

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.



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

**ANNOUNCEMENT PURSUANT TO
RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF
THE SECURITIES AND FUTURES ORDINANCE
AND
UPDATE ON THE POSSIBLE TRANSACTION
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Simsen International Corporation Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers, Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcements of the Company dated 7 October 2014, 7 November 2014, 8 December 2014 and 30 December 2014 respectively, in relation to a memorandum of understanding entered into by the Company and the extension thereof (the “**MOU Announcements**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the MOU Announcements.

UPDATE ON THE POSSIBLE TRANSACTION

On 30 January 2015, the Company as issuer and the Potential Investor as subscriber have entered into a conditional subscription agreement in relation to the Possible Transaction, which involves, inter alia, the subscription of the Subscription Shares (the “**Subscription**”). Since more time is needed for the Company to finalise certain information in the relevant announcement, details of the Subscription will be disclosed in an announcement to be issued as soon as practicable in accordance with the Listing Rules and the Takeovers Code.

Warning: since the completion of the Subscription is subject to certain conditions precedent, the Subscription may or may not materialise and Shareholders and potential investors shall exercise caution when dealing in the securities of the Company.

UPDATE ON THE BUSINESS OF THE COMPANY

On 3 November 2014, the Board held a meeting to approve, among other things, the recommendation, declaration and payment of special dividend by way of distribution in specie (the “**Distribution**”) which is part of the Group Restructuring. As at the date of this announcement, the Company is still in the course of considering the details for the Distribution and the Group Restructuring.

Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules and other applicable rules.

Trading in the Shares has been halted with effect from 9:00 a.m. on 4 November 2014 and will continue to halt pending the release of an announcement in relation to, among other things, the Subscription, the Distribution and the Group Restructuring which is inside information of the Company.

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

Hong Kong, 30 January 2015

As at the date of this announcement, the executive Directors are Mr. Fu Jiwen and Ms. Zhou Baoying and the independent non-executive Directors are Mr. Zhu Chengwu, Mr. Yeung Siu Keung and Mr. Chen Wai Chung, Edmund.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

** for identification purpose only*