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**SOLIS HOLDINGS LIMITED**  
**守益控股有限公司**

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

**(Stock Code: 2227)**

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

Reference is made to the announcement published by the Company on 22 May 2020 (the “**Announcement**”) in relation to the dispute in respect to the shares held by HMK Investment Holdings Limited. Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless specified otherwise.

This announcement is made by Solis Holdings Limited (the “**Company**”) 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 on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **POSSIBLE MANDATORY GENERAL OFFER**

As set out in the Announcement, the Lender has purportedly taken action to enforce the security interest in Pledged Shares, and appointed receivers (the “**Receivers**”) and managers (the “**Managers**”) over the Pledged Shares (the “**Receivership**”).

Nevertheless, given that HMK Investment Holdings Limited is a controlling shareholder of the Company, the Receivership may result in the sale of the Shares to other third-party purchasers, which in turn may trigger a mandatory general offer under the Takeovers Code and hence a change of controlling shareholder of the Company should any purchaser(s) acquire 30% or more of the voting rights of the Company. While the Company is not in the position, at this stage, to ascertain the validity of the Receivership and the outcome thereof and to announce and provide further information in respect to the aforesaid, the Company has also been informed that out of the Pledged Shares, 92,000,000 Shares were transferred on 5 May 2020 to a nominee company of the Receivers and Managers.

## **DEALING DISCLOSURE**

For the purpose of the Takeovers Code, the offer period is deemed to commence on the date of the Announcement. As at the date of this announcement, the Company has a total issued share capital of 915,600,000 Shares. Other than 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. Associates (having the meaning given to it under the Takeovers Code, including persons holding 5% or more of any class of relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should 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 under the Takeovers Code 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.

## **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 of an offeror or the offeree company 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 \$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.”

**WARNINGS: There is no assurance that the Receivership will result in a change of controlling shareholder and lead to general offers under Rule 26.1 of the Takeovers Code for the securities of the Company. Shareholders and public investors should exercise extreme caution when dealing in the securities of the Company.**

By Order of the Board  
**Solis Holdings Limited**

**Tay Yong Hua**

*Executive Chairman and Executive Director*

Singapore, 12 June 2020

*As at the date of this announcement, the executive Directors are Mr. Tay Yong Hua and Mr. Liang Qianyuan; and the independent non-executive Directors are Mr. Cheung Garnok, Dr. Guan Huan Fei, Mr. Jacobsen William Keith and Mr. Liu Hongen.*

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