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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 30 September 2013, the Purchaser, the Vendor and Dr. Suek entered into a supplemental agreement to extend the Put Option Period further to 31 March 2014. Save for the extension of the Put Option Period, all other terms of the SP Agreement remain unchanged.

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 30 September 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, 29 June 2012 and 28 March 2013.

\* *For identification purpose only*

## **EXTENSION OF PUT OPTION PERIOD**

On 30 September 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 31 March 2014. Save for the extension of the Put Option Period, all other terms of the SP Agreement remain unchanged.

With reference to the Company's announcement dated 17 July 2013 and circular dated 2 September 2013, the Company proposed not to exercise the Put Option. However, as set out in the Company's announcement dated 26 September 2013, the proposal not to exercise the Put Option was not approved by the independent shareholders of the Company. Absent any further extension, the Put Option would expire on 30 September 2013. In view of the imminent expiry of the Put Option, the Board has extended the Put Option Period to 31 March 2014. Prior to this date, the Board will convene a shareholders' meeting at which a resolution will be proposed for the independent shareholders of the Company to consider and vote on the exercise of the Put Option in compliance with the Listing Rules. The circular will contain updated information regarding the Group and the NEL Group and will contain the advice and recommendation of an independent financial adviser and an independent board committee of the Company. 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, 29 June 2012 and 28 March 2013
“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, 30 September 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, Ms. Lui Lai Ping, Cecily and Mr. Lee Kwok Wan being the independent non-executive Directors, and Mr. Lau Kam Cheong being the alternate Director to Dr. Ng Wai Kwan.*