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## **S. CULTURE INTERNATIONAL HOLDINGS LIMITED**

**港大零售國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1255)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**Supreme China Securities Limited**

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 1 March 2018. A total of 14,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Places at the Placing Price of HK\$3.98 per Placing Share pursuant to the terms and conditions of the Placing Agreement and the supplemental agreement to the Placing Agreement dated 7 February 2018.

Reference is made to the announcements of S. Culture International Holdings Limited (the “**Company**”) dated 19 January 2018 and 7 February 2018 in respect of the Placing (the “**Announcements**”). Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Announcements.

## **COMPLETION OF THE PLACING**

The Board is pleased to announce that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 1 March 2018. A total of 14,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Places at the Placing Price of HK\$3.98 per Placing Share pursuant to the terms and conditions of the Placing Agreement and the supplemental agreement to the Placing Agreement dated 7 February 2018.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Places and their ultimate beneficial owners are third parties independent of the Company and connected persons (as defined under the Listing Rules) of the Company.

The gross proceeds and net proceeds from the Placing amounted to HK\$55.72 million and approximately HK\$54.36 million (representing a net price of approximately HK\$3.88 per Placing Share), respectively. The Company intends to apply the net proceeds as to approximately HK\$41 million for financing the proposed acquisition of the controlling interests in the Target Companies which hold various licensed corporations as disclosed in the other announcement of the Company dated 19 January 2018, and the remaining proceeds for financing future investment or new business development as and when opportunities arise and for general working capital purpose.

## **EFFECTS ON SHAREHOLDING STRUCTURE**

The 14,000,000 Placing Shares represent (i) approximately 7% of the total number of Shares in issue immediately before completion of the Placing; and (ii) approximately 6.54% of the total number of Shares in issue as enlarged by the issue of the Placing Shares. The aggregate nominal value of the Placing Shares is HK\$140,000.00.

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
Shang Ying Financial Holding Co., Limited ( <i>Note</i> )	149,993,617	75.00	149,993,617	70.09
Places	—	0.00	14,000,000	6.54
Existing public Shareholders	<u>50,006,383</u>	<u>25.00</u>	<u>50,006,383</u>	<u>23.37</u>
Total	<u>200,000,000</u>	<u>100.00</u>	<u>214,000,000</u>	<u>100.00</u>

*Note:*

These Shares were held by Shang Ying Financial Holding Co., Limited, a wholly-owned subsidiary of Shang Ying International Holdings Limited, which was in turn wholly owned by Mr. Yang Jun, an executive Director.

By Order of the Board  
**S. CULTURE INTERNATIONAL HOLDINGS LIMITED**  
**Yang Jun**  
*Chairman*

Hong Kong, 1 March 2018

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Yang Jun, Mr. Lin Zheming and Mr. Zhu Fangming, three non-executive Directors, namely, Mr. Law Fei Shing, Mr. Lin Jun and Mr. Chu Chun Ho, Dominic and three independent non-executive Directors, namely, Mr. Xie Rongxing, Mr. Chen Huigang and Mr. Lum Pak Sum.*