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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)

SHARE TRANSACTION
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
JMC INVESTMENTS LTD.

THE ACQUISITION

On 25 July 2018, after trading hours, the Purchaser entered into the Sale and Purchase Agreement with the Vendors for the acquisition of the entire issued share capital of the Target Company in which the Target Company is the sole legal and beneficial owner of the Property. The consideration for the Acquisition will be satisfied by issue of the Consideration Shares to Vendor 1 (and Vendor 1 has obtained consent from Vendor 2 and 3 to appoint Vendor 1 to receive the Consideration Shares for and on their behalf) under the General Mandate.

LISTING RULES IMPLICATIONS

All the applicable percentage ratios in respect of the Acquisition are less than 5%. However, as the consideration for the Acquisition will be satisfied by the allotment and issuance of the Consideration Shares, the Acquisition constitutes a share transaction and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Board is pleased to announce that, on 25 July 2018, after trading hours, the Purchaser entered into the Sale and Purchase Agreement with the Vendors for the acquisition of the entire issued share capital of the Target Company in which the Target Company is the sole legal and beneficial owner of the Property. The consideration for the Acquisition will be satisfied by issue of the Consideration Shares to Vendor 1 (and Vendor 1 has obtained consent from Vendor 2 and 3 to appoint Vendor 1 to receive the Consideration Shares for and on their behalf) under the General Mandate. Set out below are the principal terms of the Sale and Purchase Agreement.

SALE AND PURCHASE AGREEMENT

Date

25 July 2018

Parties involved

Vendors

- (1) Mr. John Sze-Hay Chan;
- (2) Ms. Marian Ma-Lei Chan; and
- (3) Ms. Clara Emily Chan.

Purchaser

Tech Fortune Investment Limited, a wholly-owned subsidiary of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendors are Independent Third Parties.

Subject matter

Pursuant to the Sale and Purchase Agreement, the Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Shares, representing the entire issued share capital of the Target Company. The Target Company is the sole legal and beneficial owner of the Property.

Upon Completion, the Target Company will become a subsidiary of the Company and its financial results shall be consolidated into the financial results of the Group.

Consideration

The consideration for the sale and purchase of the Sale Shares shall be US\$850,000.00 which shall be satisfied in full by the issue of the Consideration Shares by the Issuer to Vendor 1 (or his duly appointed nominee) on the Completion Date. The number of the Consideration Shares and the issue price were arrived at after arm's length negotiations between the parties to the Agreement with reference to (i) the prevailing trading prices of the Shares; (ii) the cash in hand of the Target Company of approximately BZ\$300,000 (equivalent to approximately US\$150,000) as at 4 June 2018; and (iii) the value set out in the public tender of the Property of approximately US\$700,000.00. Accordingly, the Board is of the view that the number of the Consideration Shares and the issue price are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

Vendor 1 has obtained consent from Vendor 2 and Vendor 3 and both Vendor 2 and Vendor 3 have agreed to appoint Vendor 1 to receive the Consideration Shares for and on their behalf.

Conditions precedent

Completion is conditional upon the fulfilment or waiver of the conditions precedent as stated in the Sale and Purchase Agreement which include, amongst others, the following:

- (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares;
- (ii) all other requisite consents, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and performance of the terms of this Agreement having been obtained by the Vendors jointly and the Target Company including but not limited to exchange control approval of the Central Bank of Belize;
- (iii) all other requisite consents, authorisations and approvals (or, as the case may be, the relevant waiver) in connection with the entering into and performance of the terms of this Agreement having been obtained by the Purchaser and the Company including but not limited to exchange control approval of the Central Bank of Belize;
- (iv) the Warranties remaining true, accurate and complete in all respects and not misleading in any respect as at this day of this Agreement and up till the Completion Date;
- (v) no breach of obligations and undertakings given by the Vendors jointly and severally to be performed before Completion having occurred; and
- (vi) the Purchaser being satisfied with its due diligence on the Company.

The Purchaser may in its absolute discretion waive any conditions precedent or any part of a Condition Precedent (other than the conditions precedent referred to in (i) and (iii) above). If not all of the conditions precedent are fulfilled (or waived by the Purchaser) by the Long Stop Date, the Sale and Purchase Agreement shall cease and neither party shall have any obligations and liabilities towards each other thereunder subject to the terms and conditions of the Sale and Purchase Agreement.

Completion

Upon the fulfilment or waiver (as the case may be) of the conditions precedent, Completion shall take place on the Completion Date or at such other time as the Vendors and the Purchaser may agree in writing.

Information of the Target Company and the Property

Information of the Target Company

The Target Company is a company incorporated in Belize with limited liability on 7 January 2011 and is an investment holding company. The Target Company has an issued share capital of BZ\$3.00 divided into 3 ordinary shares of BZ\$1.00 each (representing the Sale Shares) in which each of the Vendors is the legal and beneficial owner of 1 ordinary share of BZ\$1.00 each.

