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**Twinkle Link Limited**

耀環有限公司

*(Incorporated in the British Virgin Islands with limited liability)*



**Ascent International Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 264)**

**JOINT ANNOUNCEMENT**

- (I) COMPLETION OF THE TRANSFER OF SALE SHARES  
IN ASCENT INTERNATIONAL HOLDINGS LIMITED;  
AND  
(II) MANDATORY UNCONDITIONAL CASH OFFER BY  
FIRST SHANGHAI SECURITIES LIMITED  
FOR AND ON BEHALF OF  
TWINKLE LINK LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES IN  
ASCENT INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR TO BE ACQUIRED BY  
TWINKLE LINK LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT);  
AND  
(III) RESUMPTION OF TRADING**

**Financial adviser to Twinkle Link Limited**



## **COMPLETION OF THE TRANSFER OF SALE SHARES IN THE COMPANY**

The Company was informed by Zhurong Global that on 10 May 2018 (after trading hours of the Stock Exchange), Mason Resources Finance exercised its rights under the Finance Documents to enforce the Security Charge and agreed to effect the Transfer of 229,948,000 Shares (representing approximately 60.09% of the entire issued share capital of the Company as at the date of this joint announcement), which were charged by Zhurong Global under the Security Charge in favor of Mason Resources Finance, from Zhurong Global to the Offeror at the total consideration of HK\$340,874,915 (equivalent to approximately HK\$1.4824 per Sale Share) subject to and, upon payment of the total consideration for the Sale Shares by the Offeror. The total consideration for the Sale Shares was settled by the Offeror on 11 May 2018 and the Transfer was completed on 11 May 2018. The background leading to the Transfer is set out in the paragraph headed “Background of the Transfer” in this joint announcement.

## **MANDATORY UNCONDITIONAL CASH OFFER**

Immediately prior to the completion of the Transfer, save for the rights of Mason Resources Finance under the Finance Documents, the Offeror and the parties acting in concert with it did not hold, own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately upon the completion of the Transfer and as at the date of this joint announcement, the Offeror and the parties acting in concert with it are interested in 229,948,000 Shares, representing approximately 60.09% of the total issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or to be acquired by the Offeror and the parties acting in concert with it).

### **Principal terms of the Offer**

First Shanghai Securities will make the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following terms:

For each Offer Share . . . . . HK\$1.4824 in cash

The Offer Price of HK\$1.4824 per Offer Share is determined at a price of approximately equal to but not lower than the price per Sale Share paid by the Offeror.

The Offer will be unconditional in all aspects when it is made and will not be conditional upon acceptances being received in respect of a minimum number of Shares or other conditions.

### **Confirmation of financial resources available for the Offer**

The Offeror intends to finance the entire consideration payable under the Offer through the Facility provided by Mason Securities.

First Shanghai Capital, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offer.

On 10 May 2018, the Offeror entered into the Facility Agreement in connection with the Facility, and executed the Share Charge in favour of Mason Securities.

### **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Cheng Shing Hay, Mr. Shen Xiao, Mr. Wong Kon Man, Jason and Mr. Yau Pak Yue, has been established by the Board to advise the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and whether the Offer is in the interests of the Independent Shareholders and as to its acceptance.

The Independent Financial Adviser will be appointed to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to acceptance. The appointment of the Independent Financial Adviser is subject to the approval of the Independent Board Committee. A further announcement will be made by the Company as soon as practicable after the Independent Financial Adviser has been appointed.

### **COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company that the offer document from the Offeror and the offeree board circular from the Company be combined into a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, amongst other things: (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

### **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 May 2018 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 May 2018.

