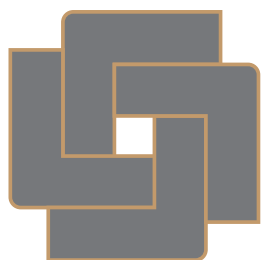


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林達控股有限公司  
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1041)**

## **PLACING OF NEW SHARES UNDER THE GENERAL MANDATE**

### **Placing Agent**

### **CHAOSHANG SECURITIES LIMITED**

On 7 March 2018 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent agreed to place as the Company's placing agent on a best effort basis the Placing Shares up to 170,000,000 new Shares at the Placing Price of HK\$0.43 per Placing Share.

The Placing Shares represent approximately 14.47% of the existing total number of issued shares of the Company as at the date of this announcement, and approximately 12.64% of the total number of issued shares of the Company as enlarged by the allotment and issue of the Placing Shares in full.

The maximum gross proceeds of the Placing will amount to HK\$73,100,000.00. The maximum net proceeds from the Placing, after deduction of the Placing commission and other related expenses, are estimated to be approximately HK\$70,541,500.00.

The net proceeds of the Placing are intended to be approximately HK\$49,000,000.00 for the development of new business if opportunities arise and the remaining balance for general working capital.

**Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement.**

**As the Placing may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

The Board is pleased to announce that on 7 March 2018 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent agreed to place as the Company's placing agent on a best effort basis the Placing Shares up to 170,000,000 new Shares at the Placing Price of HK\$0.43 per Placing Share.

## **THE PLACING AGREEMENT**

The principal terms and conditions of the Placing Agreement are as follows:

### **Date**

7 March 2018 (after trading hours)

### **Issuer**

The Company

### **Placing Agent and Fees**

ChaoShang Securities Limited. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and whose ultimate beneficial owners are not connected with the Company and its connected persons.

The Placing Agent will charge the Company a placing commission of 3.5% of the aggregate Placing Price for the Placing Shares actually placed by the Placing Agent. The Placing commission was negotiated on an arm's length basis between the Company and the Placing Agent, and determined with reference to, amongst other things, the market rate and the price performance of the Shares.

### **Placees**

Pursuant to the Placing Agreement, the Placing Agent will procure the Placing Shares to be placed to not less than six Placees, who/which will be individuals, corporate, institutional investors and other investors on a best endeavour basis. The Placing Agent will also use its reasonable endeavours to ensure that the Placees and their respective ultimate beneficial owners will be Independent Third Parties, and that none of the Placees will, immediately upon completion of the Placing, become a substantial shareholder of the Company.

### **Number of Placing Shares**

Up to 170,000,000 new Shares, representing (i) approximately 14.47% of the existing total number of issued shares of the Company as at the date of this announcement, and (ii) approximately 12.64% of the total number of issued shares of the Company as enlarged by the allotment and issue of the Placing Shares in full.

The aggregate nominal value of all Placing Shares amounts to US\$850,000.00.

### **Placing Price**

The Placing Price of HK\$0.43 represents:

- (i) a discount of approximately 12.24% to the closing price of HK\$0.49 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- (ii) a discount of approximately 17.31% to the average closing price of HK\$0.52 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

The Placing Price was determined with reference to the prevailing market price and the recent trading volume of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent.

The net issue price per Placing Share (after deduction of the Placing commission and other related expenses as described below) is approximately HK\$0.41, assuming that the Placing is completed in full.

### **Ranking of the Placing Shares**

The Placing Shares, when allotted and issued, will rank pari passu in all respects with the other existing Shares in issue on the date of allotment and issue of the Placing Shares.

### **Condition of the Placing**

The Placing is conditional upon the grant by the Stock Exchange of the listing of, and permission to deal in, all of the Placing Shares having been obtained on or before 24 March 2018 or such later date as the parties hereto may agree in writing.

**As the Placing may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

### **Completion of the Placing**

Completion of the Placing shall take place on the fourth Business Day after the fulfilment of the condition of the Placing as aforesaid, or such other date as the Company and the Placing Agent may agree in writing.

## **General Mandate to issue the Placing Shares**

The Placing Shares will be allotted and issued under the General Mandate. As of the date of this Announcement, no shares under the General Mandate has been previously utilized, leaving an unutilized balance in respect of 173,240,930 Shares, which is greater than the number of Placing Shares. Accordingly, the allotment and issue of the Placing Shares is not subject to the approval of the shareholders of the Company.

