

*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.*

# **TAI SHING**

## **Tai Shing International (Holdings) Limited**

**泰盛國際(控股)有限公司\***

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

**(Stock Code: 8103)**

### **DISCLOSEABLE TRANSACTION IN RESPECT OF THE ACQUISITION OF 100% EQUITY INTEREST IN THE TARGET COMPANY**

On 28 April 2015 (after trading hours), the Purchaser, a wholly owned subsidiary of the Company, entered into the Acquisition Agreement with the Vendor pursuant to which the Purchaser agreed to acquire and the Vendor agreed to dispose the Sale Shares (representing 100% of the existing issued share capital of the Target Company) and the director's loan to the Target Company at the Consideration of HK\$1,537,029.

The Target Company is principally engaged in the provision of printing services and solutions on advertisement, brochures and bound books to customers mainly in Hong Kong.

#### **GEM LISTING RULES IMPLICATIONS**

As one or more of the relevant applicable percentage ratios calculated in accordance with the GEM Listing Rules is greater than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but is exempted from shareholders' approval requirement under the GEM Listing Rules.

#### **THE ACQUISITION AGREEMENT**

On 28 April 2015 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, entered into the Acquisition Agreement with the Vendor in relation to the sale and purchase of the Sales Shares and the director's loan to the Target Company. Major terms of the Acquisition Agreement are set out as below:

**Date:** 28 April 2015 (after trading hour)

\* For identification purpose only

**Purchaser:** Sage Choice Inc., a company incorporated in the Republic of Vanuatu and a wholly-owned subsidiary of the Company

**Vendor:** Ms. Fung Kar Chung

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor is an independent third party and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

### **Assets to be acquired**

Pursuant to the Acquisition Agreement, the Purchaser agreed to purchase and the Vendor agreed to sell the Sale Shares and the director's loan to the Target Company free from all encumbrances.

The Sale Shares involve 1,000 ordinary shares of HK\$1.00 each of the Target Company, representing 100% of the existing issued share capital of the Target Company.

The director's loan to the Target Company represent an amount due to the sole director of the Target Company amounted to HK\$1,190,562 as at 31 December 2014 and subsisting as at the date of Completion.

### **Consideration**

The Consideration for the sale and purchase of the Sale Shares and the director's loan to the Target Company shall be HK\$1,537,029, which shall be satisfied by the Purchaser to the Vendor in full by cash at Completion.

The Purchaser will be responsible for preparing the audited accounts for the year ended 31 December 2014 of the Target Company (the "Audited Accounts") within 3 months from the date of Acquisition Agreement provided that the Vendor shall use her best effort to provide all necessary information and render all necessary assistance to the Purchaser for purpose of or in connection with preparing the Audited Accounts. The Consideration will be adjusted on dollar-to-dollar basis based on the difference between the net asset value of the Target Company as at 31 December 2014 shown on the management accounts for the year ended 31 December 2014 (the "Provisional NAV") and that shown on the Audited Accounts (the "Audited NAV") in the manner more particularly set out as follows:–

- (a) if the Audited NAV exceeds the Provisional NAV, there will be an upward adjustment to the Consideration in a sum equivalent to the difference provided however that the upward adjustment shall be capped at HK\$200,000 and such upward adjustment shall be paid by the Purchaser to the Vendor within 21 days after the availability of the Audited Accounts; or
- (b) if the Audited NAV is less than the Provisional NAV, there will be a downward adjustment to the Consideration in a sum equivalent to the difference and such downward adjustment shall be paid by the Vendor to the Purchaser within 21 days after the availability of the Audited Accounts.

The Consideration was determined after arm's length negotiation between the Purchaser and the Vendor after having taken into account, amongst other things, (i) the net assets value of the Target Company as at 31 December 2014; and (ii) the amount of director's loan to the Target Company outstanding as at 31 December 2014 and subsisting as at the date of Completion.

The Consideration is to be funded by the Group's internal resources.

## **Completion**

Completion shall take place on the date of the signing of the Agreement or such other date as may be mutually agreed.

## **INFORMATION OF THE TARGET COMPANY**

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in the provision of printing services and solutions on advertisement, brochure and bound books to customers mainly in Hong Kong. The Target Company is wholly owned by the Vendor as at the date of the Acquisition Agreement.

