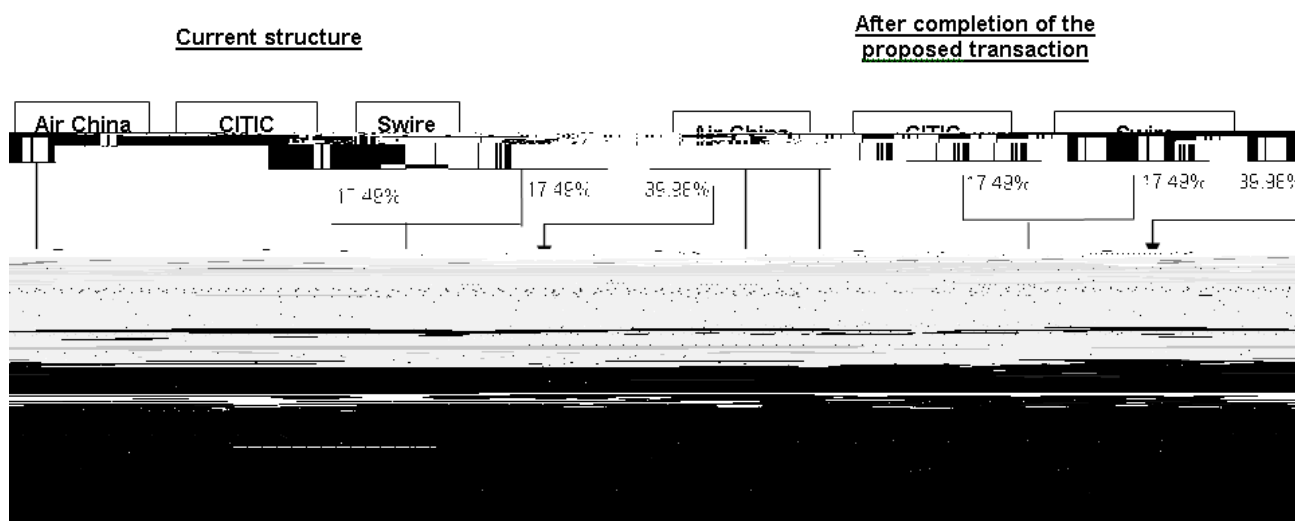


Introduction

1. In this issue of the Takeovers Bulletin you will find a summary of the Takeovers Panel's recent decisions in relation to Wing Hang Bank and HAECO.
2. We remind market practitioners of the importance of early preparation for compliance with the profit forecast "reporting" requirements in Rule 10.4.
3. The six-month trial period for communicating comments on documents by fax ended on 28 February 2009 and, in view of feedback from market practitioners, we have extended it as

On



The Panel noted there was no question by presumption and in fact that Swire and Cathay Pacific are parties acting in concert in relation to HAECO. The Panel ruled that the proposed transaction, if implemented, would result in Swire's shareholding increasing from 35.35% to 50.12% (the relevant trigger point for Swire in relation to HAECO was 35%).

Under Note 6(a) to Rule 26.1 acquisitions by one member of a concert party from another which cause the purchaser's shareholding to cross a trigger point in the Takeovers Code "normally" result in a mandatory offer obligation arising. The Panel regarded this to be the starting point noting that the granting of any waiver is a concession.

The first two paragraphs of Note 6(a) to Rule 26.1 set out the criteria to be taken into consideration in the grant of a waiver. The second paragraph of Note 6(a) to Rule 26.1 provides that

during an offer period by requiring, amongst other things, a high degree of accuracy and fair presentation of forecasts. Rule 10 is an extension of General Principle 5 of the Codes, which provides that shareholders should be given

Set out below is a membership list

Nominates members of the Panel, the Appeal Committee and the Disciplinary Chair Committee.

Ex officio Members

- Mr Wheatley Martin (Chairman)
- Mr Clark Stephen Edward
- Mr Ho Yin Tung, Brian

Members

- Mr Fong Ching, Eddy, SBS, JP
- Mr Kwok Hing Wai, Kenneth, BBS, SC

Alternate members to Clark Stephen Edward

- Mr Graham David
- Ms Ko, Teresa Yuk Yin, JP
- Mr Liu Chee Ming
- Mr Maguire John Martin

Members are nominated by the Nominations Committee on the basis that they are duly experienced Senior Counsel. Their role is to hear and