## **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## **Termination of the Placing Agreement**

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the Placing if:

- (1) the success of the Placing would be materially and adversely affected by any force majeure events (as defined below). For this purpose, a “force majeure event” refers to
  - (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing of the Shares by potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
  - (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Placing (such success being the placing of the Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

- (2) there is any breach of the warranties, representations and undertakings given by the Company in this Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (3) any statement contained in the Previous Announcements has become or been discovered to be untrue, incorrect or misleading in any material respect which in the opinion of the Placing Agent would be materially adverse in the consummation of the Placing.
- (4) The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the Completion Date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.
- (5) Upon termination of the Placing Agreement, all liabilities of the parties hereto hereunder shall cease and determine and no party hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

## **REASONS FOR THE PLACING**

The Directors (including the Independent Non-Executive Directors) are of the view that the Placing represents an opportunity to raise additional capital for the Group to enhance its capital base for developing its existing businesses and preparing itself to take up investment opportunities in the future with readily available funds, as well as to broaden its shareholders' base, which is in the interests of the Group and the shareholders of the Company as a whole.

The Directors (including the Independent Non-Executive Directors) consider that the terms of the Placing Agreement and the transactions contemplated thereunder (including the Placing), including the Placing Price and the Placing fees payable to the Placing Agent, are fair and reasonable based on the current market conditions, and are in the interests of the Group and the shareholders of the Company as a whole.

## **USE OF PROCEEDS**

The maximum gross proceeds of the Placing will amount to HK\$73,100,000.00. The maximum net proceeds from the Placing, after deduction of the Placing commission and other related expenses, are estimated to be approximately HK\$70,541,500.00.

The net proceeds of the Placing are intended to be approximately HK\$49,000,000 for development of new business if opportunities arise and the remaining balance for general working capital.

## FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS

The Directors confirm that the Company has not conducted any fund raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

## CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after completion of the Placing, assuming that all of the 170,000,000 Placing Shares will be placed in full and no further Shares will be issued or repurchased before completion of the Placing.

Shareholder	As at the date of this announcement		Upon completion of the Placing (assuming that the Placing is completed in full)	
	<i>Number of Shares</i>	<i>Approximate % of entire issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of entire issued Shares</i>
GCL-Poly Energy Holdings Limited	299,498,421	25.49	299,498,421	22.27
Chan Chunsui	205,081,508	17.45	205,081,508	15.24
Cheng Haiqing	60,464,000	5.15	60,464,000	4.50
Existing public Shareholders	609,932,650	51.91	609,932,650	45.35
Placées in the Placing	—	—	170,000,000	12.64
<b>TOTAL</b>	<b>1,174,976,579</b>	<b>100</b>	<b>1,344,976,579</b>	<b>100</b>

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise:

“Board”	means the board of Directors;
“Business Day”	means any day (not being a Saturday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
“Company”	means Lamtex Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1041);

“Director(s)”	means the director(s) of the Company;
“General Mandate”	means the general mandate granted to the Board by the shareholders of the Company by ordinary resolution passed at the annual general meeting of the Company held on 19 May 2017 to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at that date, i.e. up to 173,240,930 new Shares;
“Group”	means the Company and its subsidiaries;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	means Hong Kong Dollars, the lawful currency of Hong Kong;
“Independent Third Party”	means a party which is independent of, and not connected with or acting in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong) with, the Company, any of its connected persons (as defined under the Listing Rules) or any of their respective associates (as defined under the Listing Rules);
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing”	means the placing, on a best effort basis, of a total of up to 170,000,000 new Shares to be allotted and issued pursuant to the terms of the Placing Agreement;
“Placing Agent”	means ChaoShang Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Placing Agreement”	means the conditional placing agreement dated 7 March 2018 entered into between the Company and the Placing Agent in relation to the Placing;
“Placing Price”	means HK\$0.43 per Placing Share;
“Placing Shares”	means a total of up to 170,000,000 new Shares to be placed under the Placing;

“Previous announcements”	means all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the shareholders of the Company since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 December 2016;
“Share(s)”	means the ordinary share(s) of nominal value US\$0.005 each in the share capital of the Company;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“US\$”	means United States Dollars, the lawful currency of the United States of America; and
“%”	means per cent.

By order of the Board  
**Lamtex Holdings Limited**  
**Wu Xiaolin**  
*Executive Director*

Hong Kong, 7 March 2018

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Wen Jialong (Chairman) and Mr. Wu Xiaolin; two Non-Executive Directors, namely Mr. Lung Chee Ming George and Mr. Liu Zhanqing; and three Independent Non-Executive Directors, namely Mr. Zeng Zhaolin, Dr. Loke Yu (alias Loke Hoi Lam) and Mr. Tse Long.*