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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 LETTERS

The board of directors (the “**Board**”) of Nameson Holdings Limited (the “**Company**”) announces that on 22 March 2019, (i) the Company as borrower and a bank as lender entered into a facility letter (the “**Facility Letter A**”) relating to a three-year term loan facility of up to HK\$150,000,000; (ii) and the Company as borrower and another bank as lender entered into a facility letter (the “**Facility Letter B**”, together with the Facility Letter A, collectively the “**Facility Letters**”) relating to a three-year term loan facility of up to HK\$250,000,000, respectively.

REQUIREMENTS RELATING TO SHAREHOLDING OF MR. WONG TING CHUNG AND HIS FAMILY MEMBERS

Pursuant to the Facility Letter A, the Company has undertaken to ensure that Mr. Wong Ting Chung or his family members are and will remain as the majority ultimate beneficial owner holding not less than 50% of all issued share capital of the Company with management control in the Company.

Pursuant to the Facility Letter B, the Company has undertaken to ensure that Mr. Wong Ting Chung and his family shall own more than 60% share interests in the Company, or Mr. Wong Ting Chung shall remain as the Chairman and maintain management control of 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, holding 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 respective Facility Letters and upon which all accrued interest and any other sums payable under the respective Facility Letters shall be immediately due and payable.

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

22 March 2019

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.