## **COMPLETION OF THE TRANSFER OF SALE SHARES IN THE COMPANY**

The Company was informed by Zhurong Global that on 10 May 2018 (after trading hours of the Stock Exchange), Mason Resources Finance exercised its rights under the Finance Documents to enforce the Security Charge and agreed to effect the Transfer of 229,948,000 Shares (representing approximately 60.09% of the entire issued share capital of the Company as at the date of this joint announcement), which were charged by Zhurong Global under the Security Charge in favor of Mason Resources Finance, from Zhurong Global to the Offeror at the total consideration of HK\$340,874,915 (equivalent to approximately HK\$1.4824 per Sale Share) subject to and, upon payment of the total consideration for the Sale Shares by the Offeror. The total consideration for the Sale Shares was settled by the Offeror on 11 May 2018 and the Transfer was completed on 11 May 2018. HK\$175,534,040 of the total consideration for the Sale Shares was financed by Mason Securities and the remaining was settled by the internal resources of the Offeror. Although the Sale Shares are subject to the Share Charge granted by the Offeror in favour of Mason Securities, the voting rights of the Sale Shares remain vested in the Offeror.

### **Background of the Transfer**

On 27 October 2016, Zhurong Global as borrower and Mason Resources Finance as lender entered into the Loan Agreement to grant Zhurong Global the Loan for one year. To secure the payment obligations of Zhurong Global, Zhurong Global agreed to charge the Sale Shares and executed the Security Charge in favour of Mason Resources Finance pursuant to the Loan Agreement. On 27 October 2017, Zhurong Global and Mason Resources Finance entered into the Supplemental Deed to extend the maturity date under the Loan Agreement to 28 October 2018. Since an event of default under the Loan Agreement occurred on the part of Zhurong Global, Mason Resources Finance decided to exercise its rights under the Finance Documents to enforce the Security Charge and effect the Transfer. On 10 May 2018, Mason Resources Finance issued the Letter to the Offeror, pursuant to which the Offeror acknowledged that the Transfer would be effected by Mason Resources Finance exercising its rights under the Finance Documents, and subject to and, upon payment of the total consideration for the Sale Shares by the Offeror, Mason Resources Finance shall effect the Transfer as soon as practicable by way of electronic book entry transfer of beneficial ownership in the Sale Shares. As advised by Mason Resources Finance, the total amount owed by Zhurong Global to Mason Resources Finance under the Loan Agreement immediately prior to the completion of the Transfer was HK\$337,224,657.53.

To the best of the Directors' knowledge, information and belief having made all reasonable inquiries, each of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them is a third party independent of the Company.

### **MANDATORY UNCONDITIONAL CASH OFFER**

Immediately prior to the completion of Transfer, save for the rights of Mason Resources Finance under the Finance Documents, the Offeror and the parties acting in concert with it did not hold, own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately upon the completion of the Transfer and as at the date of this joint announcement, the Offeror and the parties acting in concert with it are interested in 229,948,000 Shares, representing approximately 60.09% of the total issued share capital of the Company as at the date of this joint announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned or to be acquired by the Offeror and the parties acting in concert with it).

### **Securities of the Company**

As at the date of this joint announcement, the Company has 382,704,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants, relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) or securities which are convertible or exchangeable into Shares.

### **Principal terms of the Offer**

First Shanghai Securities will make the Offer for and on behalf of the Offeror in compliance with the Takeovers Code on the following terms:

For each Offer Share . . . . . HK\$1.4824 in cash

The Offer Price of HK\$1.4824 per Offer Share is determined at a price of approximately equal to but not lower than the price per Sale Share paid by the Offeror, which is determined after arm's length negotiations between the Offeror and Mason Resources Finance as the chargee of the Sale Share with reference to the market price of the Shares.

The Offer will be unconditional in all aspects when it is made and will not be conditional upon acceptances being received in respect of a minimum number of Shares or other conditions.

