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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)

CONTINUING CONNECTED TRANSACTIONS
FRAMEWORK PROPERTY MANAGEMENT SERVICES AGREEMENT

On 28th March 2017 (after trading hours), Zhongxi Property Management, an indirect wholly-owned subsidiary of the Company, entered into the Framework Property Management Services Agreement with Zhonghong pursuant to which Zhongxi Property Management agreed to, by itself and/or its subsidiaries, provide certain property management services in relation to the properties developed by the Zhonghong Group.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Zhonghong, which indirectly owns 66.10% of the issued share capital of the Company, is a controlling Shareholder. Accordingly, Zhonghong is a connected person of the Company and the entering into of the Framework Property Management Services Agreement constitutes a continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios as defined under the Listing Rules in respect of the transactions contemplated under the Framework Property Management Services Agreement are less than 25% and the relevant annual cap is less than HK\$10,000,000, the continuing connected transaction contemplated under the Framework Property Management Services Agreement is subject to reporting, announcement and annual review requirements but is exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

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The principal terms of the Framework Property Management Services Agreement are as follows:

FRAMEWORK PROPERTY MANAGEMENT SERVICES AGREEMENT

Date: 28th March 2017 (after trading hours)

Parties:

- (a) Zhonghong; and
- (b) Zhongxi Property Management, an indirect wholly-owned subsidiary of the Company.

Zhonghong is a company established in the PRC with its headquarters in Beijing. As at the date of this announcement, Zhonghong, which indirectly owns approximately 66.10% of the issued share capital of the Company, is a controlling Shareholder. Zhonghong is therefore a connected person of the Company. Zhonghong is principally engaged in the business of real estate development in various cities and provinces in the PRC including Beijing, Jilin, Zhejiang, Shandong and Hainan.

Subject matter: Zhongxi Property Management has agreed to, by itself and/or its subsidiaries, provide certain property management services in relation to the properties developed by the Zhonghong Group. The property management services mainly include security services, cleaning services, customer services and/or other property management services as agreed between the parties from time to time in writing.

The Zhongxi Property Management Group will enter into individual property management services agreements with members of the Zhonghong Group, setting out specific terms including term, the properties involved, scope of services, service fees and payment term. The terms of such individual property management services agreements shall be consistent with the principles and terms of the Framework Property Management Services Agreement.

Relevant Period: From 1 January 2017 to 30 June 2017

Pricing policy: The service fees payable by the Zhonghong Group and the terms of the services shall be determined after arm's length negotiations and commensurate with the rate of service fees charged by the Zhongxi Property Management Group and the relevant terms for similar services provided to independent third parties, and shall be no less favourable than those for similar services provided to independent third parties.

During the relevant period of the Framework Property Management Services Agreement, the aggregate amount of service fees payable by the Zhonghong Group to the Zhongxi Property Management Group shall not exceed RMB8,800,000 (equivalent to approximately HK\$9,900,000) which is determined based on the estimated amount of the service fees charged and to be charged by the Zhongxi Property Management Group for the six months ended 30 June 2017.

Termination: Either party may terminate the Framework Property Management Services Agreement by one month's prior written notice.

Annual cap: The proposed annual cap for the transactions contemplated under the Framework Property Management Services Agreement for the year ending 31 December 2017 is RMB8,800,000 (equivalent to approximately HK\$9,900,000), which is based on the maximum aggregate amount payable by the Zhonghong Group to the Zhongxi Property Management Group as prescribed under the Framework Property Management Services Agreement. The Zhongxi Property Management Group did not provide any services to the Zhonghong Group for the year ended 31 December 2016. For the two months ended 28 February 2017, the service fees charged by the Zhongxi Property Management Group for the property management services amounted to RMB2,661,187.96 (equivalent to approximately HK\$2,993,836.46).

REASONS FOR AND BENEFITS OF ENTERING INTO THE FRAMEWORK PROPERTY MANAGEMENT SERVICES AGREEMENT

The Company is an investment holding company. The Group is engaged in manufacturing and distribution of leather products and retail of fashion apparel, footwear and leather accessories.

Zhongxi Property Management is a company established in the PRC with limited liability and is principally engaged in the provision of property management services in the PRC. As at the date of this announcement, Zhongxi Property Management is wholly-owned by the Company.

The Zhonghong Group currently has property projects in various cities and provinces in the PRC including Beijing, Jilin, Zhejiang, Shandong and Hainan.

After Zhonghong became the controlling shareholders of the Company, the Company intends to develop brand management business which includes property management services and look for the related business opportunities. The management views that this agreement is a good stepping stone for the company to enter into the property management sector and establish its brand and reputation in this area. Having considered the factors as mentioned above, the Directors (including the independent non-executive Directors) are of the view that the Framework Property Management Services Agreement and the transactions contemplated thereunder (including the annual cap) are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

None of the Directors of the Company has material interest in the Framework Property Management Services Agreement and the transactions contemplated thereunder and hence no Director is required to abstain from voting on the relevant resolutions of the Board approving the same.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Zhonghong, which indirectly owns 66.10% of the issued share capital of the Company, is a controlling Shareholder. Accordingly, Zhonghong is a connected person of the Company and the entering into of the Framework Property Management Services Agreement constitutes a continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios as defined under the Listing Rules in respect of the transactions contemplated under the Framework Property Management Services Agreement are less than 25% and the relevant annual cap is less than HK\$10,000,000, the continuing connected transaction contemplated under the Framework Property Management Services Agreement is subject to reporting, announcement and annual review requirements but is exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Framework Property Management Services Agreement”	the framework property management services agreement dated 28th March 2017 and entered into between Zhonghong and Zhongxi Property Management in relation to the provision of property management services
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhonghong”	中弘控股股份有限公司 (Zhonghong Holding Co., Limited [#]), a joint stock company established under the laws of the PRC with limited liability, the shares of which are quoted on the Shenzhen Stock Exchange (Stock code: 000979.SZ)
“Zhonghong Group”	Zhonghong and its subsidiaries
“Zhongxi Property Management”	中璽物業管理有限公司 (Zhongxi Property Management Company Limited [#]), a company established under the laws of the PRC with limited liability
“Zhongxi Property Management Group”	Zhongxi Property Management and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

In this announcement, amounts in RMB are translated into HK\$ on the basis of approximately RMB1 = HK\$1.125. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at such rate or at all.

[#] *The English translation or transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purposes only, and should not be regarded as the official English name(s) of such Chinese name(s).*

By Order of the Board
Ascent International Holdings Limited
Wu David Hang
Chairman

Hong Kong, 28 March 2017

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Wu David Hang and Mr. Hou Jian; one non-executive Director, namely Mr. Lui Kwok Wai; and three independent non-executive Directors, namely Mr. Wong Yik Chung John, Mr. Ernst Rudolf Zimmermann and Mr. Ng Man Fai, Matthew.