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LAI SUN DEVELOPMENT

Lai Sun Development Company Limited  
(Incorporated in Hong Kong with limited liability)  
(Stock Code:488)



**eSun Holdings Limited**

(Incorporated in Bermuda with limited liability)  
(Stock Code: 571)



LAI FUNG HOLDINGS

**Transtrend Holdings Limited**

(Incorporated in Hong Kong with limited liability)

Lai Fung Holdings Limited

(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1125)

## **JOINT ANNOUNCEMENT**

### **EXTENSION OF TIME FOR DESPATCH OF THE eSUN COMPOSITE DOCUMENT AND THE LAI FUNG COMPOSITE DOCUMENT**

- (1) CONDITIONAL VOLUNTARY GENERAL CASH OFFER BY HSBC ON BEHALF OF THE OFFEROR, A WHOLLY-OWNED SUBSIDIARY OF LSD, TO ACQUIRE ALL OF THE ISSUED SHARES OF eSUN (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY LSD, THE OFFEROR OR THEIR RESPECTIVE SUBSIDIARIES) AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF eSUN**
- (2) POSSIBLE UNCONDITIONAL MANDATORY GENERAL CASH OFFER BY HSBC ON BEHALF OF THE OFFEROR, A WHOLLY-OWNED SUBSIDIARY OF LSD, TO ACQUIRE ALL OF THE ISSUED SHARES OF LAI FUNG (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY LSD, THE OFFEROR, eSUN OR THEIR RESPECTIVE SUBSIDIARIES) AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF LAI FUNG**

**Financial Adviser to LSD and the Offeror**



## INTRODUCTION

Reference is made to the joint announcement dated 27 May 2018 (the “**Joint Announcement**”) published by Lai Sun Garment (International) Limited, Lai Sun Development Company Limited (“**LSD**”), Transtrend Holdings Limited (the “**Offeror**”), eSun Holdings Limited (“**eSun**”) and Lai Fung Holdings Limited (“**Lai Fung**”) in respect of, among others, (1) a conditional voluntary general cash offer by The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) on behalf of the Offeror, a wholly-owned subsidiary of LSD, to acquire all of the issued shares of eSun (other than those already owned or agreed to be acquired by LSD, the Offeror or their respective subsidiaries) and to cancel all the outstanding share options of eSun and (2) the possible unconditional mandatory general cash offer by HSBC on behalf of the Offeror, a wholly-owned subsidiary of LSD, to acquire all of the issued shares of Lai Fung (other than those already owned or agreed to be acquired by LSD, the Offeror, eSun or their respective subsidiaries) and to cancel all the outstanding share options of Lai Fung. Unless otherwise defined herein, capitalised terms used herein shall have the meanings ascribed to them in the Joint Announcement.

### EXTENSION OF TIME FOR DESPATCH OF THE eSUN COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive’s consent is obtained, the eSun Composite Document is required to be despatched to eSun Shareholders within 21 days from the Announcement Date, which in this case would be on or before 17 June 2018.

As additional time is required to prepare the opinion of the independent financial adviser to the eSun Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code and the property valuation report for properties of eSun pursuant to Rule 11 of the Takeovers Code, an application was made to the Executive and the Executive has granted its consent to extending the latest time for the despatch of the eSun Composite Document to 23 July 2018.

A detailed timetable for the eSun Offers will be set out in the eSun Composite Document and in the announcement to be jointly made by LSD, the Offeror and eSun upon the despatch of the eSun Composite Document.

### EXTENSION OF TIME FOR DESPATCH OF THE LAI FUNG COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, the Lai Fung Offers will only be triggered upon the eSun Share Offer becoming unconditional or being declared unconditional in all respects. Accordingly, the Lai Fung Offers are subject to the pre-condition of the eSun Share Offer becoming or being declared unconditional in all respects. The date on which the eSun Share Offer becomes or is declared unconditional in all respects (including the satisfaction of the Condition of having received valid acceptances of the eSun Share Offer which would result in the Offeror and LSD together with their respective subsidiaries holding in aggregate more than 50% of the voting rights in eSun) is outside of the control of the Offeror and may not be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code.

An application was therefore made to the Executive and the Executive has granted its consent to extending the latest time for the despatch of the Lai Fung Composite Document to a date falling within seven days of the eSun Share Offer becoming or being declared unconditional in all respects, or 28 September 2018, whichever is the earlier.

A detailed timetable for the Lai Fung Offers will be set out in the Lai Fung Composite Document and in the announcement to be jointly made by LSD, the Offeror and Lai Fung upon the despatch of the Lai Fung Composite Document.

By order of the board	By order of the board
<b>Lai Sun Development Company Limited</b>	<b>eSun Holdings Limited</b>
<b>Lau Shu Yan, Julius</b>	<b>Lui Siu Tsuen, Richard</b>
<i>Executive Director and Chief Executive Officer</i>	<i>Executive Director and Chief Executive Officer</i>

By order of the board	By order of the board
<b>Transtrend Holdings Limited</b>	<b>Lai Fung Holdings Limited</b>
<b>Chew Fook Aun</b>	<b>Chew Fook Aun</b>
<i>Director</i>	<i>Chairman</i>

Hong Kong, 15 June 2018

*As at the date of this joint announcement:*

- (a) *the LSD Board comprises four executive directors, namely Dr. Lam Kin Ngok, Peter (Chairman) and Messrs. Chew Fook Aun (Deputy Chairman), Lau Shu Yan, Julius (Chief Executive Officer) and Lam Hau Yin, Lester; two non-executive directors, namely Dr. Lam Kin Ming and Madam U Po Chu; and three independent non-executive directors, namely Messrs. Lam Bing Kwan, Leung Shu Yin, William and Ip Shu Kwan, Stephen.*
- (b) *the Offeror Board comprises four directors, namely Dr. Lam Kin Ngok, Peter and Messrs. Chew Fook Aun, Lau Shu Yan, Julius and Lam Hau Yin, Lester.*
- (c) *the eSun Board comprises four executive directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; two non-executive directors, namely Madam U Po Chu and Mr. Andrew Y. Yan; and four independent non-executive directors, namely Messrs. Low Chee Keong (Chairman), Lo Kwok Kwei, David and Alfred Donald Yap and Dr. Ng Lai Man, Carmen.*
- (d) *the Lai Fung Board comprises seven executive directors, namely Mr. Chew Fook Aun (Chairman), Dr. Lam Kin Ming (Deputy Chairman), Mr. Lam Kin Hong, Matthew (Executive Deputy Chairman), Mr. Lam Hau Yin, Lester (Chief Executive Officer), Madam U Po Chu, Mr. Cheng Shin How and Mr. Lee Tze Yan, Ernest; two non-executive directors, namely Mr. Lucas Ignatius Loh Jen Yuh and Mr. Puah Tze Shyang (also alternate to Mr. Lucas Ignatius Loh Jen Yuh); and five independent non-executive directors, namely Messrs. Lam Bing Kwan, Ku Moon Lun, Law Kin Ho, Mak Wing Sum, Alvin and Shek Lai Him, Abraham.*

*The LSD Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the eSun Group or the Lai Fung Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the eSun Group or the Lai Fung Group) 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 the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the eSun Group or the Lai Fung Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the eSun Group or the Lai Fung Group) 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 eSun Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the eSun Group (other than information relating to the Lai Fung Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the eSun Group (other than opinions expressed by the Lai Fung Group) 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 Lai Fung Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Lai Fung Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Lai Fung Group 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.*