### **Comparison of value**

The Offer Price of HK\$1.4824 per Offer Share represents:

- (i) a premium of approximately 8.2% over the closing price of HK\$1.370 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 16.9% over the average of the closing prices as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day of approximately HK\$1.268 per Share;
- (iii) a premium of approximately 35.4% over the average of the closing prices as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day of approximately HK\$1.095 per Share;
- (iv) a premium of approximately 56.5% over the average of the closing prices as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day of approximately HK\$0.947 per Share; and
- (v) a premium of approximately 820.7% over the audited consolidated net asset value attributable to the owners of the Company of approximately HK\$0.161 per Share (based on the total number of issued Shares as at the date of this joint announcement) as at 31 December 2017, being the date to which the latest published audited financial results of the Group were made up.

## **Highest and lowest Share prices**

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the period commencing six months preceding the commencement of the offer period (as defined under the Takeovers Code) i.e. the date of this joint announcement were HK\$1.37 per Share (on 10 May 2018) and HK\$0.74 per Share (on both 9 February 2018 and 12 February 2018), respectively.

## **Total consideration of the Offer**

Base on the Offer Price of HK\$1.4824 per Offer Share and the 382,704,000 Shares in issue as at the date of this joint announcement, of which 229,948,000 Shares are already owned by the Offeror and parties acting in concert with it as at the date of this joint announcement, 152,756,000 Shares will be subject to the Offer (assuming there is no change to the issued share capital of the Company from the date of this joint announcement up to the close of the Offer), and based on the Offer Price per Offer Share and on the basis of full acceptance of the Offer, the cash consideration payable by the Offeror under the Offer will amount to HK\$226,445,494.4.

## **Confirmation of financial resources available for the Offer**

The Offeror intends to finance the entire consideration payable under the Offer through the Facility provided by Mason Securities.

First Shanghai Capital, being the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the Offer.

On 10 May 2018, the Offeror entered into the Facility Agreement in connection with the Facility, and executed the Share Charge in favour of Mason Securities.

## **Effect of accepting the Offer**

Acceptance of the Offer by any Independent Shareholder will constitute a warranty by such person to the Offeror that all Offer Shares to be sold by such person under the Offer are fully paid and free from all liens, charges, options, claims, encumbrances, adverse interests, pre-emptive rights and all third party rights of any nature together with all rights attached thereto as at the date on which the Offer is made or subsequently becoming attached to them, including the right to receive all dividends and other distributions recommended or declared, if any, paid or made on or after the date on which the Offer is made, being the date of the Composite Document.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

## **Hong Kong stamp duty**

The seller's Hong Kong ad valorem stamp duty payable by the Independent Shareholders who accept the Offer and calculated at a rate of 0.1% of the higher of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer will be deducted from the amount payable by the Offeror to such person on acceptance of the Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Independent Shareholders who accept the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptances of the Offer and the transfers of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

## **Settlement**

Settlement of the considerations for the Offer Shares will be made in cash as soon as possible but in any event within seven Business Days of the date on which the duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent acting on behalf of it) to render each such acceptance complete and valid pursuant to the Takeovers Code.

## **Taxation advice**

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, First Shanghai Securities, First Shanghai Capital and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

## **Overseas Shareholders**

The availability of the Offer to persons who are not residents in Hong Kong or who have registered addresses outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction in which they reside. Overseas Shareholders and Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should fully observe all applicable legal or regulatory requirements and, where necessary, seek their own legal advice. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer of other taxes due by such accepting Overseas Shareholders in respect of such jurisdiction).

Acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers in case of any doubt.

## **INFORMATION ON THE OFFEROR**

The Offeror is incorporated in the British Virgin Islands with limited liabilities, and is an investment holding company ultimately wholly and beneficially owned by Mr. Xu Hongwei. Mr. Xu Hongwei is the founder and chairman of a private group of companies in the PRC to promote the internet technology industry in the PRC and provide various services to the industry participants. Mr. Xu also invests in companies which are principally engaged in asset management. Mr. Xu keeps looking for investment opportunities in different industries of potential growth. Despite not having relevant experience in the business of the Group, Mr. Xu considers that investing in the Company could diversify and widen his investment portfolio.