## **FINANCIAL INFORMATION OF THE TARGET COMPANY**

The unaudited net asset value of the Target Company as at 31 December 2014 was approximately HK\$346,467. Set out below is a summary of the financial position of the Target Company for the two years ended 31 December 2014 and 2013 based on its unaudited management accounts and audited accounts respectively as provided by the Vendor:

	<b>(Unaudited)</b>	<b>(Audited)</b>
	<b>For the year ended</b>	<b>For the year ended</b>
	<b>31 December 2014</b>	<b>31 December 2013</b>
Turnover	9,077,268	8,066,161
Net profit/(loss) before taxation	34,917	(324,968)
Net profit/(loss) after taxation	34,917	(271,327)
Amount due to the sole director (as at 31 December)	1,190,562	790,562

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is principally engaged in system development, professional services, money lending business and proprietary trading business.

As stated in the latest published annual report of the Company, it is the Group's strategy to broaden its perspective beyond IT sector and potentially also invest into and/or make acquisition in other industries (including traditional non IT business) so long as such investments can bring value and are beneficial to the Company and its shareholder as a whole. Upon completion of the Acquisition, printing services will become one of the principal businesses of the Company.

The Directors are of the view that (i) the demand for printing services for advertisement in Hong Kong has been gradually rising; (ii) the printing companies with retail channels (refers to printing companies which have internet retailing, including email in order to receive and deliver orders) represent a small but a fast growing segment in the printing industry in Hong Kong; (iii) with the ownership and leadership of the listed company, the Target Company could have more resources and expertise to explore a higher margin overseas market (the Target Company is currently exploring business opportunities in Australia and New Zealand) and (iv) the Target Company would contribute to the growth of the business performance of the Group and hence improve the return to the Company and its shareholders.

In view of the above, the Directors believe the Acquisition is in the best interests of the Company and the Shareholders as a whole. In addition, the Directors consider that the terms of the Acquisition Agreement are on normal commercial terms and are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As one or more of the relevant applicable percentage ratios calculated in accordance with the GEM Listing Rules is greater than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but is exempted from shareholders' approval requirement under the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expression shall have the following meaning when used herein:

“Acquisition”	the proposed purchase of Sale Share and the director’s loan to the Target Company by the Purchaser from the Vendor as contemplated under the Acquisition Agreement
“Acquisition Agreement”	the agreement dated 28 April 2015 entered into between the Purchaser and the Vendor in relation to the Acquisition
“Board”	the board of Directors
“Company”	Tai Shing International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed on the GEM Board of the Stock Exchange (stock code: 8103)
“Completion”	the completion of the Acquisition in accordance with the terms and conditions of the Acquisition Agreement
“Consideration”	HK\$1,537,029, being the consideration of the sale and purchase of the Sale Shares and the director’s loan to the Target Company

“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Purchaser”	Sage Choice Inc., a company incorporated in the Republic of Vanuatu and a wholly-owned subsidiary of the Company
“Sale Share(s)”	1,000 shares in the share capital of the Target Company in the name of and beneficially owned by the Vendor, representing 100% of the entire issued shares of the Target Company
“Share(s)”	share(s) of HK\$0.05 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Wilco Printing Co., Limited, a company incorporated in Hong Kong with limited liability
“Vendor”	Ms. Fung Kar Chung, to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Vendor is an independent third party and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).
“%”	per cent.

By Order of the Board of  
**Tai Shing International (Holdings) Limited**  
**Tam Kwok Leung**  
*Executive Director*

Hong Kong, 28 April 2015

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Dr. Chew Chee Wah (*Chairman*)  
Mr. Tam Kwok Leung (*Chief Executive Officer*)  
Ms. Ju Lijun  
Mr. Zhang Jinshu  
Mr. Luk Chi Shing  
Ms. Zhang He  
Mr. Lee Yiu Tung

*Non-executive Directors:*

Dr. Pan Jin  
Mr. Dai Yuanxin  
Ms. Xiao Yongzhen

*Independent non-executive Directors:*

Mr. Chan Yee Sze  
Ms. Hu Yun  
Mr. Koh Kwing Chang  
Mr. Lui Wai Ming  
Mr. Lai Chi Leung

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its publication and is available for reference on the website of the Company at [www.equitynet.com.hk/8103/](http://www.equitynet.com.hk/8103/).*