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(Incorporated in Bermuda with limited liability)

(Stock Code: 00079)

**DISCLOSEABLE TRANSACTION
IN RELATION TO THE DISPOSAL OF THE ENTIRE INTEREST IN
CENTURY LEGEND SECURITIES LIMITED**

THE DISPOSAL

The Board is pleased to announce that after trading hours of the Stock Exchange on 16 November 2015, the Vendor (a wholly-owned subsidiary of the Company) and the Purchaser entered into the Agreement, pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Shares (representing the entire issued share capital of the Disposal Company), at the Consideration of HK\$24,000,000.

The Disposal Company, an indirect wholly-owned subsidiary of the Company, is principally engaged in the business of dealing in securities and advising services related thereto and providing securities margin financing to clients. Upon Completion, the Vendor shall cease to hold any interest in the Disposal Company, and the Disposal Company shall cease to be a subsidiary of the Company and its financial results will cease to be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

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

* *For identification purposes only*

INTRODUCTION

The Board is pleased to announce that after trading hours of the Stock Exchange on 16 November 2015, the Vendor (a wholly-owned subsidiary of the Company) and the Purchaser entered into the Agreement, pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Shares, at the Consideration of HK\$24,000,000.

Details of the Agreement are set out below.

THE AGREEMENT

Date

16 November 2015 (after trading hours of the Stock Exchange)

Parties

- (i) Vendor: Century Legend Investments Limited, a wholly-owned subsidiary of the Company
- (ii) Purchaser: Po Lee Capital Limited

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Purchaser is an investment holding company, and the Purchaser and its ultimate beneficial owner are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

Interests to be disposed of

Pursuant to the Agreement, the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, the Sale Shares, being the entire issued share capital of the Disposal Company as at the date of the Agreement and Completion Date.

The Consideration

Pursuant to the Agreement, the Consideration payable by the Purchaser to the Vendor for the Disposal is HK\$24,000,000 and is subject to the adjustment as stated below. The Consideration is payable by Purchaser in the following manner:

- (i) a sum of HK\$3,000,000, being deposit and in part payment of the Consideration, shall be paid by the Purchaser to the Vendor's solicitors upon signing of the Agreement and the Vendor's solicitors shall hold it as stakeholder and shall not release it to the Vendor until the parties are satisfied that the conditions precedent to the Agreement have been complied with by the Vendor; and
- (ii) the balance of HK\$21,000,000 shall be paid by the Purchaser to the Vendor upon Completion.

The Consideration was arrived at after arm's length negotiations between the parties to the Agreement on normal commercial terms with reference to (i) the financial position of the Disposal Company; and (ii) the historical financial performance of the Disposal Company and the prospect of the stock brokerage business in Hong Kong as detailed in the section headed "Reasons for the Disposal" below. It also represents a premium of HK\$6 million over the unaudited net asset value of the Disposal Company as at 31 August 2015 of approximately HK\$18 million.

Adjustments to the Consideration

The Consideration is subject to the following adjustments in the manner as applicable:

- (i) if the sum of the Net Asset Value as shown in the Management Accounts and a premium of HK\$6 million is less than HK\$24 million, the Consideration shall be adjusted downward by an amount equal to such shortfall and the Vendor shall pay the Purchaser such amount in accordance to the Agreement; or
- (ii) if the sum of the Net Asset Value as shown in the Management Accounts and a premium of HK\$6 million exceeds HK\$24 million, the Consideration shall be adjusted upward by an amount equal to such excess and the Purchaser shall pay the Vendor such amount in accordance to the Agreement.

The Vendor and the Purchaser shall jointly procure, as soon as practicable and in any event within 60 days after Completion, the preparation of the Management Accounts which shall be prepared by the Disposal Company and certified as true and correct by a director of the Disposal Company. It is expected that the Net Asset Value as shown in the Management Accounts would not exceed HK\$19 million.

The Vendor and the Purchaser undertake to each other to pay the amount equal to any shortfall or excess as described above within 14 days after delivery to the Vendor of a copy of the Management Accounts and certification by the director of the Disposal Company, failing payment in full within the period of 14 days, the balance outstanding from time to time shall bear interest (as well after as before judgment) from the date of delivery of the Management Accounts until actual payment at the rate of 2% over the best lending rate of the Hongkong and Shanghai Banking Corporation Limited from time to time.

Conditions precedent to the Agreement

The Completion is conditional upon and subject to the fulfillment of certain conditions as set out below:

- (i) the Vendor shall have proved that the Vendor has a good title to the Sale Shares, free from all encumbrances;
- (ii) all necessary consents, authorization, licenses, approvals for or in connection with the transactions contemplated by the Agreement or consequential to its completion having been obtained from the relevant government authorities, regulatory authorities or other competent authorities (including without limitation the prior written approval of the board of the Stock Exchange and the SFC for the changes in the directorate, shareholding, share capital structure, control and the substantial shareholder in the Disposal Company resulting from completion of the transactions contemplated by the Agreement);
- (iii) there being no matter adversely affecting the legal standing or continued existence of the Disposal Company or the ability of the Disposal Company to continue to carry on its existing business as a stock broker and trading in listed marketable securities;
- (iv) the Purchaser relies and acts on the warranties of the Vendor to proceed to Completion;
and
- (v) application of the Purchaser to the SFC to become a substantial shareholder pursuant to SFO having been approved.

