

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.



SIMSEN INTERNATIONAL CORPORATION LIMITED

天行國際（控股）有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 993)

DISCLOSEABLE TRANSACTION

On 7 November 2011, the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with Ms. Wu, pursuant to which the Company has conditionally agreed to purchase and Ms. Wu has conditionally agreed to sell the Sale Shares at a total consideration of HK\$1. Pursuant to the Agreement, the Purchaser has undertaken to contribute up to US\$5,100,000 in cash to the Target Company in the period of 2 years from Completion, being 51% of the proposed total capital contribution of US\$10,000,000 for Solomon's registered capital. In the event that at the time of financing the capital contribution, Ms. Wu is unable to finance her part of the capital contribution, the Company will consider providing financial assistance to her on normal commercial terms under the condition that the transaction will fully comply with the Listing Rules.

As the applicable percentage ratio(s) (as defined under the Listing Rules) under the Agreement in relation to the commitment to provide US\$5,100,000 to the Target Company exceeds 5% but is less than 25%, the Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the announcement requirement under the Listing Rules.

THE AGREEMENT

Set out below are the key terms of the Agreement:

Date: 7 November 2011

Parties involved:

Purchaser: Wit Sky Limited, an indirect wholly-owned subsidiary of the Company

Vendor: Ms. Wu

The Purchaser is a company incorporated in the BVI with limited liability on 18 October 2011 and is an indirect wholly-owned subsidiary of the Company. The Purchaser's principal activity is investment holding. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Ms. Wu is an Independent Third Party.

* For identification purposes only

Assets to be acquired:

Pursuant to the Agreement, the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to dispose of, the Sale Shares.

The Sale Shares, which consist of 5,100 ordinary shares of nominal value of HK\$1 each, represent 51% of the entire issued share capital of the Target Company as at the date of the Agreement. After Completion, the Vendor will retain 4,900 ordinary shares representing 49% of the entire issued share capital of the Target Company.

After the Purchaser has acquired the Sale Shares, any subsequent sale of the Sale Shares by the Purchaser will be subject to a right of first refusal of Ms. Wu and the memorandum and articles of association of the Target Company. Likewise, sale of Ms. Wu's shares in the Target Company will be subject to a right of first refusal of the Purchaser and the memorandum and articles of association of the Target Company.

The Consideration:

The total consideration for the sale and purchase of the Sale Shares shall be HK\$1.

Basis of the Consideration:

The Consideration was determined between the Vendor and the Purchaser after arm's length negotiation and on normal commercial terms, taking into account the nil net asset value of the Target Company as at 31 October 2011.

Conditions precedent:

Completion of the sale and purchase of the Sale Shares shall be conditional upon all of the following conditions being fulfilled:—

- a. the Purchaser having completed the due diligence review on the Target Group including but not limited to its business, qualification, assets and liabilities, performance, financial and legal position of the Target Group and having been at its absolute discretion satisfied with and accepted the result of the due diligence review:
- b. the Purchaser having received legal opinion (the format and content of which having satisfied and been accepted by the Purchaser in its absolute opinion) by a qualified PRC legal adviser confirming matters including but not limited to the following:
 - (i) Solomon having obtained the approval from Tianjin Commission of Commerce, Certificate of Approval for Establishment of Enterprises with Investment of Taiwan, Hong Kong, Macao and Overseas Chinese in the People's Republic of China, Business Licence, and approval document from the China Administration of Foreign Exchange;

- (ii) Solomon having obtained the relevant qualification, approval, permit, licence and/or consent in respect of its business operation, including but not limited to approval, permit, licence and/or consent given by China Administration of Foreign Exchange, Bureau of Industry and Commerce Administration and the Ministry of Commerce (if applicable); and such approval, permit, licence and/or consent will be effective and comply with the law after Completion;
 - (iii) the contracts and agreements entered into by the Target Group Company in relation to its business comply with the law and are effective and will continue to be effective after Completion and will not or be liable to be terminated as a result of the Agreement or the transfer of Sale Shares pursuant to the Agreement; and
 - (iv) other issues reasonably requested by the Purchaser in respect of the Agreement, the Sale Shares, Solomon and/or its business;
- c. all licence, permit, consent, approval, authorization, waiver, order and exemption by the Stock Exchange and the SFC (if necessary) and all licence, permit, consent, approval, authorization, waiver, order and exemption by, and all filings with any relevant governmental or regulatory authorities and other relevant third parties in Hong Kong, PRC, Bermuda, and BVI or elsewhere (if necessary) which are required or applicable for the entering into and the implementation of the Agreement having been given or made; and all applicable statutory or other legal obligations having been complied with;
 - d. no event having occurred which may result in material adverse impact on the Target Group's financial conditions, business operations, assets and liabilities, performance or business prospects since the date of signing of the Agreement up to Completion and no such material adverse impact having occurred;
 - e. the contracts entered into by the Target Group Company and its customers being legal and effective and continuing to be effective after Completion; and
 - f. the warranties given by the Vendor contained in the Agreement remaining true and accurate and not misleading at Completion as if repeated at Completion and at all times between the date of the Agreement up to Completion.

Completion:

If any of the above conditions precedents is not satisfied or waived on or before 31 December 2011 (or such later date as the Purchaser and Vendor shall mutually agree in writing), the Agreement shall lapse except provisions on announcement and confidentiality, costs, notice and governing law and jurisdiction.