## **DEALING AND INTERESTS IN THE COMPANY'S SECURITIES**

Save for the Sale Shares, none of the Offeror and parties acting in concert with it has dealt in nor own any Share or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the period commencing six months preceding the date of this joint announcement.

As at the date of this joint announcement,

- (i) save for the Sale Shares held by the Offeror, none of the Offeror and parties acting in concert with it holds, owns or has control or direction over any voting rights or rights over any Shares, convertible securities, warrants, options or derivatives of the Company;
- (ii) there is no outstanding derivative in respect of securities in the Company which is owned, controlled or directed by, or has been entered into by the Offeror, its ultimate beneficial owners and/or any person acting in concert with any of them;
- (iii) none of the Offeror and parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company;
- (iv) save for the Letter, the Facility Agreement and the Share Charge, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares which might be material to the Offer;
- (v) there is no agreement or arrangement to which the Offeror or parties acting in concert with it is a party which relates to circumstances in which it may or may not invoke or seek to invoke a precondition or condition to the Offer;
- (vi) none of the Offeror and parties acting in concert with it has received any irrevocable commitment(s) to accept or reject the Offer;
- (vii) there is no agreement or arrangement which constitutes a special deal under Rule 25 of the Takeovers Code between Zhurong Global, its ultimate beneficial owner and parties acting in concert with any of them on one hand and the Offeror and parties acting in concert with it on the other hand; and



(viii) save for the total consideration for the Sale Shares of HK\$340,874,915, there is no other consideration or benefit in whatever form paid or payable by the Offeror and parties acting in concert with it to Zhurong Global, its ultimate beneficial owner and parties acting in concert with any of them.

## INFORMATION ON THE GROUP

The Company is a company incorporated in the Cayman Islands with limited liability, the Shares of which are currently listed on the Stock Exchange (stock code: 264). The Group is principally engaged in manufacturing and distribution of leather products and retail of fashion apparel, footwear and leather accessories.

### Shareholding structure of the Company

The following table sets out the shareholding structures of the Company (i) immediately before the Transfer; and (ii) immediately after the Transfer and as at the date of this joint announcement:

	Immediately before the Transfer		Immediately after the Transfer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
The Offeror and parties acting in concert with it	–	–	229,948,000	60.09
Zhurong Global Limited	<u>229,948,000</u>	<u>60.09</u>	<u>–</u>	<u>–</u>
<b>Public Shareholders</b>				
Mr. Fang Cheng Yu	34,800,000	9.09	34,800,000	9.09
Other public Shareholders	<u>117,956,000</u>	<u>30.82</u>	<u>117,956,000</u>	<u>30.82</u>
<b>Total</b>	<b><u>382,704,000</u></b>	<b><u>100.00</u></b>	<b><u>382,704,000</u></b>	<b><u>100.00</u></b>

## Financial information of the Group

The following table sets out a summary of certain financial information of the Group:

	<b>For the year ended 31 December 2017</b> <i>HK\$' million</i> (audited) <i>(approximately)</i>	<b>For the period from 1 April 2016 to 31 December 2016</b> <i>HK\$' million</i> (audited) <i>(approximately)</i>
Revenue	78.9	83.3
Loss before tax from continuing operations	(16.7)	(10.7)
Loss for the year/period attributable to the owners of the Company	<u>(14.2)</u>	<u>(10.8)</u>
	<b>As at 31 December 2017</b> <i>HK\$' million</i> (audited) <i>(approximately)</i>	<b>As at 31 December 2016</b> <i>HK\$' million</i> (audited) <i>(approximately)</i>
Total equity attributable to owners of the Company	<u>61.5</u>	<u>50.7</u>

## INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

The Group is principally engaged in manufacturing and distribution of leather products and retail of fashion apparel, footwear and leather accessories. Upon completion of the Offer, the Offeror will assist the Group in reviewing its business and operations.

