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## **Advanced Card Systems Holdings Limited**

**龍傑智能卡控股有限公司\***

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

**(Stock Code: 2086)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES, RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION PROVISIONS UNDER THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made by Advanced Card Systems Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) 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).

Reference is made to the announcement of the Company dated 5 December 2016 in respect of the unusual increase in trading volume of the shares of the Company on 2 December 2016 (the “**Announcement**”). As stated in the Announcement, the Company was informed by Ms. Tsui Kam Ling (“**Ms. Tsui**”), being the controlling shareholder of the Company, the chairman of the board of directors (the “**Directors**”) of the Company (the “**Board**”) and an executive Director who is interested in approximately 40.00% of the total issued share capital of the Company, that she and her associates are in negotiation with an independent third party regarding the possibility of disposal of certain shares in the Company held by Ms. Tsui and her associates.

#### **THE MEMORANDUM OF UNDERSTANDING**

The Company was further informed by Ms. Tsui, Mr. Wong Chi Ho, Mr. Wong Chi Kit (each of Mr. Wong Chi Ho and Mr. Wong Chi Kit being an executive Director, a co-chief executive officer of the Group and a son of Ms. Tsui, who is interested in approximately 9.30% and 9.22% of the total issued share capital of the Company, respectively), and Ms. Chan Angelica Sheung Ying (being the wife of Mr. Wong Chi Kit, who is interested in approximately 2.87% of the total issued share capital of the Company) (collectively, the “**Potential Vendors**”) that

\* *For identification purpose*

on 5 December 2016 (after trading hours), the Potential Vendors entered into a memorandum of understanding (the “**MOU**”) with an independent third party as purchaser (the “**Potential Purchaser**”) in respect of a possible sale and purchase of certain shares in the Company, which, if materialised, may lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all the issued shares of the Company (the “**Shares**”) (other than those already owned by or agreed to be acquired by the Potential Purchaser and parties acting in concert with it) (the “**Possible Transaction**”).

Ms. Tsui, Mr. Wong Chi Ho, Mr. Wong Chi Kit and Ms. Chan Angelica Sheung Ying collectively hold approximately 61.39% of the total issued share capital of the Company as at the date of this announcement.

No formal and legally binding sale and purchase agreement has been entered into in respect of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed.

Save and except for the provisions relating to due diligence, exclusivity, costs and expenses, confidentiality, governing law and disputes resolution which have legally binding effect, other provisions of the MOU do not have any legally binding effect.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions 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 the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

In compliance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has 319,564,892 total Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

For the purpose of the Takeovers Code, the offer period commences on the date of this announcement, being 5 December 2016.

The associates of the Company (including persons having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

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.”*

*“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.*

**Warning:**

***There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.***

By order of the Board  
**Advanced Card Systems Holdings Limited**  
**Lee Ka Man**  
Company Secretary

Hong Kong, 5 December 2016

*As at the date of this announcement, the Board of the Company comprises three executive Directors, namely Ms. Tsui Kam Ling, Mr. Wong Chi Ho and Mr. Wong Chi Kit, and three independent non-executive Directors, namely Ms. Kaung Cheng Xi Dawn, Mr. Lo Kar Chun, SBS, JP and Mr. Yim Kai Pung.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, 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 statements in this announcement misleading.*