

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*

 **SIMSEN INTERNATIONAL  
CORPORATION LIMITED**  
天行國際(控股)有限公司\*  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 993)

**SUPER CENTURY  
INVESTMENTS LIMITED**  
*(Incorporated in the British Virgin Islands with limited liability)*

## **JOINT ANNOUNCEMENT**

- (1) SALE AND PURCHASE AGREEMENT IN RELATION TO  
650,901,127 SHARES IN SIMSEN INTERNATIONAL CORPORATION LIMITED**
- (2) POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER BY  
SUN HUNG KAI INTERNATIONAL LIMITED  
ON BEHALF OF SUPER CENTURY INVESTMENTS LIMITED  
FOR THE OFFER SHARES**
- (3) PROPOSED DISPOSAL OF SUBSIDIARIES OF SIMSEN INTERNATIONAL  
CORPORATION LIMITED**
- AND**
- (4) RESUMPTION OF TRADING**

**Financial adviser to Super Century Investments Limited**

 **新鴻基金融集團**  
SUN HUNG KAI FINANCIAL

### **THE SALE AND PURCHASE AGREEMENT**

The respective boards of directors of Super Century and Simsen announce that on 19 November 2009 (after trading hours), Super Century entered into the Sale and Purchase Agreement with the Vendors, Mr. Cheung and Mr. Choi. Pursuant to the Sale and Purchase Agreement, among other things, the Vendors have agreed to sell an aggregate of 650,901,127 Shares, representing approximately 60.099% of the issued share capital of the Company as at the date of this joint announcement for a total consideration of HK\$130,180,225.40 (equivalent to HK\$0.20 per Share). Super Century shall not be obliged to complete the purchase of any of the Sale Shares unless the sale and purchase of the relevant portion of the Sale Shares between the Purchaser and each of the Vendors are completed simultaneously.

The Sale and Purchase Agreement is subject to the fulfilment or waiver of the conditions as detailed in this joint announcement.

\* For identification purpose only

## **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER**

Upon Completion, Super Century and the parties acting in concert with it will own in aggregate 650,901,127 Shares, representing approximately 60.099% of the issued share capital of Simsen. As a result, Super Century will be required to make a mandatory unconditional general offer in cash for the Offer Shares under Rule 26.1 of the Takeovers Code. No Options have been granted since the adoption of the Share Option Scheme and Simsen does not have any outstanding warrants or securities convertible into the Shares as at the date of this joint announcement. **The obligation of Super Century to make the Offer is conditional upon Completion.**

SHK will make the Offer on behalf of Super Century. Based on the number of the Offer Shares, i.e. 432,142,873 and the Offer Price of HK\$0.20 per Share, the Offer is valued at HK\$86,428,574.60.

SHK is satisfied that sufficient financial resources are available to Super Century to satisfy full acceptance of the Offer. The Offer will be financed by credit facilities provided by Sun Hung Kai Investment Services Limited to Super Century.

## **DISPOSAL OF SUBSIDIARIES OF SIMSEN**

On 27 November 2009, Tuxedo entered into the Cheung's Disposal Agreement with Vendor II, pursuant to which Tuxedo has conditionally agreed to dispose to Vendor II 5,000,000 shares in Cheung's, representing the entire issued share capital of Cheung's as at the date of this joint announcement and upon completion of such proposed share transfer, for a total consideration of HK\$5,000,000, subject to adjustments in accordance with the provisions of the Cheung's Disposal Agreement.

On 27 November 2009, Linewear entered into the H&S Disposal Agreement with Tracing Paper, pursuant to which Linewear has conditionally agreed to dispose to Tracing Paper 30,000,000 shares in H&S, representing the entire issued share capital of H&S as at the date of this joint announcement and upon completion of such proposed share transfer, for a total consideration of HK\$31,000,000, subject to adjustments in accordance with the provisions of the H&S Disposal Agreement.

The directors of Simsen (including the independent non-executive directors) considered that the Disposal Agreements were entered into on normal commercial terms after arm's length negotiation, and the terms are fair and reasonable, and in the interests of Simsen and the Shareholders as a whole.

The Disposal Agreements of the one part and the Sale and Purchase Agreement and the Offer of the other part are not inter-conditional. The Offeror has consented to the proposed transactions contemplated under the Disposal Agreements in writing.

## **LISTING RULES AND TAKEOVERS CODE IMPLICATIONS**

The purchasers under the Disposal Agreements are associates of Mr. Cheung, who is an executive director, the chairman and a controlling Shareholder of Simsen, and/or Mr. Choi, who is an executive director and a substantial Shareholder of Simsen and/or Mr. Cheung Tak Kwai, Stanley, who is an executive director of Simsen. Accordingly, the purchasers under the Disposal Agreements are connected persons of Simsen and the proposed share transfers contemplated under the Disposal Agreements constitute connected transactions for Simsen under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the proposed share transfer contemplated under the Cheung's Disposal Agreement under Rule 14.07 of the Listing Rules is equal to or more than 2.5% but less than 25% and the total consideration under the Cheung's Disposal Agreement is less than HK\$10,000,000, such proposed share transfer contemplated under the Cheung's Disposal Agreement is only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirements under the Listing Rules.

As certain applicable percentage ratios in respect of the proposed share transfer contemplated under the H&S Disposal Agreement under Rule 14.07 of the Listing Rules are equal to or more than 2.5% but less than 25% and the total consideration under the H&S Disposal Agreement is more than HK\$10,000,000, such proposed share transfer contemplated under the H&S Disposal Agreement is subject to the reporting and announcement requirements and the independent shareholders' approval requirements under the Listing Rules. Such proposed share transfer also constitutes a discloseable transaction of Simsen under Rule 14.06 of the Listing Rules.

