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PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1263)

DESPATCH OF CIRCULAR IN RELATION TO (1) PROPOSED OFF-MARKET SHARE BUY-BACK AND (2) CONNECTED TRANSACTION

Reference is made to (i) the announcement of PC Partner Group Limited (the “**Company**”) dated 23 April 2018 (the “**Announcement**”) in relation to, among others, the Share Buy-back Agreement and the Share Buy-back; and (ii) the announcement of the Company dated 14 May 2018 concerning the delay in despatch of the circular (the “**Circular**”) of the Company in relation to the Share Buy-back Agreement and the Share Buy-back. Capitalized terms used in this announcement shall have the same meaning as those defined in the Announcement, unless the context otherwise requires.

The Circular containing, among other things, details of the Share Buy-back Agreement and the Share Buy-back, the letter from the Independent Board Committee giving its recommendation to the Disinterested Shareholders on the Share Buy-back Agreement and the Share Buy-back, the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee relating to the Share Buy-back Agreement and the Share Buy-back, the notice of the EGM and other information as required under the Listing Rules, the Takeovers Code and the Share Buy-backs Code is despatched to the Shareholders on 23 May 2018.

The Disinterested Shareholders are advised to read the Circular carefully, in particular, (i) the letter of recommendation from the Independent Board Committee to the Disinterested Shareholders on the Share Buy-back Agreement and the Share Buy-back and (ii) the letter of advice from the Independent Financial Adviser to the Independent

* *For identification purpose only*

Board Committee on the Share Buy-back Agreement and the Share Buy-back, before making a decision as to how to vote on the relevant resolution to be proposed at the EGM.

By Order of the Board
PC PARTNER GROUP LIMITED
WONG Shik Ho Tony
Chairman

Hong Kong, 23 May 2018

As at the date of this announcement, the Executive Directors are Mr. WONG Shik Ho Tony, Mr. WONG Fong Pak, Mr. LEUNG Wah Kan, Mr. HO Nai Nap, Mr. MAN Wai Hung; the Non-executive Director is Mrs. HO WONG Mary Mee-Tak (Mr. CHIU Wing Yui is Alternate Director to Mrs. HO WONG Mary Mee-Tak); and the Independent Non-executive Directors are Mr. IP Shing Hing, Mr. LAI Kin Jerome and Mr. CHEUNG Ying Sheung.

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 statement contained in this announcement misleading.

This announcement will be published and remains on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.pcpartner.com.

The English text of this announcement shall prevail over its Chinese text.