The Board consists of Ms. Li Wei, Mr. Cheng Shing Hay, Mr. Shen Xiao, Mr. Wong Kon Man, Jason and Mr. Yau Pak Yue. The Offeror will nominate new Directors to facilitate the business operation, management and strategy of the Group. Any of such appointments will be made in compliance with the Takeovers Code and the Listing Rules and will take effect on the earliest day permitted under the Takeovers Code. The Offeror has no plan to cease any existing business of the Group or to dispose any material assets of the Group. The Offeror will review the existing capital structure and working capital requirement of the Group and if necessary, will consider different alternatives to strengthen the capital base for any future expansion.

## **MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Offeror intends the issued Shares to remain listed on the Stock Exchange upon the close of the Offer.

Pursuant to the Listing Rules, if, at the closing of the Offer, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) there are insufficient Shares in public hands to maintain an orderly market,

then the Stock Exchange will consider exercising its discretion to suspend trading in the Shares until a level of sufficient public float is attained.

The Offeror will undertake to the Stock Exchange to take appropriate steps as soon as possible following the close of the Offer to ensure that sufficient public float exists in the Shares after the close of the Offer.

In this connection, in the event that the public float of the Company falls below 25% upon the close of the Offer, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement under the Listing Rules can be met. Appropriate announcement(s) will be made in this regard as and when appropriate in compliance with the Listing Rules.

## **INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Cheng Shing Hay, Mr. Shen Xiao, Mr. Wong Kon Man, Jason and Mr. Yau Pak Yue, has been established by the Board to advise the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and whether the Offer is in the interests of the Independent Shareholders and as to its acceptance.

The Independent Financial Adviser will be appointed to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to acceptance. The appointment of the Independent Financial Adviser is subject to the approval of the Independent Board Committee. A further announcement will be made by the Company as soon as practicable after the Independent Financial Adviser has been appointed.

## COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company that the offer document from the Offeror and the offeree board circular from the Company be combined into a Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, amongst other things: (i) details of the Offer (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, together with the relevant forms of acceptance and transfer, is required to be despatched to the Shareholders within 21 days of the date of this joint announcement or such later date as the Executive may approve.

**The Independent Shareholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.**

## DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the associates of the Company and the Offeror (as defined under the Takeovers Code, including persons holding 5% or more of a class of relevant securities issued by the Company or the Offeror) are hereby reminded to disclose their dealings in any securities of the Offeror and the Company pursuant to Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

### *“Responsibilities of stock brokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules.*

*However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## WARNING

**The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

## RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 11 May 2018 pending the release of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 May 2018.

## DEFINITIONS

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

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“associate(s)”	has the meaning ascribed thereto under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“Company”	Ascent International Holdings Limited (stock code: 264), an exempted company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on Stock Exchange
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company in accordance with the Takeovers Code containing, among other things, details of the Offer, the recommendation from the Independent Board Committee to the Independent Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer
“Director(s)”	the director(s) of the Company

“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Facility”	a loan facility granted by Mason Securities as lender to the Offeror as borrower in accordance with the terms of the Facility Agreement for financing part of the consideration for the Sale Shares and the Offer
“Facility Agreement”	the loan facility agreement entered into between Mason Securities as lender and the Offeror as borrower dated 10 May 2018 in relation to the Facility
“Finance Documents”	the Loan Agreement, the Supplemental Deed and the Security Charge
“First Shanghai Capital”	First Shanghai Capital Limited, a corporation licensed by the SFC to conduct Type 6 (advising on corporate finance) regulated activity under the SFO (Chapter 571 of the Laws of Hong Kong), being the financial adviser to the Offeror in respect of the Offer
“First Shanghai Securities”	First Shanghai Securities Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) under the SFO (Chapter 571 of the Laws of Hong Kong), being the agent making the Offer on behalf of the Offeror
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors established for the purpose of advising the Independent Shareholders in respect of the Offer and in particular as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company for the purpose of advising the Independent Board Committee in respect of the terms of the Offer and as to their acceptance
“Independent Shareholders”	the Shareholders other than the Offeror, Mason Group and parties acting in concert with it
“Last Trading Day”	10 May 2018, being the last trading day of the Shares on the Stock Exchange prior to the halt of trading in the Shares pending the release of this joint announcement