Set out below is the profit before tax and profit after tax extracted from the management account of the Target Company for the two years ended 31 December 2017 and 2016 respectively.

	For the year ended 31 December 2016	For the year ended 31 December 2017
	<i>(BZ\$)</i>	<i>(BZ\$)</i>
Profit before tax	\$47,081.44	\$48,654.36
Profit after tax	\$44,515.08	\$46,554.59

Information of the Property

The Property is a parcel of land situate at Placentia North, Block 36 with 2,400 parcels in Belize and an area of 391.417 S.M. The Property is currently developed for resort purposes. As at the date of this announcement, the Target Company is the sole legal and beneficial owner of the Property and has a title absolute of the Property.

The Company intends to continue to develop the Property for resort purposes and plans to upgrade and modify the facilities therein.

Reasons for the Acquisition

The Group is principally engaged in securities trading and investment, securities brokerage and provision of securities margin finance, property investment, loan financing services and trading and manufacturing of electronic products.

The Acquisition will further strengthen the Group's position and strength in property investment by enabling the Group to diversify its property investment portfolio and seek subsequent potential buyers or investors. The Acquisition will also help the Group expand its coverage in the South America region.

The Directors (including the independent non-executive Directors) consider that the terms of the Sale and Purchase Agreement are fair and reasonable and on normal commercial terms and that the entering into of the Sale and Purchase Agreement is in the interests of the Company and its Shareholders as a whole.

Listing Rules Implication

All the applicable percentage ratios in respect of the Acquisition are less than 5%. However, as the consideration for the Acquisition will be satisfied by the allotment and issuance of the Consideration Shares, the Acquisition constitutes a share transaction and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Company is authorized to allot and issue up to 347,591,807 Shares under the General Mandate granted by the Shareholders at the annual general meeting of the Company held on 28 May 2018. Up to the date of this announcement, the Company has not utilized the General Mandate. As the Consideration Shares will be issued under the General Mandate, the allotment and issue of the Consideration Shares is not subject to Shareholders' approval.

Application will be made to the Listing Committee for the listing of, and permission to deal in, the Consideration Shares.

DEFINITIONS

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

“Acquisition”	the acquisition of the entire issued share capital of the Target Company by the Purchaser from the Vendors;
“Board”	board of Directors;
“BZ\$”	Belize dollars, the lawful currency of Belize;
“Company”	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);
“Completion”	completion of the Acquisition;
“Completion Date”	the tenth business day following the fulfilment or waiver of the conditions precedent (as the case may be) or such date as the Purchaser and Vendors may agree in writing;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules and the word “connected” shall be construed accordingly;

“Consideration Shares”	up to a total of 31,349,764 of Shares at HK\$0.212 per share to be allotted and issued to the Vendors under the Sale and Purchase Agreement. The Consideration Shares will be issued at HK\$0.212 each which represents the average closing price as quoted on the Stock Exchange in the last five consecutive trading days immediately prior to the Last Trading Day;
“Director(s)”	the director(s) of the Company;
“General Mandate”	the general mandate granted to the Directors to allot, issue and deal in not more than 347,591,807 Shares by the Shareholders at the annual general meeting of the Company held on 28 May 2018;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Independent Third Party(ies)”	any entity or person who is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules;
“Last Trading Day”	the last day where the Shares are traded on the Stock Exchange prior to the publishing of this announcement;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Long Stop Date”	11 September 2018 or such other date as shall be agreed between the Purchaser and Vendors to the Sale and Purchase Agreement;
“Property”	a parcel of land situate at Placentia North, Block 36 with 2400 parcels in Belize and an area of 391.417 S.M;
“Purchaser”	Tech Fortune Investment Limited (德富投資有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company;
“Sale and Purchase Agreement”	a sale and purchase agreement dated 25 July 2018 entered into between the Purchaser and Vendors in relation to the Acquisition;
“Sale Shares”	the entire issued share capital of the Target Company;

“Share(s)”	ordinary share(s) of US\$0.005 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	JMC Investments Ltd., a company incorporated in Belize with limited liability on 7 January 2011, the entire issued share capital of which is owned by the Vendors;
“US\$”	United States dollars, the lawful currency of the United States of America;
“Vendors”	collectively, Mr. John Sze-Hay Chan, Ms. Marian Ma-Lei Chan and Ms. Clara Emily Chan, all of them being Independent Third Parties; and the word “Vendor” shall be construed accordingly; and
“%”	per cent.

In this announcement, unless otherwise stated, certain amounts denominated in USD can be converted to HK\$ and BZ\$ at an exchange rate of US\$1.00 = HK\$7.819 and US\$1.00 = BZ\$2.00 respectively, for illustration purpose only.

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

Hong Kong, 25 July 2018

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