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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)

SUPPLEMENTAL AGREEMENT TO CONTINUING CONNECTED TRANSACTION

Reference is made to the announcement of Nameson Holdings Limited (the “**Company**”) dated 24 July 2018 (the “**Announcement**”) in relation to, among other matters, the Cashmere Purchase Agreement and the continuing connected transactions contemplated under the Cashmere Purchase Agreement. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT

On 18 December 2018, the following parties entered into a supplemental agreement to the Cashmere Purchase Agreement (the “**Supplemental Agreement**”):

- (i) Hebei Yuteng (being the seller to the Cashmere Purchase Agreement);
- (ii) Nanguan Tech (being the purchaser to the Cashmere Purchase Agreement);
- (iii) Huizhou Nanxuan Knitting Factory Limited* (惠州南旋毛織廠有限公司) (“**Huizhou Nanxuan**”); and
- (iv) Huizhou Nanguan Knitting Factory Limited* (惠州南冠織造有限公司) (“**Huizhou Nanguan**”).

As disclosed in the Announcement, Nanguan Tech is a joint venture company owned as to 55% and 45% by the Company and Hebei Yuteng respectively. Therefore, Nanguan Tech is a non-wholly owned subsidiary of the Company and Hebei Yuteng, being a substantial shareholder of Nanguan Tech, is a connected person of the Company at the subsidiary level under the Listing Rules.

Each of Huizhou Nanxuan and Huizhou Nanguan is a wholly-owned subsidiary of the Company.

* *The English name is a translation of its Chinese name and is included in this announcement for identification purposes only*

As Nanguan Tech (being a non-wholly owned subsidiary of the Company) is only in its initial operation stage, the Group has decided to designate its wholly-owned subsidiaries (being Huizhou Nanxuan and Huizhou Nanguan, which are also engaged in producing knitwear from cashmere) to be additional purchasers pursuant to the terms of the Cashmere Purchase Agreement.

All terms of the Cashmere Purchase Agreement (including pricing) and the annual cap in respect of the Cashmere Purchase Agreement as set out in the Announcement remain unchanged. The said annual cap will now apply to aggregate purchases of cashmere by Nanguan Tech, Huizhou Nanxuan and Huizhou Nanguan. The substantive change is simply to add other subsidiaries of the Group who may purchase cashmere from Hebei Yuteng.

The Board has approved the Supplemental Agreement and none of the Directors had a material interest in the transactions under the Cashmere Purchase Agreement (as supplemented by the Supplemental Agreement) or is required to abstain from voting on the relevant board resolutions.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Supplemental Agreement are on normal commercial terms or better, fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

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

18 December 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.