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**YU TAK INTERNATIONAL HOLDINGS LIMITED**  
**御德國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 08048)**

**SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO  
PLACING OF NEW SHARES UNDER GENERAL MANDATE  
AND RESUMPTION OF TRADING**

**Placing Agent**

**Kilmorey Securities Limited**



**SECOND SUPPLEMENTAL AGREEMENT**

Reference is made to the announcement of the Company dated 12 April 2019, 15 April 2019 and 26 April 2019 in relation to the placing of new shares under general mandate (the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless specified otherwise.

In view of the fact that the recent market prices of the Shares as quoted on the Stock Exchange has increased significantly, the Company and the Placing Agent entered into the Second Supplemental Agreement on 29 April 2019, pursuant to which the Placing Agent agreed to place, on a best efforts basis, to not less than six Places up to 110,000,000 Placing Shares at the New Placing Price of HK\$0.163 per Placing Share.

The New Placing Price of HK\$0.163 per Placing Share represents (a) a discount of approximately 19.7% to the closing price of HK\$0.203 per Share as quoted on the Stock Exchange on the last trading date immediately prior to the date of the Second Supplemental Agreement; and (b) a

premium of approximately 9.39% to the average closing price of HK\$0.149 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Second Supplemental Agreement.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Placing, a maximum of 110,000,000 Placing Shares under the Placing represent approximately 6.17% of the entire issued share capital of the Company as at the date of this announcement and approximately 5.81% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The net proceeds from the Placing of approximately HK\$17,630,000 (assuming the Placing Shares are fully placed and after all relevant expenses) will be used for the purpose of general working capital of the Group.

The Placing is conditional upon, among other things, the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Placing Shares. If the conditions are not fulfilled, the Placing will not proceed.

#### **TRADING HALT AND RESUMPTION**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 29 April 2019 pending release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. 30 April 2019.

**As completion of the Placing is subject to the satisfaction of conditions, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

Reference is made to the Announcements. In view of the fact that the recent market prices of the Shares as quoted on the Stock Exchange has increased significantly, the Company and the Placing Agent entered into the Second Supplemental Agreement on 29 April 2019, pursuant to which the Placing Agent agreed to place, on a best efforts basis, to not less than six Places up to 110,000,000 Placing Shares at the New Placing Price of HK\$0.163 per Placing Share.

#### **SECOND SUPPLEMENTAL AGREEMENT**

##### **Date**

29 April 2019 (after trading hours of the Stock Exchange)

##### **Issuer**

The Company

## **Placing Agent**

Kilmorey Securities Limited

Pursuant to the Second Supplemental Agreement, it is agreed that the definition of the “Placing Price” shall be amended to the price of HK\$0.163 per Placing Share.

Save as disclosed above, there are no other material changes to the Placing Agreement and all other terms and conditions of the Placing Agreement (as amended, varied and supplemented by the Supplemental Agreement) remain in full force and effect. The Board considers that the amendments made in the Second Supplemental Agreement are in compliance with the Listing Rules and are appropriate given the circumstances and would be in the interests of the Company and the Shareholders as a whole.

## **Placing Shares**

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Placing, a maximum of 110,000,000 Placing Shares under the Placing represent approximately 6.17% of the entire issued share capital of the Company as at the date of this announcement and approximately 5.81% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the Placing Shares is HK\$11,000,000.

## **Ranking of Placing Shares**

The Placing Shares will, when issued and fully paid up, rank *pari passu* in all respects with the Shares which are in issue on the date of allotment and issue of the Placing Shares.

## **New Placing Price**

The New Placing Price of HK\$0.163 per Placing Share represents:

- (a) a discount of approximately 19.7% to the closing price of HK\$0.203 per Share as quoted on the Stock Exchange on 26 April 2019, being the last trading date immediately prior to the date of the Second Supplemental Agreement; and
- (b) a premium of approximately 9.39% to the average closing price of HK\$0.149 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Second Supplemental Agreement.

The New 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 the Shareholders as a whole.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Placing (assuming the maximum number of Placing Shares are placed and there is no change in the share capital of the Company from the date of this announcement up to the Completion Date) are set out as follows:

	As at the date of this announcement		Immediately after completion of the Placing	
	Number of Shares	Approximately %	Number of Shares	Approximately %
China Yinsheng Finance Limited (Note 1)	909,502,801	51.02	909,502,801	48.05
Sino Eminent Limited (Note 2)	804,157,697	45.11	804,157,697	42.49
深圳市藝華珠寶首飾股份有限公司 (Shenzhen Yihua Jewelry Co., Ltd*) (Note 2)	804,157,697	45.11	804,157,697	42.49
Ocean Expert Investments Limited (Note 2)	804,157,697	45.11	804,157,697	42.49
Ms. LI Xia (Note 2)	804,157,697	45.11	804,157,697	42.49
Mr. CHONG Yu Ping (Note 2)	839,639,697	47.10	839,639,697	44.36
Flourish Zone Limited (Note 3)	149,455,740	8.38	149,455,740	7.90
Mr. CHEN Yin (Note 3)	149,455,740	8.38	149,455,740	7.90
Mr. LIN Feifei	146,415,076	8.21	146,415,076	7.74
CK Hutchison Holdings Limited (Note 4)	143,233,151	8.03	143,233,151	7.57
Other Shareholders				
– Placees	Nil	Nil	110,000,000	5.81
– Others	503,946,336	28.27	503,946,336	26.63
Total	<u>1,782,690,000</u>	<u>100.00</u>	<u>1,892,690,000</u>	<u>100.00</u>