The proposed share transfers contemplated under the Disposal Agreements also constitute special deals for Simsen under Rule 25 of the Takeovers Code and require the consents of the Executive. Such consents, if granted, will be subject to (i) the independent financial adviser publicly stating that in its opinion the terms of the proposed share transfers contemplated under the Disposal Agreements are fair and reasonable; and (ii) the approval of the proposed share transfers contemplated under the Disposal Agreements by the Independent Shareholders at a special general meeting of Simsen by poll.

A special general meeting will be convened to consider and, if thought fit, to approve the proposed share transfers contemplated under the Disposal Agreements. The vote of the Independent Shareholders at such special general meeting on the ordinary resolutions approving the proposed share transfers contemplated under the Disposal Agreements shall be taken by poll. Vendor I, Vendor II, Vendor III and their respective associates (as defined under the Takeovers Code and the Listing Rules) including Mr. Cheung, Mr. Cheung Yan Lung, Mr. Cheung Tak Kwai, Stanley, Mr. Choi and Ms. Cheung Fung Kuen, Maggie shall abstain from voting at such special general meeting on all resolutions in respect of the share transfers contemplated under the Disposal Agreements.

An application has been made to the Executive for consents under Rule 25 of the Takeovers Code in relation to the proposed share transfers contemplated under the Disposal Agreements.

## **GENERAL**

An independent board committee consisting of all the non-executive directors of Simsen has been established to advise the Independent Shareholders and Cinda has been appointed as the independent financial adviser (the appointment of which has been approved by the independent board committee) to advise the independent board committee of Simsen in relation to the Offer and the proposed share transfers contemplated under the Disposal Agreements.

Pursuant to Rule 13.39(6)(a) of the Listing Rules, another independent board committee consisting of all the independent non-executive directors of Simsen has also been established to advise the Independent Shareholders and Cinda has also been appointed as the independent financial adviser to advise such independent board committee of Simsen in relation to the proposed share transfers contemplated under the Disposal Agreements.

Super Century and Simsen will combine the aforesaid offer document (containing the conditions and terms of the Offer and form of acceptance and transfer to the Shareholders) with Simsen's board circular so that a composite document can be posted.

The composite document will contain (i) further details of the Offer and the Disposal Agreements, (ii) letters from the independent board committees of Simsen containing their respective advice and recommendation to the Independent Shareholders in respect of the Offer and the Disposal Agreements, (iii) letter(s) from the independent financial adviser containing its advice to the independent board committees of Simsen and the Independent Shareholders in respect of the Offer and the Disposal Agreements, (iv) notice of the special general meeting, and (v) other information as required by the Listing Rules and the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the composite document containing, among other things, the terms of the Offer, together with the forms of acceptance, should normally be posted to the Shareholders within 21 days of the date of this joint announcement. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of the Offer is subject to the prior fulfilment of conditions and the conditions cannot be fulfilled within the time period contemplated by Rule 8.2 of the Takeovers Code. Application will be made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code to extend the composite document time limit from within 21 days of this joint announcement to within 7 days from the date of Completion.

## **RESUMPTION OF TRADING**

Trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 20 November 2009. An application has been made by Simsen for the resumption of trading of the Shares on the Stock Exchange with effect from 9:30 a.m. on 3 December 2009.

**Shareholders and/or potential investors of Simsen should be aware that the implementation of the Offer is subject to the conditions being fulfilled or waived, as applicable, and therefore the Offer may or may not be implemented. Accordingly, the issue of this joint announcement does not in any way imply that the Offer will be made and Shareholders and/or potential investors of Simsen should therefore exercise caution when dealing in the Shares.**

Reference is made to the announcement of Simsen dated 12 November 2009 in relation to the possible change in the controlling interest in Simsen.

The respective boards of directors of Super Century and Simsen announce that, on 19 November 2009 (after trading hours), Super Century entered into the Sale and Purchase Agreement with the Vendors, Mr. Cheung and Mr. Choi. Pursuant to the Sale and Purchase Agreement, among other things, the Vendors have agreed to sell an aggregate of 650,901,127 Shares, representing approximately 60.099% of the issued share capital of the Company as at the date of this joint announcement, for a total consideration of HK\$130,180,225.40 (equivalent to HK\$0.20 per Share). The principal terms of the Sale and Purchase Agreement are summarised below.

## **SALE AND PURCHASE AGREEMENT**

### **Date and Parties**

Date: 19 November 2009 (after trading hours)

Vendors: Vendor I, Vendor II and Vendor III

Purchaser: Super Century

Warrantors: Vendor I, Vendor II, Vendor III, Mr. Cheung and Mr. Choi (all obligations and/or liabilities to be assumed by the Warrantors shall be assumed on a several basis and such obligations or liabilities shall be assumed pro rata to their ownerships of the Sale Shares, with Mr. Cheung taking responsibility for Vendor I and Vendor II and Mr. Choi taking responsibility for Vendor III)

### **Subject of the Sale and Purchase Agreement**

The Sale Shares, being 650,901,127 Shares and representing approximately 60.099% of the entire issued share capital of Simsen as at the date of this joint announcement, of which 327,225,127 Shares (representing approximately 30.213% of the entire issued share capital of Simsen) will be sold by Vendor I, 12,800,000 Shares (representing approximately 1.182% of the entire issued share capital of Simsen) will be sold by Vendor II and 310,876,000 Shares (representing approximately 28.704% of the entire issued share capital of Simsen) will be sold by Vendor III. The Sale Shares will be acquired by Super Century free from all encumbrances and together with all rights now or thereafter attaching thereto (including, but without limitation, the right to receive all dividends and distributions declared, made or paid on or after the date of the Sale and Purchase Agreement).

Super Century shall not be obliged to complete the purchase of any of the Sale Shares unless the sale and purchase of the relevant portion of the Sale Shares between the Purchaser and each of the Vendors are completed simultaneously.