If any of the above conditions is not fulfilled at or before 12:00 noon on a date not exceeding one hundred and fifty (150) Business Days from the date of the Agreement (or such later date as the parties may agree in writing without any default of the parties), the Agreement shall cease and terminate and no party shall have any obligation and liabilities save for any antecedent breaches of the terms thereof and whereupon the deposit and/or the balance of the Consideration (if paid) shall be forthwith returned to the Purchaser without any interest.

Completion

The Completion shall take place within five Business Days upon the fulfillment of the conditions precedent to the Agreement, or such other date as the Vendor and the Purchaser may mutually agree in writing.

Upon Completion, the Vendor shall cease to hold any interest in the Disposal Company, and the Disposal Company shall cease to be a subsidiary of the Company and its financial results will cease to be consolidated into the financial statements of the Group.

INFORMATION ON THE DISPOSAL COMPANY

The Disposal Company, an indirect wholly-owned subsidiary of the Company, is incorporated in Hong Kong with limited liability and is principally engaged in the business of dealing in securities and advising services related thereto and providing securities margin financing to clients. It is registered with and licensed by the SFC as an intermediary under the SFO for carrying out type 1 (dealing in securities), type 4 (advising on securities) and type 8 (securities margin financing) regulated activities under the SFO.

Set out below is the unaudited financial information of the Disposal Company for the two years ended 31 December 2014, as prepared in accordance with the Hong Kong Financial Reporting Standards:

	For the year ended	
	31 December	
	2014	2013
	(unaudited)	(unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	3,221	3,601
(Loss)/profit before taxation	(408)	1
(Loss)/profit after taxation	(408)	1

Based on the unaudited management accounts of the Disposal Company, the unaudited net asset value of the Disposal Company as at 31 August 2015 amounted to approximately HK\$18 million.

REASONS FOR THE DISPOSAL

The Group is principally engaged in (i) operating hair salon; (ii) properties investment in both Hong Kong and Macau; (iii) stock broking; (iv) provision of commercial and personal loans; and (v) provision of travel agency services.

The stock brokerage business of the Group is carried out by the Disposal Company. With keen industry competition and the increased use by customers of electronic trading systems with lower transaction costs, the client base of the Company has been eroding and the stock brokerage commission rate of Disposal Group have been under pressure. Therefore, the Directors are not optimistic about the prospect of the stock brokerage business in view of the severe market competition as well as high operating cost and decided instead of employing new resources to improve financial performances of the brokerage business, the Company would rather dispose the loss making subsidiary.

In view of the above, the Directors consider the Disposal (i) provides the Company with a good opportunity to realise a reasonable gain; and (ii) enables the Group to focus its resources in other business opportunities that could provide a higher return on investment to the Shareholders, and they are of the view that the terms of the Agreement are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS AND FINANCIAL EFFECTS OF THE DISPOSAL

The Company is expected to record a gain of HK\$5,770,000 after expenses as a results of the Disposal. The net proceeds from the Disposal, after deducting expenses attributable to the Disposal of HK\$230,000, is estimated to be HK\$23,770,000 and the Company intends to apply such net proceeds as the Group's general working capital for the remaining business such as hair salon business and property investment business, and as the funding for the Group's future development. Shareholders and potential investors should note that the actual gain on the Disposal may be different from the above and will depend on the Net Asset Value as at Completion Date and the adjustments to the Consideration as set out in the sub-paragraph headed "Adjustments to the Consideration" above.

LISTING RULES IMPLICATIONS

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

DEFINITION

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

“Agreement”	the formal sale and purchase agreement dated 16 November 2015 entered into between the Vendor and the Purchaser in relation to the Disposal
“Board”	the board of Directors
“Business Days”	a day (other than a Sunday or public holiday) on which licensed banks in Hong Kong are open for general banking business
“Company”	Century Legend (Holdings) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the main board of the Stock Exchange (stock code: 0079)
“Completion”	the completion of the Disposal
“Completion Date”	the date falling within five Business days after all conditions precedent to the Agreement have been fulfilled or waived, or such other date as the Vendor and the Purchaser may mutually agree in writing
“Consideration”	HK\$24,000,000, being the consideration for the Disposal, subject to adjustments
“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 of the Agreement
“Disposal Company”	Century Legend Securities Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Management Accounts”	the unaudited balance sheet of the Disposal Company as at the Completion Date and the unaudited profit and loss account of the Disposal Company for the period from 1 September 2015 and ended on the Completion Date prepared by the Disposal Company and certified as true and correct by a director of the Disposal Company
“Net Asset Value”	the issued share capital of the Disposal Company plus or minus the amount standing to the credit of or debited to reserves (including profit and loss account, all receivables, all settlements, deposits, prepayments, properties and assets (tangible or intangible), liabilities, payables, accrual, levy, stamp duty, indebtedness and provisions of the Disposal Company at the Completion Date), as shown in the Management Accounts
“Sale Shares”	the entire issued share capital of Disposal Company
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Century Legend Investments Limited, a company incorporated in British Virgin Islands and a wholly-owned subsidiary of the Company

“HK\$” Hong Kong Dollars, the lawful currency of Hong Kong

“%” per cent.

By order of the Board
Century Legend (Holdings) Limited
Chu Ming Tak Evans Tania
Executive Director

Hong Kong, 16 November 2015

As at the date of this announcement, the Board consists of four executive Directors, namely Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching, Ms. Tsang Chiu Yuen Sylvia and Ms. Chu Ming Tak Evans Tania; and three are independent non-executive Directors, namely Mr. Hui Yan Kit, Mr. Wong Tak Ming Gary and Mr. Au Chi Wai Edward.