

*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.*



## **ASCENT INTERNATIONAL HOLDINGS LIMITED**

**中璽國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 264)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF SHARES IN EASTATION GALLERY (HK) LIMITED**

#### **DISPOSAL**

The Board is pleased to announce that, on 17 August 2018, the Vendor, a wholly owned subsidiary of the Company, and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares, representing 30% of the issued share capital of the Target Company at the consideration of HK\$18,000,000.

#### **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal contemplated under the Sale and Purchase Agreement constituted a discloseable transaction for the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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

##### **Principal terms of the Sale and Purchase Agreement**

**Date** 17 August 2018

## **Parties**

Vendor: Elite Ascent Investments Limited, a wholly owned subsidiary of the Company

Purchaser: Jubilee Ventures International Limited

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are Independent Third Parties

## **Sale and Purchase of the Sale Shares**

As at the date of the Sale and Purchase Agreement, the Vendor is the legal and beneficial owner of the Sale Shares, representing 30% of the issued share capital of the Target Company. Subject to the terms and conditions of the Sale and Purchase Agreement, the Vendor has agreed to sell and the Purchaser has agreed to acquire the Sale Shares at the Consideration of HK\$18,000,000. The Consideration has been arrived at after arm's length negotiations between the Vendor and the Purchaser, having taken into account of various factors, including the financial performance of the Target Company and its net asset value.

## **Consideration**

The Consideration for the Sale Shares is HK\$18,000,000, which will be satisfied by the Purchaser in the following manner:

- (i) upon Completion, the Purchaser shall pay HK\$10,000,000 to the Vendor by a cashier order made payable to the Vendor (or as directed by the Vendor in writing) or in immediately available funds by electronic transfer to the Vendor's designated bank account; and
- (ii) within ten (10) Business Days upon Completion (or such later date as agreed by the Vendor), the Purchaser shall pay the remaining HK\$8,000,000 to the Vendor by a cashier order made payable to the Vendor (or as directed by the Vendor in writing) or in immediately available funds by electronic transfer to the Vendor's designated bank account.

## **Conditions Precedent**

Completion shall be conditional upon:

- (i) all necessary consents, approvals, licences and authorisation required to be obtained on the part of the Vendor and the Purchaser in respect of entering into the Sale and Purchase Agreement and the transactions contemplated thereunder having been obtained;
- (ii) the representations and warranties of the Purchasers as set out in the Sale and Purchase Agreement remaining true and accurate in all material respects; and
- (iii) the representations and warranties of the Vendor as set out in the Sale and Purchase Agreement remaining true and accurate in all material respects.

In the event that any of the above conditions has not been satisfied by the date of Completion or has not been waived by the Purchaser in writing, the Sale and Purchase Agreement will terminate with immediate effect.

## **Completion**

Subject to the fulfilment or waiver (as the case may be) of all the conditions precedent, the Completion shall take place on the date of the Sale and Purchase Agreement. Upon Completion, the Target Company ceased to be an associate of the Group.

## **INFORMATION OF THE PARTIES TO THE SALE AND PURCHASE AGREEMENT**

### **Vendor**

The Vendor is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. The Vendor is a direct wholly owned subsidiary of the Company.

### **Purchaser**

The Purchaser is a company incorporated in the BVI with limited liability and is principally engaged in investment holding. The Purchaser is wholly owned by Ms. Fu Liping. To the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Vendor and Ms. Fu Liping are Independent Third Parties.

### **Target Company**

The Target Company is a company incorporated in Hong Kong on 7 February 2012 with limited liability. The Target Company is principally engaged in consultation and trading of artworks and the operation of an art gallery in Hong Kong. Immediately prior to the Disposal, the Target Company is owned as to 50% by Leung Shuk Ching, as to 30% by the Vendor and as to 20% by the Purchaser.

For the two financial years ended 31 March 2017, the audited financial information of the Target Company are as follows:

	<b>For the year ended 31 March 2016 (audited) HK\$</b>	<b>For the year ended 31 March 2017 (audited) HK\$</b>
Net profit/(loss) before taxation	(298,630)	189,403
Net profit/(loss) after taxation	(298,630)	189,403

Based on the unaudited consolidated management account of the Company for the four months ended 31 July 2018, the unaudited net assets value of the Target Company as at 31 July 2018 was approximately HK\$59,594,000.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Group is principally engaged in leather products-related businesses, and mainly operates through two segments: (i) the manufacturing segment which is engaged in the manufacture and distribution of leather products and (ii) the retail segment which is engaged in the retailing of fashion apparel, footwear and leather accessories. The Board considers that the performance of the Target Company is not able to reach the expectation and the Disposal offers an opportunity for the Group to realise its investment in the Target Company, and to focus its operational resources on its principal business and to identify potential opportunities that may arise from time by time.

It is expected that the Group will record a net book gain of approximately HK\$120,000 from the Disposal, which is calculated with reference to unaudited net asset value of the Target Company as at 31 July 2018. The actual amount of gain or loss as a result of the Disposal to be recorded by the Company will be subject to the review and final audit by the auditors of the Company. It is expected that the net proceeds from the Disposal will be used for general working capital.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Business Day(s)”	a day on which commercial banks and foreign exchange markets settle payments in Hong Kong, excluding any day in Hong Kong on which a typhoon signal number 8 or above or a “black” rainstorm warning is hoisted
“BVI”	the British Virgin Islands
“Company”	Ascent International Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Disposal pursuant to the terms of the Sale and Purchase Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“Consideration”	the total consideration of HK\$18,000,000 payable by the Purchaser to the Vendor for the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) are third parties independent of and not connected with the Group and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Jubilee Ventures International Limited, a company incorporated in BVI with limited liability
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Sale and Purchase Agreement”	the sale and purchase agreement dated 17 August 2018 entered into between the Vendor and the Purchaser relating to the sale and purchase of the Sale Shares
“Sale Shares”	300 ordinary shares of the Target Company, representing 30% of the issued share capital of the Target Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target Company”	Eastation Gallery (HK) Limited, a company incorporated in Hong Kong with limited liability
“Vendor”	Elite Ascent Investments Limited, a company incorporated in the BVI with limited liability and a wholly owned subsidiary of the Company
“%”	per cent.

By Order of the Board  
**Ascent International Holdings Limited**  
**Li Wei**  
*Chairlady*

Hong Kong, 17 August 2018

*As at the date of this announcement, the Board comprises two executive Directors, namely Ms. Li Wei and Ms. Wang Wei; and four independent non-executive Directors, namely Mr. Cheng Shing Hay, Mr. Wong Kon Man, Jason, Mr. Wong Kwun Ho and Mr. Liang Jianhai.*