Capital commitment

Pursuant to the Agreement, the Purchaser has undertaken to contribute up to US\$5,100,000 in cash to the Target Company in the period of 2 years from Completion, being 51% of the proposed total capital contribution of US\$10,000,000 for Solomon's registered capital. In the event that at the time of financing the capital contribution, Ms. Wu is unable to finance her part of the capital contribution, the Company will consider providing financial assistance to her on normal commercial terms under the condition that the transaction will fully comply with the Listing Rules.

INFORMATION ON THE TARGET COMPANY

The Target Company was incorporated in Hong Kong with limited liability on 12 January 2011 and as at the date of the Agreement, had a registered share capital of HK\$10,000 divided into 10,000 ordinary shares of HK\$1 each, of which 10,000 shares have been issued and are fully paid or credited as fully paid. As at the date of the Agreement, the entire issued share capital in the Target Company was legally and beneficially owned by the Vendor. The Target Company is principally engaged in the business of establishing and holding of the shares of Solomon. As at the date of this announcement, the Target Company has no other subsidiaries than Solomon.

Solomon was established by the Target Company in the PRC with limited liability on 14 October 2011 and is wholly owned by the Target Company. It is situated in Tianjin Kong Gang Economic District (天津空港經濟區), PRC. It has a registered capital of US\$10,000,000 yet to be paid up. Its scope of business covers direct lease, sublease, back lease, leveraged lease, entrusted lease, joint lease and other forms of finance lease business for various domestic and foreign high technology and advanced applicable production equipment, communication equipment, electronic and electrical equipment, medical equipment, research equipment, inspection and testing equipment, engineering machinery, traffic and transport equipment, urban infrastructure equipment and ancillary software technology; purchasing the leased property at home and abroad; sale and disposal of residual lease materials; and consultation and guarantee for lease transactions; subject to permits and specific requirements of the relevant authorities. Ms. Wu is Solomon's legal representative. Since its incorporation, Solomon has not carried out any business activities.

INFORMATION ON THE GROUP

The Group is principally engaged in brokerage and dealing of securities, futures and options contracts, margin financing, loan financing, financial advisory, investment holding, brokerage and dealing of bullion and forex contracts, and provision of management and consultancy services.

The Purchaser is a company incorporated on 18 October 2011 under the law of BVI with limited liability. It is indirectly and wholly owned by the Company. The Purchaser's principal activity is investment holding. Since its incorporation, the Purchaser has not carried out any business activities.

REASONS FOR THE PURCHASE

The Directors consider that finance lease in the PRC is a niche market but with positive outlook. The Directors (including all the independent non-executive Directors) believe that the acquisition of the Target Company provides the Group an opportunity to enter into such market to diversify its business and broaden its revenue streams. In addition, the Directors (including all the independent non-executive Directors) consider that the terms of the Agreement are on normal commercial terms and are fair and reasonable and the Agreement is in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE ACQUISITION

There will be no financial effect of the acquisition on the Group since the Consideration is nominal. As to the capital commitment in the amount of US\$5,100,000 to be made after Completion, it will be financed from the Group's internal resources and the Directors consider that it would not have a material adverse financial effect on the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under the Listing Rules) under the Agreement in relation to the commitment to provide US\$5,100,000 to the Target Company are more than 5% but less than 25%, the Agreement constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Agreement”	the agreement dated 7 November 2011 in relation to the sale and purchase of the Sale Shares
“associate(s)”	shall have the meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday, public or statutory holiday and days on which a typical cyclone warning signal 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 licensed banks in Hong Kong and the PRC are generally open for business throughout their normal business hours
“BVI”	British Virgin Islands
“Company”	Simsen International Corporation Limited (天行國際(控股)有限公司*), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Agreement
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules and the word “connected” shall be construed accordingly
“Consideration”	the total consideration for the sale and purchase of the Sale Shares shall be HK\$1
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries

* For identification purposes only

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and connected persons of the Company in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Wu”	Wu Yu Shan, an Independent Third Party
“PRC”	the People’s Republic of China
“Purchaser”	Wit Sky Limited 威天有限公司, a company incorporated in BVI with limited liability which is an indirect wholly-owned subsidiary of the Company
“Sale Shares”	5,100 ordinary shares of nominal value of HK\$1 each in the issued share capital of the Target Company, representing 51% of the entire issued share capital of the Target Company as at the date of the Agreement
“SFC”	Securities and Futures Commission, Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Solomon”	索羅門國際租賃(天津)有限公司 Solomon International Leasing (Tianjin) Co, Ltd, a company established by the Target Company in the PRC with limited liability on 14 October 2011 and is wholly owned by the Target Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	AST 3G LIMITED, a company incorporated in Hong Kong with limited liability on 12 January 2011
“Target Group”	the Target Company and its subsidiaries from time to time (including, for the avoidance of doubt, Solomon)
“Target Group Company”	any member company of the Target Group
“US\$”	United States dollars, the lawful currency of the United States of America

“Vendor”

Ms. Wu

“%”

per cent

By order of the Board
Simsen International Corporation Limited
Chan Yuen Ying, Stella
Company Secretary

Hong Kong, 7 November 2011

As at the date of this announcement, the executive Directors are Mr. Sun Da Rui (Chairman) and Mr. Fu Jiwen; independent non-executive Directors are Mr. Zhu Chengwu, Mr. Li Haifeng and Mr. Choi Man Chau, Michael.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.