

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*



天行國際(控股)有限公司\*

Simsen International Corporation Limited

(Incorporated in Bermuda with limited liability)

(Stock code: 993)

**ANNOUNCEMENT PURSUANT TO  
RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF  
THE SECURITIES AND FUTURES ORDINANCE  
AND  
MONTHLY UPDATE ON THE POSSIBLE TRANSACTION  
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Simsen International Corporation Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers, Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcements of the Company dated 7 October 2014 and 7 November 2014 respectively, in relation to a memorandum of understanding entered into by the Company and the extension thereof (the “**MOU Announcements**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the MOU Announcements.

**UPDATE ON THE MOU AND SUPPLEMENTAL MOU**

The Board wishes to update the Shareholders that the discussions between the Company and the Potential Investor on the terms, conditions and other details of the Possible Transaction are still ongoing. The MOU, which was supplemented by the Supplemental MOU, has expired on 7 December 2014, and as additional time is required for the discussion, on 8 December 2014, the Company entered into a second supplemental memorandum of understanding (the “**Second Supplemental MOU**”, together with the Supplemental MOU, the “**Supplemental MOUs**”) with the Potential Investor to extend the Exclusivity Period to 22 December 2014. Save for the above, all other terms and conditions of the MOU shall remain unchanged.

\* for identification purpose only

The extension of the Exclusivity Period was agreed by arm's length negotiations between the Company and the Potential Investor to allow additional time for negotiation on the Possible Transaction. The Board considers that the entering into of the Second Supplemental MOU is in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, no legally binding agreement other than the MOU (as supplemented by the Supplemental MOUs) has been entered into between the Company and the Potential Investor in respect of the Possible Transaction.

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

#### **UPDATE ON THE BUSINESS OF THE COMPANY**

On 3 November 2014, the Board held a meeting to approve, among other things, the recommendation, declaration and payment of special dividend by way of distribution in specie which is part of the Group Restructuring.

The Company is still in the course of considering the details for the Distribution. Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules and other applicable rules.

**WARNINGS:** There is no assurance that the Possible Transaction and the Group Restructuring will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

**Trading in the Shares has been halted with effect from 9:00 a.m. on 4 November 2014 and will continue to halt pending the release of an announcement in relation to the results of the Board meeting which is inside information of the Company.**

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

Hong Kong, 8 December 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.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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