

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**Century Group International Holdings Limited**

**世紀集團國際控股有限公司**

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

**(Stock Code: 2113)**

**PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**英皇證券(香港)有限公司**  
**Emperor Securities Limited**

**PLACING OF NEW SHARES UNDER GENERAL MANDATE**

On 3 September 2019 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent whereby the Company conditionally agreed to place, through the Placing Agent, on a best effort basis, up to 153,550,000 new Shares to not less than six Places at the Placing Price of HK\$0.222 per Placing Share.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Completion Date (save for the allotment and issue of the Placing Shares), the maximum number of Placing Shares represent approximately 20.00% of the Company's existing issued share capital and approximately 16.67% of the Company's issued share capital as enlarged by the allotment and issue of the Placing Shares.

The Placing Shares will be allotted and issued under the General Mandate.

The Placing is conditional upon, among others, the Listing Committee of the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

The maximum gross proceeds and net proceeds (after deducting all applicable costs and expenses) from the Placing will be HK\$34,088,100 and approximately HK\$33,126,000 respectively. The Company intends to use the net proceeds as general working capital for the Group and to finance potential business opportunities to be identified.

**As completion of the Placing is subject to the satisfaction of a number of conditions under the Placing Agreement and the Placing is on a best effort basis, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

The Board is pleased to announce that on 3 September 2019 (after trading hours), the Placing Agreement has been entered into between the Company and the Placing Agent. The principal terms of the Placing Agreement are summarized as below.

## **THE PLACING AGREEMENT**

### **Date**

3 September 2019 (after trading hours)

### **Issuer**

The Company

### **Placing Agent**

Emperor Securities Limited

The Placing Agent has conditionally agreed to place up to 153,550,000 Placing Shares on a best effort basis and in consideration thereof, it will receive a placing commission of 2.50% on the gross proceeds of the Placing upon completion of the Placing. The Directors are of the view that the placing commission accords with the market rate and is fair and reasonable.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

### **Placees**

The Placing Shares are to be placed to not less than six (6) Placees which will be institutional, professional and/or other investors, who and whose ultimate beneficial owners are Independent Third Parties. Upon completion of the Placing, it is expected that none of the Placees will become a substantial Shareholder (as defined in the Listing Rules) as a result of the Placing.

## **Number of Placing Shares**

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Completion Date (save for the allotment and issue of the Placing Shares), the maximum number of 153,550,000 Placing Shares represent approximately 20.00% of the Company's existing issued share capital and approximately 16.67% of the Company's issued share capital as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK\$1,535,500.

## **Placing Price**

The Placing Price of HK\$0.222 per Placing Share represents:

- (i) a discount of approximately 12.94% to the closing price of HK\$0.255 per Share as quoted on the Hong Kong Stock Exchange on 3 September 2019, being the date of the Placing Agreement; and
- (ii) a discount of approximately 10.48% to the average closing price of HK\$0.248 per Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days of the Shares immediately preceding the date of the Placing Agreement.

The Placing Price, which was agreed after arm's length negotiation between the Company and the Placing Agent, was determined with reference to the prevailing market price of the Shares. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

## **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves and with the other Shares in issue as at the date of allotment and issue of the Placing Shares.

## **General Mandate**

The Placing Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Company is authorised to issue up to 153,550,000 Shares. Up to the date of this announcement, no Shares have been issued under the General Mandate. Thus the maximum number of new Shares which could be issued by the Company under the General Mandate is 153,550,000 Shares. As such, the General Mandate is sufficient for allotment and issue of the maximum number of 153,550,000 Placing Shares. Accordingly, the issue of the Placing Shares is not subject to the approval of the Shareholders.

## **Conditions of the Placing**

Completion of the Placing is conditional upon the fulfillment of the following:

- (i) the passing of resolution(s) by the Board to approve the Placing Agreement and the transactions contemplated thereunder; and
- (ii) the Listing Committee of the Hong Kong Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares with or without conditions.

If the above conditions are not fulfilled by the Long Stop Date, the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties in relation to the Placing shall cease and determine and both parties shall be released from all their respective obligations pursuant to the Placing Agreement and neither party shall have any claim against the other party in respect of the Placing save for any antecedent breach.

## **Application for listing**

Application will be made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

## **Termination**

The Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to 10:00 a.m. on the Completion Date upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would affect the success of the Placing; or

- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Hong Kong Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would affect the success of the Placing; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or make it inadvisable or inexpedient for the Placing to proceed.

In the event that the Placing Agent terminates the Placing Agreement, all respective obligations of either party under the Placing Agreement shall cease and determine and neither party shall have any claim against the other party in respect of any matter arising out of or in connection with the Placing Agreement except for (i) any antecedent breach of any obligation under the Placing Agreement; (ii) liabilities under the clause regarding representation, warranties and undertakings in the Placing Agreement; and (iii) liabilities under the clause regarding commissions and expenses in the Placing Agreement.

The Directors are not aware of the occurrence of any of the above events as at the date of this announcement.