“Letter”	a letter dated 10 May 2018 issued by Mason Resources Finance and acknowledged by the Offeror on 10 May 2018
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a term loan in the principal amount of HK\$350,000,000 granted by Mason Resources Finance to Zhurong Global under the Loan Agreement
“Loan Agreement”	a loan agreement dated 27 October 2016 entered into between Zhurong Global as borrower and Mason Resources Finance as lender for granting the Loan
“Mason Group”	Mason Holdings and its subsidiaries
“Mason Holdings”	Mason Group Holdings Limited (formerly known as Mason Financial Holdings Limited), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Stock Exchange (stock code:273)
“Mason Resources Finance”	Mason Resources Finance Limited, a company incorporated in Hong Kong with limited liabilities, which is an indirect wholly-owned subsidiary of Mason Holdings
“Mason Securities”	Mason Securities Limited, a corporation licensed by the SFC to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO (Chapter 571 of the Laws of Hong Kong), which is an indirect wholly-owned subsidiary of Mason Holdings
“Offer”	the mandatory unconditional cash offer to be made by First Shanghai Securities on behalf of the Offeror to acquire all the Offer Shares
“Offeror”	Twinkle Link Limited, a company incorporated in the British Virgin Islands with limited liabilities which is ultimately wholly and beneficially owned by Mr. Xu Hongwei
“Offer Price”	HK\$1.4824 per Offer Share
“Offer Share(s)”	all the issued Shares (other than those already beneficially owned or to be acquired by the Offeror and parties acting in concert with it)
“Overseas Shareholders”	Independent Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong

“PRC”	the People’s Republic of China, for the purpose of this joint announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Sale Share(s)”	the 229,948,000 Shares transferred to the Offeror from Zhurong Global under the Transfer
“Security Charge”	a charge over securities account dated 27 October 2016 executed by Zhurong Global in favour of Mason Resources Finance in respect of the Sale Shares
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Charge”	the share charge entered into between Mason Securities as chargee and the Offeror as chargor dated 10 May 2018 whereby the Offeror shall charge to Mason Securities as security for the Facility (i) all of the Sale Shares acquired by the Offeror upon the completion of the Transfer; (ii) the Shares to be acquired by the Offeror under the Offer; and (iii) the securities account in the name of the Offeror held with Mason Securities, in which the Offeror shall deposit the aforesaid Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Deed”	a supplemental deed to the Loan Agreement dated 27 October 2017 entered into between Zhurong Global and Mason Resources Finance
“Takeovers Code”	the Code on Takeovers and Mergers
“Transfer”	the transfer of the Sale Shares which took place on 11 May 2018
“Zhurong Global”	Zhurong Global Limited, a company incorporated in the British Virgin Islands which was interested in approximately 60.09% of the issued share capital of the Company immediately before the Transfer



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

“%” per cent.

For and on behalf of  
**Twinkle Link Limited**  
耀環有限公司  
**Xu Hongwei**  
Director

By order of the Board  
**Ascent International Holdings Limited**  
**Ms. Li Wei**  
Executive Director

Hong Kong, 18 May 2018

*As at the date of this announcement, the executive Director is Ms. Li Wei and the independent non-executive Directors are Mr. Cheng Shing Hay, Mr. Shen Xiao, Mr. Wong Kon Man, Jason and Mr. Yau Pak Yue.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by directors of the Offeror) have been arrived at upon due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the director of the Offeror is Mr. Xu Hongwei.*

*The director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group, Zhurong Global and parties acting in concert with any of them) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at upon due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*