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廣東控股有限公司

GDH LIMITED

*(incorporated in Hong Kong with limited liability)*



粵海制革有限公司

GUANGDONG TANNERY LIMITED

*(incorporated in Hong Kong with limited liability)*

(Stock Code: 1058)

**PROPOSED PRIVATISATION OF  
GUANGDONG TANNERY LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 166 OF COMPANIES ORDINANCE)  
AT THE CANCELLATION PRICE OF HK\$0.28 PER SCHEME SHARE  
AND  
DELAY IN DESPATCH OF THE SCHEME DOCUMENT**

Under Rule 8.2 of the Takeovers Code, a composite scheme document in relation to the Scheme (the “Scheme Document”) should be sent to the GTL Shareholders on or before 2nd August, 2005. However, the despatch of the Scheme Document will be delayed due to the additional time required for finalising the Scheme Document and accommodating Court Meeting arrangements and fixing court hearing dates. Accordingly, the Scheme Document is expected to be sent to the GTL Shareholders on or before 31st August, 2005. A detailed timetable for the Scheme will be set out in the Scheme Document and in the announcement to be issued upon the despatch of the Scheme Document.

**GTL Shareholders and potential investors should be aware that implementation of the Proposal is subject to the satisfaction or waiver of the conditions set out in the Announcement and therefore may or may not become effective. GTL Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares.**

## **INTRODUCTION**

Reference is made to the joint announcement dated 12th July, 2005 (the “Announcement”) made by GDH Limited (“GDH”) and Guangdong Tannery Limited (“GTL”) in which it was announced, inter alia, that the Scheme would be put forward to the Scheme Shareholders regarding a proposed privatisation of GTL by way of a scheme of arrangement under Section 166 of the Companies Ordinance. Terms defined in the Announcement shall have the same meanings when used herein unless the context requires otherwise.

## **DESPATCH OF THE SCHEME DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, unless the consent of the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (the “Executive”) is otherwise obtained, the Scheme Document in relation to the Scheme should be sent to the GTL Shareholders within 21 days of the date of the Announcement, which would be on or before 2nd August, 2005.

More time is needed to finalise the Scheme Document. Further, a court hearing is required for the High Court to issue its direction for convening the Court Meeting, whereupon the particulars of the Court Meeting will be finalised and specified in the Scheme Document. As at the date of this announcement, on the basis of the existing schedule of the High Court, it is currently expected that the earliest available time for such a court hearing will be on 23rd August, 2005. As such, the Scheme Document (which will be a composite document that includes the Scheme, the related explanatory statement and all relevant letters to GTL Shareholders) cannot be despatched to the GTL Shareholders on or before 2nd August, 2005. An application has been made to the Executive for an extension of the time for the despatch of the Scheme Document and it is currently expected that the Scheme Document will be despatched to the GTL Shareholders on or before 31st August, 2005. A detailed timetable for the Scheme will be set out in the Scheme Document and in the announcement to be issued upon the despatch of the Scheme Document.

## **CONDITIONS OF THE PROPOSAL**

Shareholders and potential investors should be aware that implementation of the Scheme is subject to the satisfaction or waiver of the conditions set out in the Announcement and therefore may or may not become effective. GTL Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares.

By order of the board of directors of  
**GDH Limited**  
**Li Wai Keung**  
*Director*

By order of the board of directors of  
**Guangdong Tannery Limited**  
**Zhang Chunting**  
*Chairman*

Hong Kong, 1st August, 2005

*The directors of GDH Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Guangdong Tannery Limited and its subsidiaries) 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.*

*The directors of Guangdong Tannery Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the GDH Limited and its subsidiaries (excluding the GTL Group)) 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.*

*As at the date of this announcement, the GTL Board comprises Zhang Chunting, Xiong Guangyang, Hui Wai Man Lawrence, Ho Lam Lai Ping Theresa, and three independent non-executive directors, namely, Cheng Hok Lai James, Fung Lak and Choi Kam Fai Thomas.*

*Please also refer to the published version of this announcement in (China Daily)*