## **Completion**

Completion of the Placing will take place at 4:00 p.m. within three Business Days after the date on which all the conditions as set out in the paragraph headed “Conditions of the Placing” above are satisfied or such other time/date as the Company and the Placing Agent may agree in writing.

**As completion of the Placing is subject to the satisfaction of a number of conditions under the Placing Agreement and the Placing is on a best effort basis, the Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group principally engages in provision of site formation works as a subcontractor in Hong Kong. The site formations works undertaken by the Group generally include (a) general earthworks (including soil and rock excavation, disposal of construction and demolition materials, backfilling and compaction for forming a new site or achieving designed formation level for later development); (b) tunnel excavation works (including rock excavation works for construction of tunnels through drill and break and/or drill and blast methods as well as construction of associated temporary tunnel support structures); (c) foundation works (including excavation and lateral support works and associated structural works for construction of pile caps for commercial and residential building projects); and (d) road and drainage works.

The maximum gross proceeds and net proceeds (after deducting all applicable costs and expenses) from the Placing will be HK\$34,088,100 and approximately HK\$33,126,000 respectively. Based on the net proceeds, the net issue price per Placing Share is approximately HK\$0.216. The Company intends to use the net proceeds as general working capital for the Group and to finance potential business opportunities to be identified.

The Board is of the view that the Placing will enlarge the shareholder base and the capital base of the Company. In addition, the net proceeds of the Placing will strengthen the Group’s financial position for future development of the Group. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

## **EQUITY FUND RAISING ACTIVITIES DURING THE PAST 12 MONTHS**

The Company has not conducted any other equity fund raising activities in the past twelve months immediately before the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structures of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing (assuming the Placing Shares are placed in full and there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the allotment and issue of the Placing Shares) are set out below for illustration purpose:

Name of Shareholders	As at the date of this announcement		Immediately after completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
<b>Substantial Shareholder:</b>				
China Century Holdings Limited ( <i>Note</i> )	560,535,000	73.01	560,535,000	60.84
<b>Public Shareholders:</b>				
Places	—	—	153,550,000	16.67
Others	<u>207,215,000</u>	<u>26.99</u>	<u>207,215,000</u>	<u>22.49</u>
Total	<u>767,750,000</u>	<u>100.00</u>	<u>921,300,000</u>	<u>100.00</u>

*Note:* 560,535,000 Shares are beneficially owned by China Century Holdings Limited. The shares of China Century Holdings Limited are owned as to 40% by China Medival Group Limited which is wholly owned by Mr. Zhang Chengzhou, 30% by World Communication International Holdings Limited which is wholly owned by Mr. Cao Qian, and 30% by Xianghua International Holdings Limited which is wholly owned by Mr. Li Xiangzhong. Ms. Deng Shuting, who is the spouse of Mr. Li Xiangzhong is deemed, or taken to be interested in all the Shares in which Mr. Li Xiangzhong is interested under the SFO. Ms. Zou Jing who is the spouse of Mr. Zhang Chengzhou is deemed, or taken to be interested in all the Shares in which Mr. Zhang Chengzhou is interested under the SFO.

## DEFINITIONS

In this announcement, the following terms shall have the meanings ascribed to them below unless the context otherwise requires:

“acting in concert”	has the meaning as ascribed to it in the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	any day(s) (other than a Saturday or Sunday or days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
“Company”	Century Group International Holdings Limited 世紀集團國際控股有限公司 (formerly known as CHERish Holdings Limited 東盈控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange (Stock Code: 2113)
“Completion Date”	means a day within three Business Days after the date on which all the conditions of the Placing are satisfied (or such other date as the Company and the Placing Agent may agree in writing) and on which completion of the Placing will take place
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 6 September 2018 to allot, issue and deal with up to 20% of the then issued Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Independent Third Party(ies)”	third party(ies) independent of and not connected with or acting in concert with the Company, its connected persons and their respective associates (as defined in the Listing Rules)
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Long Stop Date”	24 September 2019 or such later date as may be agreed by the Company and the Placing Agent in writing
“Placee(s)”	any institutional, professional and/or other investors, who shall be Independent Third Parties and whom the Placing Agent or its sub-agent(s) procure(s) to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of up to 153,550,000 new Shares by the Placing Agent on a best effort basis pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Emperor Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the SFO
“Placing Agreement”	a conditional placing agreement dated 3 September 2019 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.222 per Placing Share
“Placing Shares”	up to 153,550,000 new Shares to be allotted and issued pursuant to the Placing Agreement and “Placing Share” means any one of them
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) at par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Takeovers Code” means the Code on Takeovers and Mergers of Hong Kong

“%” per cent.

By Order of the Board  
**Century Group International Holdings Limited**  
**Li Xiangzhong**  
*Chairman*

Hong Kong, 3 September 2019

*As at the date of this announcement, the Board comprises Mr. Li Xiangzhong, Mr. Cao Jun and Mr. Zhang Chengzhou as executive Directors, Mr. Cao Qian as non-executive director and Mr. Cheung Wai Lun Jacky, Mr. Lee Chi Ming and Mr. Tang Chi Wai as independent non-executive directors.*