

Asset Acquisitions and Disposals::Tsit Wing International Holdings Limited - Over-allotment Option Announcement
Issuer & Securities

Issuer/ Manager	FRASER AND NEAVE LIMITED.
Securities	FRASER AND NEAVE, LIMITED - SG1T58930911 - F99
Stapled Security	No

Announcement Details

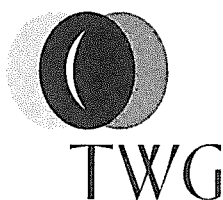
Announcement Title	Asset Acquisitions and Disposals
Date & Time of Broadcast	04-Jun-2018 05:14:57
Status	New
Announcement Sub Title	Tsit Wing International Holdings Limited - Over-allotment Option Announcement
Announcement Reference	SG180604OTHRM1S6
Submitted By (Co./ Ind. Name)	Hui Choon Kit
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below)	<p>Fraser and Neave, Limited (the "Company") refers to:</p> <ul style="list-style-type: none"> - its announcement dated 30 April 2018 relating to the prospectus dated 30 April 2018 and issued by Tsit Wing International Holdings Limited ("Tsit Wing") in connection with Tsit Wing's Global Offering, and - its announcement dated 10 May 2018 relating to the offer price and allotment results of Tsit Wing's Global Offering (together, the "Previous Announcements"). <p>Capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Previous Announcements.</p> <p>Further to the Previous Announcements, Tsit Wing had announced on the Hong Kong Stock Exchange on 1 June 2018 the full exercise of the Over-allotment Option and stabilizing actions and end of stabilization period in connection with its Global Offering (the "Over-allotment Option Announcement").</p> <p>Pursuant to the exercise of the Over-allotment Option and following the completion of the issue and allotment of the Over-allotment Shares, the percentage of the Company's shareholding in Tsit Wing has changed from 4.42% to 4.21%.</p> <p>The Over-allotment Option Announcement is available on the websites of the Hong Kong Stock Exchange and Tsit Wing. A copy of the Over-allotment Announcement is also attached for your information.</p> <p>Please note that the Over-allotment Option Announcement is provided to you for your information only and does not constitute an offer to sell or a solicitation of an offer to buy or subscribe for any securities of Tsit Wing.</p> <p>BY ORDER OF THE BOARD</p> <p>Hui Choon Kit Company Secretary</p> <p>4 June 2018</p>
Attachments	<p>@Tsit Wing Over-allotment Option Annmt.pdf</p> <p>Total size =83K</p>

*Unless otherwise defined in this announcement, terms defined in the prospectus of Tsit Wing International Holdings Limited (the “**Company**”) dated April 30, 2018 (the “**Prospectus**”) have the same meanings when used in this announcement.*

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Tsit Wing International Holdings Limited

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

(Stock Code: 2119)

**FULL EXERCISE OF THE OVER-ALLOTMENT OPTION AND
STABILIZING ACTIONS AND
END OF STABILIZATION PERIOD**

* For identification purposes only

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) on Friday, June 1, 2018 (after trading hours) in respect of an aggregate of 35,880,000 Shares (the “**Over-allotment Shares**”), representing 15% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$1.98 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces that the stabilization period in connection with the Global Offering will end on Sunday, June 3, 2018, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering.

Stabilization actions were undertaken by the Stabilizing Manager during the stabilization period, further information in relation to which is set out below.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) on Friday, June 1, 2018 (after trading hours) in respect of an aggregate of 35,880,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering.

Pursuant to the Stock Borrowing Agreement entered into between the Stabilizing Manager and Hero Valour, the Stabilizing Manager has borrowed 35,880,000 Shares from Hero Valour to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return in full to Hero Valour of the 35,880,000 borrowed Shares.

The Over-allotment Shares will be issued and allotted by the Company at HK\$1.98 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. The Over-allotment Shares will be used to cover over-allocations in the International Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on Friday, June 8, 2018.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment of the Over-allotment Shares (in each case without taking into account any Shares that have been or may be allotted and issued upon the exercise of any options that have been granted under the Share Option Schemes) by the Company is as follows:

Shareholders	Immediately before issue and allotment of the Over-allotment Shares		Immediately after issue and allotment of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital (%) ⁽¹⁾	Number of Shares	Approximate percentage of the Company's issued share capital (%) ⁽¹⁾
Hero Valour ⁽²⁾	448,899,312 ⁽³⁾	62.00	484,779,312	63.80
NH Foods ⁽⁴⁾	35,768,000	4.94	35,768,000	4.71
F&N ⁽⁴⁾	32,000,000	4.42	32,000,000	4.21
Other public Shareholders	<u>207,312,000</u>	<u>28.64</u>	<u>207,312,000</u>	<u>27.28</u>
Total	<u>723,979,312</u>	<u>100.00</u>	<u>759,859,312</u>	<u>100.00</u>

Notes:

- (1) The percentage figures have been subject to rounding adjustments.
- (2) Hero Valour is 100% legally and beneficially owned by Mr. Wong.
- (3) This excludes the 35,880,000 Shares borrowed by the Stabilizing Manager pursuant to the Stock Borrowing Agreement.
- (4) NH Foods and F&N are public Shareholders.

The additional net proceeds of approximately HK\$69.7 million to be received by the Company from the issue of the Over-allotment Shares after deducting the underwriting commissions, brokerage, SFC transaction levy and Stock Exchange trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

The Company further announces, pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), that the stabilization period in connection with the Global Offering will end on Sunday, June 3, 2018, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilizing actions undertaken by the Stabilizing Manager, or its affiliates acting on its behalf, during the stabilization period involved:

- (i) over-allocations of an aggregate of 35,880,000 Shares in the International Offering, representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option and without taking into account any Shares that have been or may be allotted and issued upon the exercise of any options that have been granted under the Share Option Schemes;
- (ii) borrowing of an aggregate of 35,880,000 Shares by the Stabilizing Manager (through its agent) from Hero Valour, a controlling shareholder of the Company, pursuant to the Stock Borrowing Agreement dated May 7, 2018, to cover the over-allocations in the International Offering; and
- (iii) the full exercise of the Over-allotment Option by the Sole Global Coordinator (for itself and on behalf of the International Underwriters) on Friday, June 1, 2018 (after trading hours) in respect of an aggregate of 35,880,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option and without taking into account any Shares that have been or may be allotted and issued upon the exercise of any options that have been granted under the Share Option Schemes, at the Offer Price per Share, to facilitate the return in full to Hero Valour of the 35,880,000 borrowed Shares which were used to cover the over-allocations in the International Offering.

There had been no purchase or sale of any Shares on the market for the purpose of price stabilization by the Stabilizing Manager during the stabilization period.

The Company continues to comply with the public float requirements under Rule 8.08 of the Listing Rules whereby no less than 25% of the total number of issued share capital of the Company must at all times be held by the public.

By order of the Board
Tsit Wing International Holdings Limited
Wong Tat Tong
Chairman and Executive Director

Hong Kong, June 1, 2018

As at the date of this announcement, the Board comprises Mr. Wong Tat Tong, Mr. Wu Kam On Keith and Ms. Fan Yee Man as executive Directors, and Mr. Tang Kwai Chang, Mr. Chow Alexander Yue Nong and Mr. Wong Man Fai as independent non-executive Directors.