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## **NEWAY GROUP HOLDINGS LIMITED**

**中星集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00055)**

### **EXTENSION OF PUT OPTION PERIOD**

The Purchaser (a wholly-owned subsidiary of the Company) has been granted the Put Option exercisable by the Purchaser to require Dr. Suek to acquire from it the entire issued share capital of NEL and the then outstanding shareholders' loan owed by NEL (if any).

On 28 March 2013, the Purchaser, the Vendor and Dr. Suek entered into a supplemental agreement to extend the Put Option Period further to 30 September 2013. Save for the extension of the Put Option Period, all other terms of the SP Agreement remain unchanged.

### **BACKGROUND**

On 16 June 2009, the Purchaser, the Vendor and Dr. Suek entered into the SP Agreement pursuant to which the Purchaser has acquired from the Vendor the entire issued share capital of NEL and the then shareholder's loan due from NEL to the Vendor. Pursuant to the SP Agreement, the Purchaser has been granted a put option exercisable by the Purchaser to require Dr. Suek to acquire from it the entire issued share capital of NEL and the then outstanding shareholders' loan owed by NEL (if any) at a consideration as determined according to the SP Agreement. The Put Option is exercisable by the Purchaser during the period (as extended) up to 1 April 2013.

Further information in relation to the SP Agreement and the previous extension of the Put Option Period was set out in the announcements of the Company dated 16 June 2009, 29 June 2011 and 29 June 2012.

\* For identification purpose only

## **EXTENSION OF PUT OPTION PERIOD**

On 28 March 2013, the Purchaser, the Vendor and Dr. Suek entered into a supplemental agreement to the SP Agreement to extend the Put Option Period further to 30 September 2013. Save for the extension of the Put Option Period, all other terms of the SP Agreement remain unchanged.

The Board considers that the extended Put Option Period will allow more time and opportunity for the Company to assess the development of the NEL Group in particular taking into account the performance of the NEL Group for the year ending 31 March 2013. The Board is of the view that the extension of the Put Option Period is in the interests of the Company and the terms of the supplemental agreement are on normal commercial terms and are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## **DEFINITIONS**

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Neway Group Holdings Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dr. Suek”	Dr. Suek Chai Kit Christopher, the warrantor under the SP Agreement to guarantee and warrant the performance of obligations of the Vendor under the SP Agreement
“Group”	the Company and its subsidiaries
“NEL”	Neway Entertainment Limited, a wholly-owned subsidiary of the Company
“NEL Group”	NEL and its subsidiaries
“Purchaser”	Gain Capital International Limited, a wholly-owned subsidiary of the Company

“Put Option”	the put option exercisable by the Purchaser during the Put Option Period to require Dr. Suek to acquire from it the entire issued share capital of NEL and the then outstanding shareholders’ loan owed by NEL (if any)
“Put Option Period”	the period during which the Put Option may be exercised by the Purchaser
“SP Agreement”	the agreement dated 16 June 2009 entered into between the Purchaser, the Vendor and Dr. Suek (as warrantor) in relation to inter alia the sale of the entire issued share capital of NEL as amended by the supplemental agreements dated 29 June 2011 and 29 June 2012
“Vendor”	Neway Enterprise Holdings Limited, the vendor under the SP Agreement

By order of the Board  
**Neway Group Holdings Limited**  
**Suek Ka Lun, Ernie**  
*Chairman*

Hong Kong, 28 March 2013

*As at the date of this announcement, the Directors are Mr. Suek Ka Lun, Ernie (Chairman) and Mr. Suek Chai Hong (Chief Executive Officer) being the executive Directors, Dr. Ng Wai Kwan, Mr. Chan Kwing Choi, Warren and Mr. Wong Sun Fat being the non-executive Directors, and Mr. Tse Tin Tai, Mr. Cheng Chi Wai and Ms. Lui Lai Ping, Cecily being the independent non-executive Directors, and Mr. Lau Kam Cheong being the alternate Director to Dr. Ng Wai Kwan.*