice from the Independent Financial Adviser, before taking any action in relation to the Offers.

If the total number of Shares in respect of which the Offeror receives valid acceptances under the Share Offer together with the Shares already owned or to be acquired by the Offeror and parties acting in concert with it during the Offer Period, will result in the Offeror and parties acting in concert with it holding 50% or less of the voting rights of the Company, the Offers will not become unconditional and will lapse.

The Offers may or may not become unconditional. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

By Order of the board of directors of
Dynamic Peak Limited
Xu Zhigang
Director

By Order of the Board of
Prosten Technology Holdings Limited
Yip Heon Keung
Chairman

Hong Kong, 25 June 2015

As at the date of this joint announcement, the Board comprises the following Directors:

Mr. Yip Heon Keung (*Chairman and Executive Director*)
Mr. Yip Heon Ping (*Executive Director*)
Mr. Han Jun (*Executive Director*)
Ms. Li Luyi (*Non-executive Director*)
Mr. Tam Chun Wan (*Independent Non-executive Director*)
Ms. Tse Yuet Ling, Justine (*Independent Non-executive Director*)
Ms. Lai May Lun (*Independent Non-executive Director*)

Mr. Chen Weixi and Mr. Xu Zhigang, directors and shareholders of the Offeror, jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendors and parties acting in concert with each of them) 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 Group, the Directors, the Vendors and parties acting in concert with each of them) 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 of the statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 of the statements in this joint announcement misleading.

This joint announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than the information relating to the Offeror and parties acting in concert with it) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this joint announcement misleading.

This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least seven days from the date of its posting and on the website of the Company at <http://www.prosten.com>.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.

** For identification purpose only*