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## **ALWAYS PROFIT DEVELOPMENT LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

### **ANNOUNCEMENT**

**DESPATCH OF THE OFFER DOCUMENT RELATING TO  
MANDATORY UNCONDITIONAL CASH OFFER BY  
OPTIMA CAPITAL LIMITED  
ON BEHALF OF ALWAYS PROFIT DEVELOPMENT LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES IN  
STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY  
ALWAYS PROFIT DEVELOPMENT LIMITED AND  
PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**



#### **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document, setting out, among other things, (i) the details of the Offer (including the expected timetable and terms and conditions of the Offer); and (ii) a letter from Optima Capital, together with the accompanying Form of Acceptance, has been despatched to the Shareholders on 10 September 2018 in accordance with the Takeovers Code.

**The Offer is unconditional in all respects. Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) carefully, before deciding whether or not to accept the Offer.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

References are made to (i) the announcement issued by Always Profit Development Limited (the “Offeror”) dated 29 August 2018 in relation to, among others, the unconditional mandatory cash general offer to be made by Optima Capital Limited (“Optima Capital”) on behalf of the Offeror to acquire all the Offer Shares in accordance with the Takeovers Code; and (ii) the offer document issued by the Offeror dated 10 September 2018 (the “Offer Document”). Capitalised terms used herein shall have the same meanings as those defined in the Offer Document, unless the context requires otherwise.

## DESPATCH OF THE OFFER DOCUMENT

The Offer Document, setting out, among other things, (i) the details of the Offer (including the expected timetable and terms and conditions of the Offer); and (ii) a letter from Optima Capital, together with the accompanying Form of Acceptance, has been despatched to the Shareholders on 10 September 2018 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. All time and date references contained in this announcement refer to Hong Kong time and dates.

<b>Event</b>	<b>Time and Date</b>
Despatch date of the Offer Document and the Form of Acceptance ( <i>Note 1</i> ) . . . . .	Monday, 10 September, 2018
Offer opens for acceptance ( <i>Note 1</i> ) . . . . .	Monday, 10 September, 2018
Latest date for the posting of the Response Document ( <i>Note 2</i> ) . . . . .	Monday, 24 September 2018
Latest time and date for acceptance of the Offer on the Closing Date ( <i>Note 3 &amp; 4</i> ) . . . . .	not later than 4:00 p.m. on Monday, 8 October 2018
Announcement of the results of the Offer as at the Closing Date to be published on the website of the Stock Exchange and the Company ( <i>Note 3</i> ) . . . . .	no later than 7:00 p.m. on Monday 8 October 2018
Latest date for posting of remittances in respect of valid acceptances received under the Offer ( <i>Note 4 &amp; 5</i> ) . . . . .	Thursday, 18 October 2018

*Notes:*

1. The Offer, which is unconditional, is made on the date of posting of the Offer Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.
2. In accordance with the Takeovers Code, the Company is required to post the Response Document within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
3. In accordance with the Takeovers Code, where the Response Document is posted after the date on which the Offer Document is posted, the Offer must initially be open for acceptance for at least 28 days following the date on which the Offer Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Monday, 8 October 2018 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date, stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force on the Closing Date or the date for posting of remittances and it has (i) not been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer or the posting of remittances will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer or the posting of remittances will remain at 4:00 p.m. on the same Business Day.
5. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "5. Right of withdrawal" in Appendix I to the Offer Document.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

**Warning:**

**The Offer is unconditional in all respects. Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) carefully, before deciding whether or not to accept the Offer.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

By order of the board  
**ALWAYS PROFIT DEVELOPMENT LIMITED**  
**Zhang Jinbing**  
*Sole Director*

Hong Kong, 10 September 2018

*As at the date of this announcement, the sole director of the Offeror is Mr. Zhang Jinbing.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquires, that to the best of his 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.*