

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.



NEW CONCEPTS HOLDINGS LIMITED

創業集團（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

COMPLETION OF DISCLOSEABLE TRANSACTION OF ACQUISITION OF 51% OF THE ISSUED SHARE CAPITAL OF CLEAR INDUSTRY COMPANY LIMITED INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement dated 2 November 2016 (the “Announcement”) made by New Concepts Holdings Limited (the “Company”) in relation to the Acquisition involving the issue of Consideration Shares. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all Conditions have been fulfilled or waived in accordance with the terms and conditions of the Acquisition Agreement. The Completion took place on 14 December 2016.

The Consideration of RMB87,975,000 (approximately HK\$100,990,000) was satisfied (i) as to RMB43,987,000 (approximately HK\$50,485,000) in cash; and (ii) the allotment and issue of 18,982,992 Consideration Share at the issue price of HK\$2.66 per Consideration Share, in accordance with the terms and conditions of the Acquisition Agreement and pursuant to the General Mandate.

The number of the Consideration Shares represents (i) approximately 3.95% of the issued share capital of the Company immediately before Completion; and (ii) approximately 3.80% of the issued share capital of the Company immediately after Completion as enlarged by the Consideration Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company immediately before and after the Completion are set out as follows:

Shareholders	Immediately before the Completion		Immediately after the Completion	
	Number of shares	% of shareholdings (Approximately)	Number of shares	% of shareholdings (Approximately)
Prosper Power Group Limited (Note 1)	76,500,000	15.94	76,500,000	15.33
Jumbo Grand Enterprise Development Limited (Note 2)	76,000,000	15.83	76,000,000	15.23
Simple Gain International Limited (Note 3)	40,000,000	8.33	40,000,000	8.02
CEF Concept Holdings Limited (Note 4)	55,400,000	11.54	55,400,000	11.10
Go Million International Limited (Note 5)	24,600,000	5.13	24,600,000	4.93
The Vendor	—	—	18,982,992	3.80
Other public Shareholders	<u>207,500,000</u>	<u>43.23</u>	<u>207,500,000</u>	<u>41.59</u>
Total	<u>480,000,000</u>	<u>100.00</u>	<u>498,982,992</u>	<u>100.00</u>

Notes:

- As at the date of this announcement, Prosper Power Group Limited is owned as to 75% by Mr. Chu Shu Cheong and 25% by Mr. Kwan Man Hay (an executive Director).
- As at the date of this announcement, Jumbo Grand Enterprise Development Limited is wholly-owned by Mr. Zhu Yongjun (chairman of the Board and an executive Director). Mr. Zhu is the brother-in-law of Mr. Allan Warburg, an ultimate beneficial owner of Simple Gain International Limited, a shareholder of the Company.
- As at the date of this announcement, Simple Gain International Limited is wholly-owned by Allan Warburg Holdings Limited, which is in turn wholly-owned by Mr. Allan Warburg.
- As at the date of this announcement, CEF Concept Holdings Limited is wholly-owned by CEF IV Holdings Ltd., which is in turn owned as to 92.55% by China Environment Fund IV, L.P., an investment fund incorporated in the Cayman Islands. CEF IV Management, L.P. is the general partner of China Environment Fund IV, L.P.. CEF IV Management, Ltd. is the general partner of CEF IV Management, L.P. and is wholly-owned by Yun Pun Wong.
- As at the date of this announcement, Go Million International Limited is wholly-owned by Mr. Chu Kingston Chun Ho (a non-executive Director).
- The percentage figures included in this table are subject to rounding adjustment.

LOCK-UP PERIOD OF THE CONSIDERATION SHARES

The Consideration Shares were allotted and issued subject to the Lock-up Period, which commences from the date of issue of the Consideration Shares and ends upon the later of (i) the last day of the following three years; or (ii) the 20th business day after the issue of the audited net profit attributable to shareholders of the Target Company for the financial year of 2019 by the auditors which the Purchaser is reasonably satisfied with (both days inclusive). During the Lock-up Period, the Vendor shall not by way of any means (whether conditional or unconditional, direct or indirect or in other natures) transfer or dispose of any of the Consideration Shares, or create any Encumbrances on the Consideration Shares.

By Order of the Board
New Concepts Holdings Limited
Zhu Yungjun
Chairman and Executive Director

Hong Kong, 14 December 2016

As at the date of this announcement, the executive Directors are Mr. Zhu Yongjun, Mr. Kwan Man Hay, Ms. Qin Shulan and Mr. Cai Jianwen; the non-executive Directors are Dr. Zhang Lihui and Mr. Chu Kingston Chun Ho; and the three independent non-executive Directors are Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH, JP.