

*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**

**中壘國際控股有限公司**

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

**(Stock Code: 264)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO**

### **THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2017**

Reference is made to the annual report (the “**Annual Report**”) of Ascent International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2017 published on 26 April 2018. Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Annual Report.

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

In addition to the information in relation to an issue of 34,800,000 new ordinary shares by the Company under general mandate at a subscription price of HK\$0.705 per share to the Subscriber (the “**Placing**”) completed on 23 November 2017, as set out in the Annual Report, the board (the “**Board**”) of the directors (the “**Directors**”) of the Company would like to provide additional information in relation to the use of net proceeds raised from the Placing.

The net proceeds (the “**Net Proceeds**”) raised from the Placing, after deduction of related expenses, were approximately HK\$24,300,000. As disclosed in the Annual Report, the Net Proceeds are intended to be used for working capital and for financing any potential investment opportunities. As at 31 December 2017, the Net Proceeds has been completely utilized by the Company and there is no unutilized amount, and set out below is the breakdown of the application of such Net Proceeds:

- (1) HK\$20,000,000 has been utilised to finance the subscription price payable by Elite Ascent Investments Limited (“**Elite Ascent**”), a direct wholly-owned subsidiary of the Company, to subscribe for 300 shares in Eastation Gallery (HK) Limited (the “**JV Company**”), which represents a 30% interest in the JV Company (the “**JV Investment**”), pursuant to a joint venture agreement entered into on 23 January 2018. Details of the JV Investment were disclosed in the Company’s announcements dated 23 and 31 January 2018 respectively. The relevant subscription price was paid by Elite Ascent, and the JV Investment was completed, on 23 January 2018.
- (2) Approximately HK\$4,300,000 has been utilised as general working capital for daily operations in the Group’s ordinary and usual course of business.

#### **CONTINUING CONNECTED TRANSACTION IN RELATION TO THE FRAMEWORK PROPERTY MANAGEMENT SERVICES AGREEMENT**

As disclosed in the Annual Report, on 28 March 2017, Zhongxi Property Management Company Limited (“**Zhongxi Property Management**”, together with its subsidiaries, “**Zhongxi Property Management Group**”), the then indirect wholly-owned subsidiary of the Company, entered into the framework property management services agreement (the “**Framework Property Management Services Agreement**”) with Zhonghong Holding Co., Limited (“**Zhonghong**”, and together with its subsidiaries, “**Zhonghong Group**”) in respect to the provision of certain property management services by the Zhongxi Property Management Group to Zhonghong Group (the “**Property Management Transaction**”), which constituted a continuing connected transaction of the Company under Chapter 14A of the Listing Rules. The Framework Property Management Services Agreement was supplemented by the supplemental agreement entered into on 19 May 2017. Details of the Property Management Transaction and the supplemental agreement were disclosed in the Company’s announcements dated 28 March and 19 May 2017 respectively. The Property Management Transaction was subsequently terminated pursuant to the termination agreement, with effect from 4 September 2017, details of which were disclosed in the Company’s announcement dated 4 September 2017.

In addition to the information provided in the Annual Report, the Directors would like to further inform the shareholders and potential investors of the Company that:

- (1) the then independent non-executive Directors has reviewed the Property Management Transaction pursuant to Rule 14A.55 of the Listing Rules and confirmed on 29 March 2018 that the continuing connected transaction has been entered into:
  - (a) in the ordinary and usual course of business of the Group;
  - (b) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and

- (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (2) the Company’s auditor was engaged to report on the Group’s continuing connected transaction in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. The Company’s auditor has confirmed to the Board that:
- (a) nothing has come to their attention that causes them to believe that the aforementioned continuing connected transaction has not been approved by the Board;
  - (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
  - (c) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
  - (d) with respect to the aggregate amount of the continuing connected transactions, nothing has come to their attention that causes them to believe that the abovementioned continuing connected transaction has exceeded the annual cap as set by the Company.

The Company’s auditor had issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transaction disclosed by the Group in the Annual Report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter was provided by the Company to the Stock Exchange on 12 April 2018.

The above additional information does not affect other information contained in the Annual Report and, save as disclosed in this announcement, the remaining contents of the Annual Report remain unchanged.

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

Hong Kong, 15 August 2018

*As at the date of this announcement, the executive directors of the Company are Ms. Li Wei and Ms. Wang Wei, and the independent non-executive directors of the Company are Mr. Cheng Shing Hay, Mr. Wong Kon Man, Jason, Mr. Wong Kwun Ho and Mr. Liang Jianhai.*