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CHUN WO DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00711)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Chun Wo Development Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference are made to (i) the joint announcement issued by the Offeror, Well Perfection and the Company dated 20 October 2014 in relation to, among other things, the Sale and Purchase Agreement, the Subscription Agreement, the Group Restructuring, the Share Premium Reduction, the Distribution In Specie, the Bond Extension, the proposed Increase in Authorised Share Capital, the Listco Offers and the Privateco Offer, and (ii) the circular issued by the Company on 26 November 2014 in relation to, among other things, the Sale and Purchase Agreement, the Subscription Agreement, the Group Restructuring, the Share Premium Reduction, the Distribution In Specie, the Bond Extension, the GT Winners Loan, the proposed Increase in Authorised Share Capital, and the respective transactions contemplated thereunder, including the issue of the Convertible Bonds and the allotment and issue of the Subscription Shares and the Conversion Shares under the Specific Mandate (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless specified otherwise.

The Board wishes to announce that (i) an aggregate of 334,000 Share Options under the share option scheme of the Company adopted on 3 September 2012 have lapsed on 1 January 2015, and (ii) 100,000,000 new Shares were allotted and issued by the Company on 31 December 2014 upon the Subscription Completion.

As at the date of this announcement and immediately after the lapse of the Share Options and the allotment and issue of the new Shares as described above, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprise (i) 1,192,576,176 Shares in issue, and (ii) 5,286,600 outstanding share options.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

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 \$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.

By Order of the Board
Pang Yat Ting, Dominic
Chairman

Hong Kong, 2 January 2015

As at the date of this announcement, the executive directors of the Company are Mr. Pang Yat Ting, Dominic, Mr. Pang Yat Bond, Derrick, Mr. Kwok Yuk Chiu, Clement and Madam Li Wai Hang, Christina and the independent non-executive directors of the Company are Mr. Au Son Yiu, Mr. Chan Chiu Ying, Alec, Mr. Hui Chiu Chung, Stephen JP and Mr. Lee Shing See GBS, OBE, JP.

The directors of the Company jointly and severally accept full responsibility for 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 statement in this announcement misleading.

In the event of inconsistency, the English text of this announcement shall prevail over the Chinese text thereof.