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天行國際(控股)有限公司*
Simsen International Corporation Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 993)

SUPPLEMENTAL AGREEMENT IN RELATION TO A VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

Reference is made to the announcement of the Company dated 24 December 2012 (the “**Announcement**”) in relation to the Acquisition. Unless otherwise specified, capitalized terms used herein shall have the same meanings as defined in the Announcement.

The Board announces that on 4 March 2013, the Purchaser and the Vendors entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend certain terms of the Sale and Purchase Agreement, so as to enhance protections for the Company against risks associated with the recoverability of certain receivables of the Target Company identified during the course of the Group’s due diligence exercise in respect of the Target Company (summary of any material receivables of the Target Company will be set out in the circular in relation to the Acquisition).

SUPPLEMENTAL AGREEMENT

Date: 4 March 2013

Parties: 1. Can Gold
2. Ms. Zhou Jing Wen, Ms. Zhou Bao Ying, Mr. Ma, Mr. Li and Ms. Chen

Pursuant to the Supplemental Agreement, the Purchaser and the Vendors agreed that:

- (a) Completion is further conditional upon the settlement of all loans and advances owing to the Target Company by the Vendors and their respective associates on or before Completion on terms and in form satisfactory to the Purchaser and no loans or advances being outstanding between the Target Company and any one or more of the Vendors or their respective associates; and
- (b) the Purchaser may waive all or any of the conditions precedent (except for the abovementioned condition and conditions (a), (d), (e) and (g));

* For identification purposes only

Subject to the amendments disclosed above, all other terms and conditions under the Sale and Purchase Agreement shall remain in full force and effect.

The Directors (excluding the independent non-executive Directors who will give their view after taking into account the advice of the independent financial adviser) are of the view that the terms of the Supplemental Agreement are in the interests of the Company and its Shareholders as a whole.

By order of the Board
Simsen International Corporation Limited
Fu Jiwen
Executive Director

Hong Kong, 5 March 2013

As at the date of this announcement, the executive Director is Mr. Fu Jiwen and the independent non-executive Directors are Mr. Zhu Chengwu, Mr. Li Haifeng and Mr. Yeung Siu Keung.

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