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TEXWINCA HOLDINGS LIMITED

德永佳集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 321)

Websites : <http://www.texwinca.com/>
<http://www.irasia.com/listco/hk/texwinca/>

RESTRUCTURING OF SHAREHOLDING IN THE COMPANY

THE TRANSFER

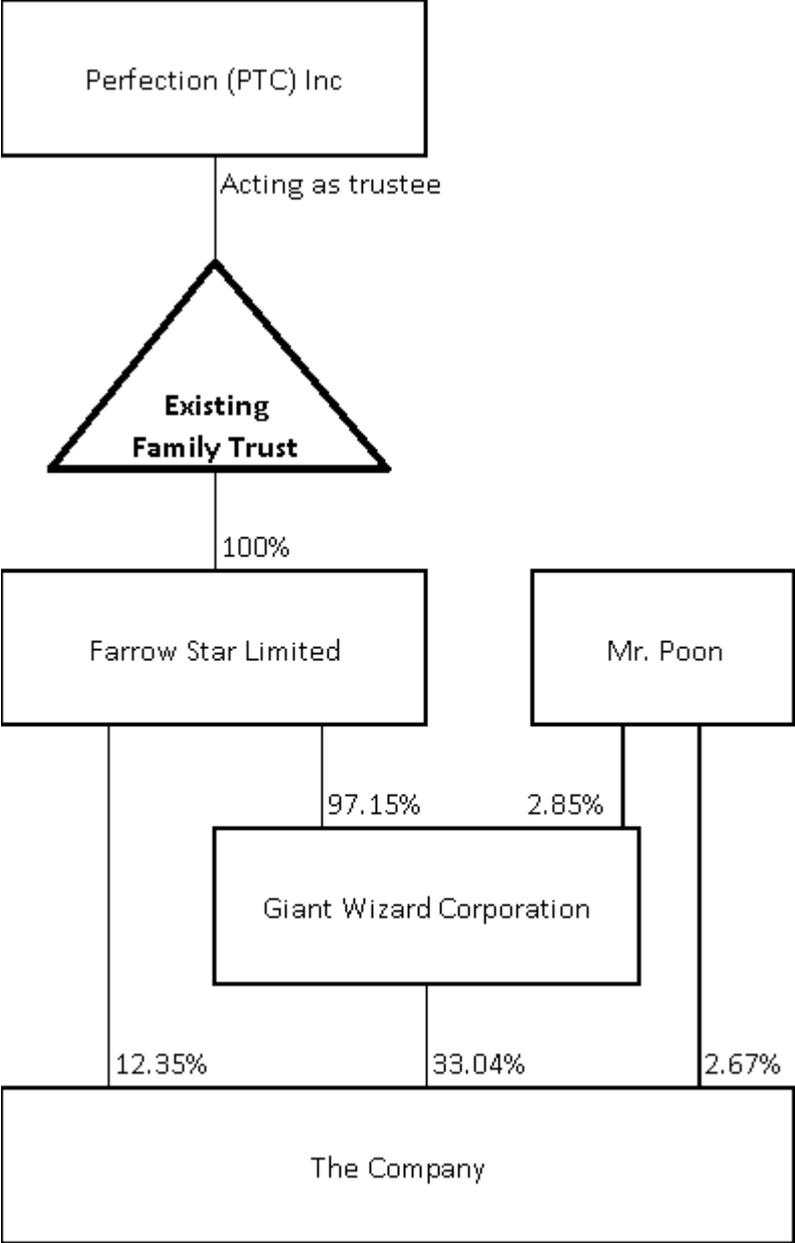
The Company has been informed by Mr. Poon that, through a series of arrangements, Mr. Poon's interests in 627,150,104 Shares, representing approximately 45.39% shareholding of the Company held by the Existing Family Trust, together with 36,888,000 Shares, representing approximately 2.67% shareholding of the Company, directly held by Mr. Poon will be transferred to UBS Trustees (B.V.I.) Limited (as trustee of the New Family Trust) (the "**Transfer**").

The New Family Trust was established by Mr. Poon as settlor and UBS Trustees (B.V.I.) Limited as trustee. The beneficiaries of the New Family Trust include Mr. Poon and his family members. The Transfer was made at nil consideration. Mr. Poon is deemed to be interested in total 664,038,104 Shares, representing approximately 48.06% shareholding of the Company, which remains unchanged before and after the Transfer.