### **Consideration**

The total consideration for the Sale Shares of HK\$130,180,225.40 (equivalent to HK\$0.20 per Share), which will be paid by Super Century to the Vendors in cash upon Completion, of which HK\$65,445,025.40 shall be paid to Vendor I (or its nominee(s)), HK\$2,560,000 shall be paid to Vendor II (or its nominee(s)) and HK\$62,175,200 shall be paid to Vendor III (or its nominee(s)), was negotiated and determined on arm's length basis with reference to the audited net asset value of Simsen of approximately HK\$216,707,000 as at 30 April 2009.

### **Conditions precedent**

Completion is subject to the following conditions:

- (a) the application in relation to the change of substantial shareholder (as defined under the SFO) of the Licensed Corporations (save and except H&S) having been made to the SFC and the SFC's conclusive reply thereto having been obtained;

- (b) the current listing of the Shares not having been withdrawn, the Shares continuing to be traded on the Stock Exchange (save for any temporary suspension pending any announcement in connection with the Sale and Purchase Agreement) and the Stock Exchange not having indicated that they will object to such listing; and
- (c) the warranties contained in the Sale and Purchase Agreement remaining true and accurate in all material respects and not misleading in any material respect at Completion as if repeated at all times between the date of the Sale and Purchase Agreement up to Completion.

Super Century may in its absolute discretion at any time waive in writing any or all of the above conditions (or any part thereof) and such waiver may be granted subject to such terms and conditions as the parties may agree in writing. If any of the above conditions is not fulfilled or waived by 30 June 2010 (or such later date as the parties to the Sale and Purchase Agreement may agree in writing), the Sale and Purchase Agreement shall lapse and be terminated and thereafter all rights, obligations and liabilities of all parties thereunder shall cease and determine and no party shall have any claim against the other under the Sale and Purchase Agreement except for antecedent breach.

### **Completion**

Completion will take place on or before the seventh Business Day following the fulfilment or waiver (as the case may be) of all the above conditions.

### **POSSIBLE MANDATORY UNCONDITIONAL CASH OFFER**

Following Completion, Super Century and the parties acting in concert with it will own in aggregate 650,901,127 Shares, representing approximately 60.099% of the issued share capital of Simsen. Pursuant to Rule 26.1 of the Takeovers Code, Super Century will be required to make a mandatory unconditional general offer in cash for all the Offer Shares.

As at the date of this joint announcement, there were 1,083,044,000 Shares in issue. Apart from the 650,901,127 Sale Shares, the remaining 432,142,873 Shares in issue, being the Offer Shares, will be subject to the Offer. No Options have been granted since the adoption of the Share Option Scheme and Simsen does not have any outstanding warrants or securities convertible into the Shares as at the date of this joint announcement. **The obligation of Super Century to make the Offer is conditional upon Completion.**

### **Principal terms of the Offer**

SHK, the financial adviser to the Offeror, will make the Offer, which will be unconditional in all respects, on behalf of Super Century in compliance with the Takeovers Code on the following terms:

for each Offer Share

HK\$0.20 in cash



## **Comparison of value**

The Offer Price of HK\$0.20 per Offer Share equals to the price per Share to be paid by the Offeror under the Sale and Purchase Agreement and represents:

- (a) a discount of approximately 48.05% to the closing price of HK\$0.385 per Share quoted on the Stock Exchange prior to the suspension of trading in the Shares on 19 November 2009;
- (b) a discount of approximately 50.86% to the average closing price of HK\$0.407 per Share for the 5 consecutive trading days immediately prior to and including 19 November 2009;
- (c) a discount of approximately 38.08% to the average closing price of approximately HK\$0.323 per Share for the 10 consecutive trading days immediately prior to and including 19 November 2009; and
- (d) approximately the audited net asset value per Share of about HK\$0.20 as at 30 April 2009 based on its audited accounts for the financial year ended 30 April 2009.

## **Highest and lowest prices**

During the six-month period preceding the last trading date on 19 November 2009, the highest and lowest closing prices of the Shares quoted on the Stock Exchange were HK\$0.45 per Share on 17 November 2009 and HK\$0.155 per Share on 19 May 2009, respectively.

## **Value of the Offer**

Based on the number of the Offer Shares, i.e. 432,142,873, and the Offer Price of HK\$0.20 per Share, the Offer is valued at HK\$86,428,574.60.

## **Financial resources available to Super Century**

SHK is satisfied that sufficient financial resources are available to Super Century to satisfy full acceptance of the Offer. The Offer will be financed by credit facilities provided by Sun Hung Kai Investment Services Limited to Super Century.

## **Stamp duty**

Seller's ad valorem stamp duty at a rate of 0.1% of the market value of the Shares or the consideration payable to the relevant Shareholders in respect of relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to Shareholders accepting the Offer.

## **Payment**

Payment in cash in respect of acceptance of the Offer, net of Seller's ad valorem stamp duty, will be made as soon as practicable and in any event not later than 10 days from the date of receipt of the duly completed and valid acceptance.

## **Other arrangements**

As at the date of this joint announcement, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of Super Century or the Shares which might be material to the Offer. There is no agreement or arrangement to which Super Century is a party relating to circumstances in which it may or may not invoke or seek to invoke a pre-condition or condition to the Offer.

As at the date of this joint announcement, none of Super Century nor the parties acting in concert with it has received any irrevocable commitment to accept the Offer.

## **Securities borrowing/lending**

As at the date of this joint announcement, none of Super Century nor the parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Simsen.

## **Overseas Shareholders**

The entitlement of the Shareholders who wish to participate in the Offer but with registered address outside Hong Kong may be subject to, or limited by, the laws or regulations of their respective jurisdictions.

**Shareholders and/or potential investors of Simsen should be aware that the implementation of the Offer is subject to the conditions being fulfilled or waived, as applicable, and therefore the Offer may or may not be implemented. Accordingly, the issue of this joint announcement does not in any way imply that the Offer will be made and Shareholders and/or potential investors of Simsen should therefore exercise caution when dealing in the Shares.**

## **INFORMATION ON SIMSEN, VENDOR I, VENDOR II AND VENDOR III**

Simsen commenced listing on the Stock Exchange on 16 February 1994. Simsen Group is engaged in broking and dealing of securities and futures contracts, margin financing, investment holding, broking and dealing of bullion and forex contracts, loan financing, management and consultancy services, and mining operations in the PRC.

Vendor I is an investment holding company and is owned as to 99.99% by Mr. Cheung and 0.01% by Mr. Cheung Yan Lung.

Vendor II is an investment holding company and is owned as to 75% by Mr. Cheung and 25% by Mr. Cheung Tak Kwai, Stanley.

Vendor III is an investment holding company and is owned by Mr. Choi and Ms. Cheung Fung Kuen, Maggie in equal shares.



The following table sets out the shareholding structure of Simsen (i) as at the date of this joint announcement and (ii) immediately after Completion but prior to the close of the Offer:

	As at the date of this joint announcement		Immediately after Completion but prior to the close of the Offer	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Vendor I	352,425,127	32.540	25,200,000	2.327
Vendor II	12,800,000	1.182	0	0
Vendor III	321,676,000	29.701	10,800,000	0.997
Super Century	0	0	650,901,127	60.099
Public	396,142,873	36.577	396,142,873	36.577
<b>Total (Note)</b>	<b><u>1,083,044,000</u></b>	<b><u>100.00</u></b>	<b><u>1,083,044,000</u></b>	<b><u>100.00</u></b>

*Note:* assuming no new Shares will be issued from the date of this joint announcement up to Completion.

The audited consolidated net asset value of Simsen was approximately HK\$216,707,000 as at 30 April 2009. Simsen recorded an audited consolidated loss before taxation of approximately HK\$213,024,000 for the year ended 30 April 2009. Simsen recorded an audited consolidated net loss after taxation attributable to Shareholders of approximately HK\$214,467,000 for the year ended 30 April 2009. Simsen has a market capitalisation of HK\$416,971,940 based on its closing price of HK\$0.385 per Share on 19 November 2009.

## INFORMATION ON SUPER CENTURY

Super Century is an investment holding company incorporated in the British Virgin Islands on 6 August 2009. Save for investment holding purpose and the entering into of the Sale and Purchase Agreement, Super Century has not conducted any business since its incorporation. Super Century is owned as to 60% by Mr. Peng and 40% by Step Fast Company Limited, a company incorporated in the British Virgin Islands and wholly-owned by Mr. Li.

Mr. Peng obtained his bachelor degree in economics and master degree in management studies from Beijing Institute of Business (currently known as Beijing Technology and Business University). Mr. Peng was a teacher in the department of finance in Beijing Institute of Business. Mr. Peng was the general manager of the rating department of China Chengxin Securities Rating Co., Ltd. from 1999 to 2002. Since 2003, Mr. Peng has been the chairman of Dezhou Rongda Investments Limited. Mr. Peng is experienced in and knowledgeable about engaging in the securities, funds and futures business.

Mr. Li is working in COHC General Aviation Maintenance & Engineering Co., Ltd. and CITIC General Aviation Co., Ltd. and has over 20 years of experience in PRC-related investments.

Currently, Mr. Peng and Mr. Li do not have any business which is in competition with Simsen Group.

Super Century, its beneficial shareholders and its directors are parties independent of, not acting in concert and not connected with Simsen, the respective directors, substantial shareholders or chief executive of Simsen, Vendor I, Vendor II, Vendor III or any of their respective subsidiaries and associates (as defined in the Listing Rules).

As at the date of this joint announcement, Super Century and the parties acting in concert with it do not have any shareholding interest in Simsen.

Save as disclosed in this joint announcement, neither Super Century nor the party acting in concert with it has dealt in the Shares during the six-month period up to and including the date of this joint announcement.

#### **INTENTION OF SUPER CENTURY IN RELATION TO SIMSEN GROUP**

Following Completion and the close of the Offer, Super Century intends to continue the existing business of Simsen. Super Century will conduct a review on the financial position and operations of Simsen and will formulate long-term business plans and strategy of Simsen, explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment and/or business diversification will be appropriate in order to enhance the long-term growth potential of Simsen. Should such disposals and/or acquisitions materialise, further announcement will be made in accordance with the Listing Rules.

#### **PROPOSED CHANGE OF BOARD COMPOSITION OF SIMSEN**

The board of directors of Simsen currently comprises five executive directors, one non-executive director and three independent non-executive directors. It is intended that a majority of the existing directors of Simsen shall resign following the close of the Offer. Additional directors with appropriate experience will be appointed to the board of directors of Simsen after the despatch of composite document to the Shareholders, but such persons have not yet been determined. Further announcement in respect of the appointment of directors of Simsen will be made in compliance with the requirements of the Listing Rules. The directors of Simsen believe that the aforesaid proposed change in the board composition of Simsen will not have any adverse impact on Simsen Group.

Save as disclosed above, Super Century does not intend that there will be any material changes to the existing management and employees of Simsen Group following the close of the Offer.

#### **MAINTAINING THE LISTING STATUS OF SIMSEN**

Super Century intends that Simsen will remain listed on the Stock Exchange after the close of the Offer. Each of Simsen and Super Century will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that not less than 25% of the Shares will be held by the public.

**If, at the close of the Offer, less than 25% of the Shares are held by the public or if the Stock Exchange believes that (1) a false market exist or may exist in the trading of the Shares; or (2) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange may exercise its discretion to suspend trading in the Shares. In this connection, it should be noted that upon the close of the Offer, there may be insufficient public float for the Shares and therefore trading in the Shares may be suspended until a sufficient level of public float is attained.**

## **THE PROPOSED DISPOSAL OF SUBSIDIARIES OF SIMSEN**

The Disposal Agreements of the one part and the Sale and Purchase Agreement and the Offer of the other part are not inter-conditional.

The Offeror has consented to the proposed transactions contemplated under the Disposal Agreements in writing.

### **(1) CHEUNG'S GOLD TRADERS LIMITED**

On 27 November 2009, Tuxedo entered into the Cheung's Disposal Agreement with Vendor II, pursuant to which Tuxedo has conditionally agreed to dispose to Vendor II 5,000,000 shares in Cheung's, representing the entire issued share capital of Cheung's as at the date of this joint announcement and upon completion of such proposed share transfer, for a total consideration of HK\$5,000,000, subject to adjustments in accordance with the provisions of the Cheung's Disposal Agreement.

The directors of Simsen are of the view that completion of the proposed share transfer contemplated under the Cheung's Disposal Agreement will not have any material adverse effect on the business including bullion broking and dealing business of Simsen Group.

### **KEY TERMS OF THE CHEUNG'S DISPOSAL AGREEMENT**

**Date:** 27 November 2009

**Parties:**

**Vendor:** Tuxedo, an indirect wholly-owned subsidiary of Simsen

**Purchaser:** Vendor II

**Proposed Share Transfer**

5,000,000 shares in Cheung's, representing the entire issued share capital of Cheung's as at the date of this joint announcement and upon completion of such proposed share transfer.

**Consideration**

The total consideration for the proposed share transfer contemplated under the Cheung's Disposal Agreement is HK\$5,000,000, which will be settled in cash by Vendor II on completion of the aforesaid share transfer.

The consideration for the proposed share transfer contemplated under the Cheung's Disposal Agreement is subject to adjustments as follows:

- (i) in the event that the net asset value of Cheung's as determined in accordance with the completion accounts as at completion of the proposed share transfer under the Cheung's Disposal Agreement exceeds HK\$5,000,000, the consideration shall be adjusted to add thereto the amount (if any) by which the determined net asset value of Cheung's exceeds the consideration; and

- (ii) in the event that the net asset value of Cheung's as determined in accordance with the completion accounts as at completion of the proposed share transfer under the Cheung's Disposal Agreement falls below HK\$4,000,000, the consideration shall be adjusted such that the amount of any such shortfall of the consideration shall then become the overpayment due and payable by Tuxedo to Vendor II.

The amount of the total consideration for the proposed share transfer under the Cheung's Disposal Agreement was arrived at after arm's length negotiations between Tuxedo and Vendor II with reference to the unaudited net asset value of Cheung's as at 30 September 2009 of approximately HK\$4,447,000.

### **Condition precedent**

Completion of the proposed share transfer contemplated under the Cheung's Disposal Agreement is subject to Simsen having obtained all necessary or appropriate consents, authorisation and other approvals as a company listed on the Stock Exchange and the satisfaction of all legislative and regulatory requirements applicable to Simsen.

If the above condition is not fulfilled by 30 June 2010, the Cheung's Disposal Agreement shall be terminated in accordance with the provisions contained therein.

### **Completion**

Completion shall take place on or before the seventh Business Day following the fulfilment of the above condition or at such other time as the parties shall agree.

### **POSSIBLE FINANCIAL EFFECTS OF THE PROPOSED SHARE TRANSFER UNDER THE CHEUNG'S DISPOSAL AGREEMENT**

As at the date of this joint announcement and immediately prior to the completion of the proposed share transfer under the Cheung's Disposal Agreement, Cheung's is a wholly-owned subsidiary of Simsen. Cheung's will cease to be a subsidiary of Simsen upon completion of the transactions contemplated under the Cheung's Disposal Agreement.

It is expected that Simsen Group will record a profit from the proposed share transfer contemplated under the Cheung's Disposal Agreement of approximately HK\$553,000, being the difference between the consideration under the Cheung's Disposal Agreement and net asset value of Cheung's as shown in the accounts of Cheung's as at 30 September 2009.

### **INFORMATION ON CHEUNG'S**

Cheung's was incorporated in Hong Kong on 11 December 1996 and is principally engaged in metal broking and trading. Cheung's is a member of The Chinese Gold and Silver Exchange Society.

The net asset value of Cheung's as at 30 April 2009 was approximately HK\$4,807,000. The net loss before and after tax attributable to the shares which are the subject of the proposed transfer under the Cheung's Disposal Agreement for the financial year ended 30 April 2009 were HK\$269,000 and HK\$267,000, respectively, and both the net profit before and after tax for the financial year ended 30 April 2008 were HK\$8,000.

## INFORMATION ON VENDOR II

Vendor II is an investment holding company. Vendor II is owned as to 75% by Mr. Cheung, an executive director, the chairman and a controlling Shareholder of Simsen and 25% by Mr. Cheung Tak Kwai, Stanley, an executive director of Simsen. Accordingly, Vendor II is a connected person of Simsen under Rule 14A.11(4) of the Listing Rules.

### (2) HEAD & SHOULDERS SECURITIES LIMITED

On 27 November 2009, Linewear entered into the H&S Disposal Agreement with Tracing Paper, pursuant to which Linewear has conditionally agreed to dispose to Tracing Paper 30,000,000 shares in H&S, representing the entire issued share capital of H&S as at the date of this joint announcement and upon completion of such proposed share transfer, for a total consideration of HK\$31,000,000, subject to adjustments in accordance with the provisions of the H&S Disposal Agreement.

### KEY TERMS OF THE H&S DISPOSAL AGREEMENT

**Date:** 27 November 2009

**Parties:**

**Vendor:** Linewear, an indirect wholly-owned subsidiary of Simsen

**Purchaser:** Tracing Paper

#### Proposed Share Transfer

30,000,000 shares in H&S, representing the entire issued share capital of H&S as at the date of this joint announcement and upon completion of such proposed share transfer.

#### Consideration

The total consideration for the proposed share transfer contemplated under the H&S Disposal Agreement is HK\$31,000,000, which will be settled in cash by Tracing Paper on completion of the aforesaid share transfer.

The consideration for the proposed share transfer contemplated under the H&S Disposal Agreement is subject to adjustments as follows:

- (i) in the event that the net asset value of H&S as determined in accordance with the completion accounts as at completion of the proposed share transfer under the H&S Disposal Agreement exceeds HK\$31,000,000, the consideration shall be adjusted to add thereto the amount (if any) by which the determined net asset value of H&S exceeds the consideration; and
- (ii) in the event that the net asset value of H&S as determined in accordance with the completion accounts as at completion of the proposed share transfer under the H&S Disposal Agreement falls below HK\$29,000,000, the consideration shall be adjusted such that the amount of any such shortfall of the consideration shall then become the overpayment due and payable by Linewear to Tracing Paper.

The amount of the total consideration for the proposed share transfer under the H&S Disposal Agreement was arrived at after arm's length negotiations between Linewear and Tracing Paper with reference to the unaudited net asset value of H&S as at 5 November 2009 of approximately HK\$30,240,000.

### **Conditions precedent**

Completion of the proposed share transfer contemplated under the H&S Disposal Agreement is subject to:

- (i) Simsen having obtained all necessary or appropriate consents, authorisation and other approvals as a company listed on the Stock Exchange and the satisfaction of all legislative and regulatory requirements applicable to Simsen; and
- (ii) all necessary or appropriate consents, authorisation and other approvals for the change in the ownership and control in H&S as contemplated under the H&S Disposal Agreement in relation to the licence under the SFO issued to H&S by the SFC to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) activities have been obtained.

If the above conditions are not fulfilled by 30 June 2010, the H&S Disposal Agreement shall be terminated in accordance with the provisions contained therein.

### **Completion**

Completion of the H&S Disposal shall take place on or before the seventh Business Day following the fulfilment of the above conditions or at such other time as the parties shall agree.

### **POSSIBLE FINANCIAL EFFECTS OF THE PROPOSED SHARE TRANSFER UNDER THE H&S DISPOSAL AGREEMENT**

As at the date of this joint announcement and immediately prior to the completion of the proposed share transfer under the H&S Disposal Agreement, H&S is a wholly-owned subsidiary of Simsen. H&S will cease to be a subsidiary of Simsen upon completion of the transactions contemplated under the H&S Disposal Agreement.

It is expected that Simsen Group will record a profit from the proposed share transfer contemplated under the H&S Disposal Agreement of approximately HK\$760,000, being the difference between the consideration under the H&S Disposal Agreement and net asset value of H&S as shown in the accounts of H&S as at 5 November 2009.

### **INFORMATION ON H&S**

H&S was incorporated in Hong Kong on 15 December 1999 and was principally engaged in securities broking and trading business. The entire securities broking and trading business was transferred to another wholly-owned subsidiary of Simsen in January 2009. From February 2009, H&S has ceased all its securities broking and trading activities.



The net asset value of H&S as at 30 April 2009 was approximately HK\$48,366,000. The net profit before and after tax attributable to the shares which are the subject of the proposed transfer under the H&S Disposal Agreement for the year ended 30 April 2009 were HK\$2,620,000 and HK\$1,802,000, respectively, and the net profit before and after tax for the year ended 31 December 2007 were HK\$16,130,000 and HK\$13,092,000, respectively.

## **INFORMATION ON TRACING PAPER**

Tracing Paper is a limited liability company incorporated in the British Virgin Islands and is an investment holding company.

Tracing Paper is owned as to 70% by Mr. Cheung and 30% by Vendor III. Accordingly, Tracing Paper is a connected person of Simsen under Rule 14A.11(4) of the Listing Rules.

## **REASONS FOR THE PROPOSED SHARE TRANSFERS UNDER THE DISPOSAL AGREEMENTS**

Cheung's has maintained a minimal level of metal broking and trading activities and H&S has ceased its securities broking and trading activities since February 2009.

In January 2009, Simsen Group consolidated its securities broking and dealing business and activities under United Simsen Securities Limited, a wholly-owned subsidiary of Simsen, and those of H&S in order to concentrate internal resources for the development of its financial services business, to create a brand new corporate image, to simplify administrative control and to facilitate overall costs control. As a result of the consolidation and as United Simsen Securities Limited holds all necessary SFC licences for the securities broking and dealing business of Simsen Group, Simsen Group can maintain all its existing securities broking and dealing business upon completion of the share transfer contemplated under the H&S Disposal Agreement. The SFC licence for securities broking and dealing business held by H&S is thus redundant for Simsen Group and the disposal of which would not affect the securities broking and dealing business of Simsen Group.

Upon completion of the share transfers contemplated under the Disposal Agreements, the principal activities of Simsen Group will remain unchanged. These include the broking and dealing of securities and futures contracts, margin financing, investment holding, broking and dealing of bullion and forex contracts, loan financing, management and consultancy services, and mining operations in the PRC. The directors of Simsen are of the view that the proposed share transfers under the Disposal Agreements will not result in any material adverse effect to the existing financial services business of Simsen Group.

The directors of Simsen also noted that whilst maintaining Cheung's and H&S as wholly-owned subsidiaries within Simsen Group would not utilise much resources of Simsen Group so long as they remain inactive or dormant, they consider that the disposal of Simsen Group's interests in Cheung's and H&S would allow Simsen Group to convert its redundant assets into cash for future developments of its financial services business.

The directors of Simsen (including the independent non-executive directors) considered that the Disposal Agreements were entered into on normal commercial terms after arm's length negotiation, and the terms are fair and reasonable, and in the interests of Simsen and the Shareholders as a whole.

## **USE OF PROCEEDS**

Simsen intends to use the net sale proceeds from the proposed share transfers under the Disposal Agreements as general working capital and to strengthen the financial services business of Simsen Group. As at the date of this joint announcement, there is no specific plan as to its use.

## **LISTING RULES AND TAKEOVERS CODE IMPLICATIONS**

The purchasers under the Disposal Agreements are associates of Mr. Cheung, who is an executive director, the chairman and a controlling Shareholder of Simsen, and/or Mr. Choi, who is an executive director and a substantial Shareholder of Simsen, and/or Mr. Cheung Tak Kwai, Stanley, who is an executive director of Simsen. Accordingly, the purchasers under the Disposal Agreements are connected persons of Simsen and the proposed share transfers contemplated under the Disposal Agreements constitute connected transactions for Simsen under Chapter 14A of the Listing Rules.

As each of the applicable percentage ratios in respect of the proposed share transfer contemplated under the Cheung's Disposal Agreement under Rule 14.07 of the Listing Rules is equal to or more than 2.5% but less than 25% and the total consideration under the Cheung's Disposal Agreement is less than HK\$10,000,000, such proposed share transfer contemplated under the Cheung's Disposal Agreement is only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirements under the Listing Rules.

As certain applicable percentage ratios in respect of the proposed share transfer contemplated under the H&S Disposal Agreement under Rule 14.07 of the Listing Rules are equal to or more than 2.5% but less than 25% and the total consideration under the H&S Disposal Agreement is more than HK\$10,000,000, such proposed share transfer contemplated under the H&S Disposal Agreement is subject to the reporting and announcement requirements and the independent shareholders' approval requirements under the Listing Rules. Such proposed share transfer also constitutes a discloseable transaction of Simsen under Rule 14.06 of the Listing Rules.

The proposed share transfers contemplated under the Disposal Agreements also constitute special deals for Simsen under Rule 25 of the Takeovers Code and require the consents of the Executive. Such consents, if granted, will be subject to (i) the independent financial adviser publicly stating that in its opinion the terms of the proposed share transfers contemplated under the Disposal Agreements are fair and reasonable; and (ii) the approval of the proposed share transfers contemplated under the Disposal Agreements by the Independent Shareholders at a special general meeting of Simsen by poll.

Accordingly, a special general meeting will be convened to consider and, if thought fit, to approve the proposed share transfers contemplated under the Disposal Agreements. The vote of the Independent Shareholders at such special general meeting on the ordinary resolutions approving the proposed share transfers contemplated under the Disposal Agreements shall be taken by poll.

Vendor I, Vendor II, Vendor III and their respective associates (as defined under the Takeovers Code and the Listing Rules) including Mr. Cheung, Mr. Cheung Yan Lung, Mr. Cheung Tak Kwai, Stanley, Mr. Choi and Ms. Cheung Fung Kuen, Maggie shall abstain from voting at such special general meeting on all resolutions in respect of the proposed share transfers contemplated under the Disposal Agreements.

An application has been made to the Executive for consents under Rule 25 of the Takeovers Code in relation to the proposed share transfers contemplated under the Disposal Agreements.

## **INDEPENDENT BOARD COMMITTEES**

Pursuant to Rule 2.1 of the Takeovers Code, a board which receives an offer must establish an independent committee of the board to make a recommendation: (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance. As soon as reasonably practicable, the board must retain a competent financial adviser to advise the independent committee in writing in connection with the offer and in particular as to whether the offer is, or is not, fair and reasonable and as to acceptance.

An independent board committee consisting of all the non-executive directors of Simsen has been established to advise the Independent Shareholders and Cinda has been appointed as the independent financial adviser (the appointment of which has been approved by the independent board committee) to advise the independent board committee of Simsen in respect of the Offer and the proposed share transfers contemplated under the Disposal Agreements.

Pursuant to Rule 13.39(6)(a) of the Listing Rules, another independent board committee consisting of all the independent non-executive directors of Simsen has also been established to advise the Independent Shareholders and Cinda has also been appointed as the independent financial adviser to advise such independent board committee of Simsen in relation to the proposed share transfers contemplated under the Disposal Agreements.

## **COMPOSITE DOCUMENT**

Super Century and Simsen will combine the aforesaid offer document (containing the conditions and terms of the Offer and form of acceptance and transfer to the Shareholders) with Simsen's board circular so that a composite document can be posted.

The composite document will contain (i) further details of the Offer and the Disposal Agreements, (ii) letters from the independent board committees of Simsen containing their respective advice and recommendation to the Independent Shareholders in respect of the Offer and the Disposal Agreements, (iii) letter(s) from the independent financial adviser containing its advice to the independent board committees of Simsen and the Independent Shareholders in respect of the Offer and the Disposal Agreements, (iv) notice of the special general meeting, and (v) other information as required by the Listing Rules and the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the composite document containing, among other things, the terms of the Offer, together with the forms of acceptance, should normally be posted to the Shareholders within 21 days of the date of this joint announcement. Pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Executive's consent is required if the making of the Offer is subject to the prior fulfilment of conditions and the conditions cannot be fulfilled within the time periods contemplated by Rule 8.2 of the Takeovers Code. Application will be made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code to extend the composite document time limit from within 21 days of this joint announcement to within 7 days from the date of Completion.

## **DEALING DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the Company and the Offeror hereby remind their respective associates and parties acting in concert with them to disclose their dealings in any securities of the Company. For this purpose, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

### **“Responsibility 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 of the Takeovers Code 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 of the Takeovers Code. 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.”

## **RESUMPTION OF TRADING**

At the request of Simsen, trading in the Shares on the Stock Exchange has been suspended with effect from 9:30 a.m. on 20 November 2009 pending release of this joint announcement. An application has been made by Simsen to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 3 December 2009.

## **DEFINITIONS**

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Business Day”	any day (other than a Saturday, a Sunday or a public holiday or a day on which a tropical cyclone warning no.8 or above or a “black rainstorm” warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are open for general banking business in Hong Kong;
“Cheung’s”	Cheung’s Gold Traders Limited, a company incorporated in Hong Kong with limited liability
“Cheung’s Disposal Agreement”	the conditional agreement dated 27 November 2009 and entered into between Tuxedo and Vendor II in relation to the sale and purchase of the 5,000,000 shares in Cheung’s

“Cinda”	Cinda International Capital Limited, a licensed corporation permitted under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) Regulated Activities (as defined under the SFO)
“Completion”	the completion of the Sale and Purchase Agreement in accordance with its terms
“Disposal Agreements”	the Cheung’s Disposal Agreement and the H&S Disposal Agreement
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“H&S”	Head & Shoulders Securities Limited, a company incorporated in Hong Kong with limited liability
“H&S Disposal Agreement”	the conditional agreement dated 27 November 2009 and entered into between Linewear and Tracing Paper in relation to the sale and purchase of the 30,000,000 shares in H&S
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	the Shareholders other than Vendor I, Vendor II, Vendor III and their respective associates (as defined under the Takeovers Code and the Listing Rules) including Mr. Cheung, Mr. Cheung Yan Lung, Mr. Cheung Tak Kwai, Stanley, Mr. Choi and Ms. Cheung Fung Kuen, Maggie
“Licensed Corporations”	United Simsen Forex Dealers Limited, a licensed corporation permitted under the SFO to engage in type 3 (leveraged foreign exchange trading) Regulated Activities (as defined under the SFO), and United Simsen Securities Limited, a licensed corporation permitted under the SFO to engage in type 1 (dealing in securities), type 2 (dealing in futures contracts) and type 4 (advising on securities) Regulated Activities (as defined under the SFO) and H&S, a licensed corporation permitted under the SFO to engage in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) Regulated Activities (as defined under the SFO), all of which are wholly-owned subsidiaries of Simsen
“Linewear”	Linewear Assets Limited, a company incorporated in the British Virgin Islands with limited liability, being the vendor under the H&S Disposal Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Mr. Cheung”	Mr. Cheung Haywood
“Mr. Choi”	Mr. Choi Chiu Fai, Stanley
“Mr. Li”	Mr. Li Jiang Nan
“Mr. Peng”	Mr. Peng Xiaodong
“Offer”	the possible mandatory unconditional cash offer for all the issued Shares not already owned or agreed to be acquired by Super Century or parties acting in concert with it at HK\$0.20 per Share to be made by SHK on behalf of Super Century in accordance with the Takeovers Code
“Offer Price”	the amount of HK\$130,180,225.40 divided by 650,901,127, being the number of the Sale Shares, or HK\$0.20 per Share
“Offer Shares”	432,142,873 Shares, being the 1,083,044,000 Shares in issue less the Sale Shares
“Offeror”	Super Century
“Options”	the options granted under the Share Option Scheme
“PRC”	the People’s Republic of China, but for the purpose of this joint announcement and for geographical reference only (unless otherwise indicated), excluding Taiwan, Hong Kong and the Macau Special Administrative Region
“Sale and Purchase Agreement”	the conditional agreement dated 19 November 2009 and entered into between Vendor I, Vendor II, Vendor III, Super Century, Mr. Cheung and Mr. Choi in relation to the sale and purchase of the Sale Shares
“Sale Shares”	the aggregate of 650,901,127 Shares owned by the Vendors
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of HK\$0.01 each in the share capital of Simsen
“Share Option Scheme”	the share option scheme of Simsen adopted on 4 March 2002
“Shareholders”	the registered holders of the Shares for the time being
“SHK”	Sun Hung Kai International Limited, a licensed corporation permitted under the SFO to engage in type 1 (dealings in securities) and type 6 (advising on corporate finance) Regulated Activities (as defined under the SFO), and the financial adviser to Super Century



“Simsen” or “Company”	Simsen International Corporation Limited, a company incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange
“Simsen Group”	Simsen and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Super Century”	Super Century Investments Limited, a company incorporated in the British Virgin Islands
“Takeovers Code”	the Code on Takeovers and Mergers
“Tracing Paper”	Tracing Paper International Ltd, a company incorporated in the British Virgin Islands
“Tuxedo”	Tuxedo Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability, being the vendor under the Cheung’s Disposal Agreement
“Vendor I”	Haywood Shares Holding Limited, a company incorporated in the British Virgin Islands and is owned as to 99.99% by Mr. Cheung and 0.01% by Mr. Cheung Yan Lung
“Vendor II”	iWin Limited, a company incorporated in the British Virgin Islands and is owned as to 75% by Mr. Cheung and 25% by Mr Cheung Tak Kwai, Stanley
“Vendor III”	Lynch Oasis Inc., a company incorporated in the British Virgin Island and is owned by Mr. Choi and Ms. Cheung Fung Kuen, Maggie in equal shares
“Vendors”	Vendor I, Vendor II and Vendor III
“Warrantors”	Vendor I, Vendor II, Vendor III, Mr. Cheung and Mr. Choi
“%”	per cent.

By order of the board  
**Simsen International Corporation Limited**  
**Cheung Haywood**  
*Director*

By order of the board  
**Super Century Investments Limited**  
**Peng Xiaodong**  
*Director*

Hong Kong, 2 December 2009

*As at the date of this joint announcement, the directors of Super Century are Mr. Peng and Mr. Li.*

*All directors of Super Century jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information in relation to Simsen Group, Vendor I, Vendor II, Vendor III and the proposed disposal of subsidiaries of Simsen) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the executive directors of Simsen are Mr. Cheung (Chairman), Mr. Chan Hok Ching (Acting Managing Director), Mr. Cheung Tak Kwai, Stanley, Mr. Choi and Dr. Chang Si-Chung, the non-executive director of Simsen is Mr. Ma Wei and the independent non-executive directors of Simsen are Mr. Chan Ka Ling, Edmond, Mr. Hong Po Kui, Martin and Mr. Wong Yu Choi.*

*All directors of Simsen jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than information in relation to Super Century and the parties acting in concert with it and SHK, the terms and conditions of the Offer and the intention of Super Century regarding Simsen Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Super Century and the parties acting in concert with it and SHK) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*