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*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 00620)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

Reference is made to the (i) announcement of UDL Holdings Limited (“**Company**”) dated 21 May 2015 in relation to the Possible Transaction; and (ii) announcements of the Company dated 28 May 2015 and dated 1 June 2015 in relation to the update of number of relevant securities of the Company (collectively, the “**Announcements**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Announcements.

### **UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

The Board wishes to announce that on 3 June 2015, 1,066,000 new Shares have been allotted and issued pursuant to (i) the exercise of the 396,000 options granted under the share option scheme of the Company adopted on 31 December 2002 at an exercise price of HK\$2.02 per Share; and (ii) the exercise of the 670,000 options granted under the share option scheme of the Company adopted on 6 December 2012 at an exercise price of HK\$0.62 per Share.

As at the date of this announcement (after the allotment and issuance of Shares as described above), the relevant securities of the Company comprised 277,841,408 Shares in issue and 6,181,154 outstanding options. Save for 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 hereof.

### **DEALING DISCLOSURE**

The associates (as defined in the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any securities of the Company pursuant to the requirements 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 HK\$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.”*

**Shareholders and potential investors of the Company should exercise in caution when dealing in the Shares as there is no certainty that the Possible Transaction will proceed.**

By order of the Board of  
**UDL HOLDINGS LIMITED**  
**Leung Chi Yin Gillian**  
Executive Director

Hong Kong, 3 June 2015

*As at the date of this announcement, the board of directors of the Company comprises four executive directors, namely Mr. Leung Yat Tung, Mrs. Leung Yu Oi Ling, Irene, Ms. Leung Chi Yin, Gillian and Mr. Leung Chi Hong, Jerry; and three independent non-executive directors, namely Mr. Pao Ping Wing, JP, Professor Yuen Ming Fai, Matthew, Ph.D. and Ms. Tse Mei Ha.*

*All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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.*