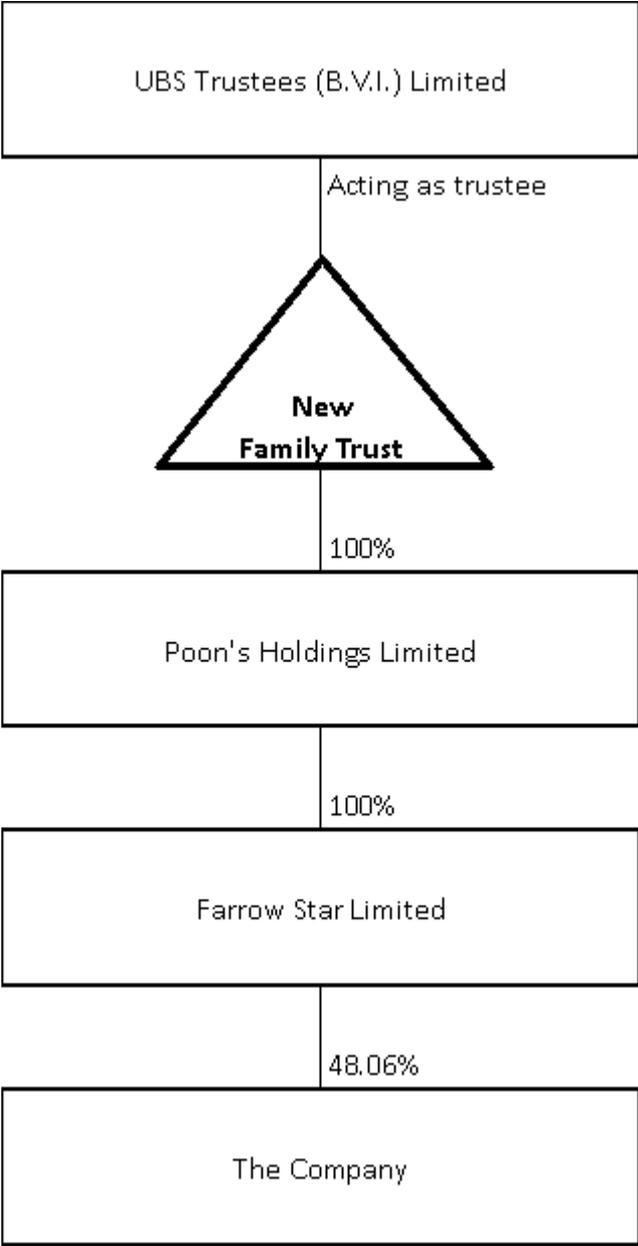
** For identification purposes only*

The shareholding structures in relation to Mr. Poon’s interests before and immediately after completion of the Transfer are set out below:

Before the Transfer



Immediately after completion of the Transfer



TAKEOVERS CODE IMPLICATIONS

As illustrated in the above charts, the aggregate voting rights in the Company in which Mr. Poon and persons acting in concert with him 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. Poon and such transfer was made in pursuance of Note 6(a)(ii) to Rule 26.1 of the Takeovers Code, being transfer between an individual and his related trusts.

The Company noted that upon completion of the Transfer, UBS Trustees (B.V.I.) Limited will acquire more than 30% of the voting rights of the Company. The Company has also been informed by Mr. Poon that SFC has granted a waiver from the general offer obligations under Rule 26.1 of the Takeovers Code arising from the Transfer.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“Company”	Texwinca Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Existing Family Trust”	a family trust established by Mr. Poon and Perfection (PTC) Inc as trustee;
“Farrow Star Limited”	Farrow Star Limited, a company incorporated in the British Virgin Islands with limited liability;
“Giant Wizard Corporation”	Giant Wizard Corporation, a company incorporated in the British Virgin Islands with limited liability;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Poon”	Mr. Poon Bun Chak, an executive director, the executive chairman and a controlling shareholder of the Company;
“New Family Trust”	a family trust established by Mr. Poon and UBS Trustees (B.V.I.) Limited as trustee;
“persons acting in concert”	has the meaning ascribed to it under the Takeovers Code;
“Poon’s Holdings Limited”	Poon’s Holdings Limited, a company incorporated in the British Virgin Islands with limited liability;
“SFC”	the Securities and Futures Commission of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC;
“UBS Trustees (B.V.I.) Limited”	an independent third party acting as the trustee of the New Family Trust; and
"% "	per cent.

On Behalf of the Board

Poon Bun Chak

Chairman

Hong Kong, 8 April 2016

As at the date of this announcement, the executive directors of the Company are Mr. Poon Bun Chak and Mr. Ting Kit Chung; and the independent non-executive directors of the Company are Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin.