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天行國際(控股)有限公司*
Simsen International Corporation Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 993)

NOTICE OF BOARD MEETING

Reference is made to the announcement of Simsen International Corporation Limited (the “**Company**”) dated 7 October 2014, in relation to a memorandum of understanding entered into by the Company (the “**Announcement**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

Pursuant to the MOU, the Company will conduct the Group Restructuring before the possible subscription of the Subscription Shares by Huarong (HK) International Holdings Limited. Accordingly the Board considers to conduct the Group Restructuring which may involve the payment of special dividend to the Shareholders by way of distribution in specie, in cash or any combination of them.

The Board announced that a meeting of the Board will be held on 3 November 2014 to consider, among other matters, the Group Restructuring and the recommendation, declaration and the payment of special dividend as mentioned above. In case that the Group Restructuring and the payment of special dividend are approved at the Board meeting, the Company will comply with all requirements under the Takeovers Code, the Listing Rules and any applicable laws and regulations, including but not limited to obtaining Shareholders’ approval. A further announcement will be made after the Board meeting.

As the Group Restructuring and the payment of special dividend may or may not be approved at the Board meeting and/or by the Shareholders, Shareholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company.

By order of the Board
Simsen International Corporation Limited
Fu Jiwen
Executive Director

Hong Kong, 22 October 2014

As at the date of this announcement, the executive Directors are Mr. Fu Jiwen and Ms. Zhou Baoying and the independent non-executive Directors are Mr. Zhu Chengwu, Mr. Yeung Siu Keung and Mr. Chen Wai Chung, Edmund.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.

** for identification purpose only*