### Notes:

- On 26 March 2018, (i) Sino Eminent Limited, (ii) Ms. Zhuang Rushan, and (iii) Flourish Zone Limited, have pledged 304,815,204, 50,136,000 and 63,000,000 shares of the Company respectively in favour of China Yinsheng Finance Limited as security for a loan facility provided by China Yinsheng Finance Limited to Sino Eminent Limited (the “**Loan**”). In addition, Sino Eminent Limited have pledged an additional 491,551,597 shares of the Company, which was obtained by it after the completion of the rights issue on the basis of one rights share for every two existing shares held by the qualifying shareholders on 27 February 2018 at the subscription price of HK\$0.10 per rights share, in favour of China Yinsheng Finance Limited as security for the Loan. Accordingly, China Yinsheng Finance Limited has security interest in 909,502,801 shares of the Company. Details of the abovementioned pledge of shares are set out in the Company’s announcement dated 26 March 2018.
- Sino Eminent Limited, a company incorporated in the British Virgin Islands, is owned as to 25% of its totally issued shares by Ocean Expert Investments Limited and 75% of its totally issued shares by Shenzhen Yihua Jewelry Co., Ltd (“**Shenzhen Yihua**”), a company incorporated in the PRC which is held as to approximately 80% of its shares by Mr. Chong Yu Ping.

Accordingly, Mr. Chong Yu Ping is deemed to be interested in 804,157,697 shares of the Company held by Sino Eminent Limited by virtue of Sino Eminent Limited being controlled by Mr. Chong Yu Ping through his shareholding in Shenzhen Yihua. In addition to such 804,157,697 shares of the Company deemed to be interested by Mr. Chong Yu Ping, Mr. Chong Yu Ping beneficially owns 35,482,000 shares of the Company, therefore Mr. Chong Yu Ping is deemed to be totally interested in 839,639,697 shares of the Company.

Ocean Expert Investments Limited is a limited company incorporated in the British Virgin Islands which is wholly owned by Ms. Li Xia. Ms. Li Xia is deemed to be interested in 804,157,697 shares of the Company held by Sino Eminent Limited by virtue of Sino Eminent Limited being controlled by Ms. Li Xia through her shareholding in Ocean Expert Investments Limited and through her acting as the sole director of Sino Eminent Limited.

- (3) Flourish Zone Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Chen Yin. Accordingly, Mr. Chen Yin is deemed to be interested in the 149,455,740 shares of the Company through Flourish Zone Limited.
- (4) CK Hutchison is deemed to be interested in a total of 143,233,151 shares of the Company through its controlled companies.

## **GEM LISTING RULES IMPLICATION**

The Placing will be conducted under the General Mandate. Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Placing Shares.

## **TRADING HALT AND RESUMPTION**

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 29 April 2019 pending release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. 30 April 2019.

**Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfilment of the conditions set out in the Placing Agreement. The Placing may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.**

## DEFINITIONS

In this announcement, unless otherwise defined, the following terms used herein have the following meanings:

“associate(s)”	the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Yu Tak International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the GEM of Stock Exchange
“Directors”	the directors of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of Stock Exchange
“General Mandate”	the mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 4 June 2018 to allot, issue and deal with up to 20% of the then issued share capital of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Committee”	the meaning ascribed thereto in the GEM Listing Rules
“New Placing Price”	HK\$0.163 per Placing Share as amended by the Second Supplemental Agreement
“Placee(s)”	independent professional, institutional, individual investors or any of their respective subsidiaries or associates to be procured by the Placing Agent on a best efforts basis pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares pursuant to the Placing Agreement

“Placing Agent”	Kilmorey Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 12 April 2019 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Share(s)”	a maximum of 110,000,000 new Shares to be placed by the Placing Agent pursuant to the Placing Agreement
“Shareholder(s)”	holders of the Share(s)
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Second Supplemental Agreement”	the second supplemental agreement entered into between the Company and the Placing Agent on 29 April 2019 in relation to, inter alia, amend the placing price of the Placing
“Supplemental Agreement”	the supplemental agreement entered into between the Company and the Placing Agent on 26 April 2019 in relation to, inter alia, extend the long stop date of the Placing to 10 May 2019
“%”	per cent

By Order of the Board  
**Yu Tak International Holdings Limited**  
**Chong Yu Ping**  
*Chairman*

Hong Kong, 29 April 2019

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chong Yu Ping, Ms. Li Xia and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Na Xin and Ms. Zhao Xiaxia.*

*This announcement, for which the directors (the “**Directors**”) of Yu Tak International Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven (7) days from the date of its posting and on the website of the Company at [www.hkjewelry.net](http://www.hkjewelry.net).*

*\* English name of such entity is the transliteration of its Chinese name for reference only*