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南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

THE FACILITY LETTER

The board of directors (the “**Board**”) of Nameson Holdings Limited (the “**Company**”) announces that on 16 November 2018, Nameson Industrial Limited (a wholly-owned subsidiary of the Company, the “**Borrower**”) as borrower, the Company as guarantor and MUFG Bank, Ltd. as lender entered into a facility letter (the “**Facility Letter**”) relating to a three-year term loan facility of up to HK\$100,000,000.

Pursuant to the Facility Letter, each of the Borrower and the Company has undertaken to procure and ensure that any one or all of Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Wong Ting Kau shall at all times collectively maintain, direct or indirectly, at least 51% of the beneficial shareholding in the Company and collectively retain management control over the Company.

As at the date of this announcement, (i) Mr. Wong Ting Chung is the beneficial owner of 200,000,000 shares of the Company; (ii) as beneficiaries of Happy Family Trust, each of Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Wong Ting Kau is deemed to be interested in 1,500,000,000 shares of the Company held by Nameson Investments Limited, a wholly owned subsidiary of Happy Family Assets Limited, whose entire issued share capital is held by the trustee of Happy Family Trust. Therefore, as at the date of this announcement, Mr. Wong Ting Chung, Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Wong Ting Kau collectively maintain, direct or indirectly, approximately 74.6% of the issued share capital of the Company.

A breach of the above specific performance obligations will constitute an event of default under the Facility Letter and upon which all accrued interest and any other sums payable under the Facility Letter shall be immediately due and payable.

As at the date of this announcement, details of existing banking facilities with covenants relating to specific performance of the Company's controlling shareholder(s) are as follows:

Date of the agreement	Banking facilities	Specific performance obligations
22 June 2017	Three-year committed term loan facility of up to HK\$100,000,000	Mr. Wong Ting Chung or his family trust remains as the majority ultimate beneficial owner holding not less than 50% of the Company with management control in the Company.
16 March 2018	(i) Term loan facility of up to an aggregate principal amount of HK\$195,000,000, with final maturity date falling on 8 August 2022 (ii) Term loan facility of up to USD30,000,000 or HK\$234,000,000, with final maturity date falling on the day which is five years from the date of drawdown	Management control over the group by Mr. Wong Ting Chung or his family members.

The Company will, in compliance with Rule 13.21 of the Listing Rules, include appropriate disclosure in its interim and annual reports for so long as circumstances giving rise to the disclosure obligation under Rule 13.18 of the Listing Rules continue to exist.

By order of the Board of
Nameson Holdings Limited
Mr. Wong Ting Chung *BBS, JP*
Chairman

16 November 2018

As at the date of this announcement, the Board comprises Mr. Wong Ting Chung BBS, JP (Chairman and chief executive officer), Mr. Wong Wai Yue (Vice Chairman), Mr. Wong Wai Wing, Raymond, Mr. Wong Ting Chun and Mr. Li Po Sing as executive Directors; Mr. Tam Wai Hung, David and Mr. Wong Ting Kau, as non-executive Directors; Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Kan Chung Nin, Tony SBS, JP, Mr. Ong Chor Wei, Mr. Fan Chun Wah, Andrew JP, Ms. Lee Bik Kee, Betty and Mr. Ip Shu Kwan, Stephen GBS, JP, as independent non-executive Directors.