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## **New Sports Group Limited**

**新體育集團有限公司**

**(Stock code: 299)**

### **SECOND SUPPLEMENTAL AGREEMENT IN RELATION TO THE PLACING OF BONDS UNDER GENERAL MANDATE**

Reference is made to the announcement of the Company dated 28 October 2015 and 30 October 2015 in relation to the placing of the Bonds under the General Mandate (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless defined herein otherwise.

#### **THE SECOND SUPPLEMENTAL AGREEMENT**

The Company is pleased to announce that, on 5 November 2015 (before trading hours commence), the Company entered into a second deed of amendment with the Placing Agent (the “**Second Supplemental Agreement**”). Pursuant to the Second Supplemental Agreement, the Company and the Placing Agent agreed to remove all features relating to the Stock Options contained in the Placing Agreement (as amended by the Supplemental Agreement) and the terms and conditions of the Bonds (the “**Amendments**”). As a result, all information contained in the Announcements in relation to the Stock Options is no longer applicable.

Save for the aforesaid removal of the Stock Options features, there are no other material changes to the terms of the Placing Agreement and the terms of the Bonds, and all other terms of the Placing Agreement and the Bonds shall remain unchanged and continue in full force and effect.

The terms of the Second Supplemental Agreement were arrived at after arm’s length negotiations between the Company and the Placing Agent. Subsequent to the execution of the Placing Agreement and the Supplemental Agreement, the Company and the Placing Agent, in light of the current market conditions, have further discussed the terms of the

Bonds. Taking into account the current financial condition of the Company and the timeline of the Placing of the Bonds, the Directors are of the view that the revised terms as amended by the Second Supplemental Agreement are fair and reasonable and are in the best interests of the Company and its Shareholders as a whole.

## CHANGES OF SHAREHOLDING STRUCTURE

Upon the Amendments coming into effect, the changes of the shareholding structure of the Company as at the date of this announcement upon full conversion of the Bonds at the initial Conversion Price are as follows:

Shareholders	At the date of this announcement		Upon full conversion of the Bonds at the initial Conversion Price (assuming there is no other change in the issued share capital of the Company and there is no transfer of shares)	
	Number of Shares	Approximate percentage	Number of Shares	Approximate percentage
Dymagin Global Limited	2,210,000,000	16.63%	2,210,000,000	16.14%
Power View Group Limited	2,500,000,000	18.81%	2,500,000,000	18.26%
Nomura Holdings Inc.	723,561,000	5.44%	723,561,000	5.28%
Placees of the Placing	0	0.00%	400,000,000	2.92%
Others	<u>7,859,590,280</u>	<u>59.12%</u>	<u>7,859,590,280</u>	<u>57.40%</u>
Total number of shares	<u>13,293,151,280</u>	<u>100.00%</u>	<u>13,693,151,280</u>	<u>100.00%</u>

Save as disclosed above, as at the date of this announcement, the Directors are not aware of any person who has an interest or short position in the Shares, or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was recorded in the register kept by the Company under section 336 of the SFO.

By order of the Board  
**New Sports Group Limited**  
**Wang Zhiqiang      Zuo Jian Zhong**  
*Co-Chairman      Co-Chairman*

Hong Kong, 5 November 2015

*As at the date of this announcement, the Company's executive directors are Mr. Wang Zhiqiang, Mr. Zuo Jian Zhong, Mr. Tang Yau Sing, Mr. Zhang Zhige and Mr. Liu Wei; and the independent non-executive directors are Mr. Chui Man Lung, Everett, Mr. Han Chu and Mr. Wu Hong.*