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YU TAK INTERNATIONAL HOLDINGS LIMITED
御德國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 08048)

(1) POLL RESULTS OF THE SGM HELD ON 12 FEBRUARY 2018;
(2) GRANT OF THE WHITEWASH WAIVER; AND
(3) RIGHTS ISSUE

Reference is made to the circular of Yu Tak International Holdings Limited (the “**Company**”) in relation to the Rights Issue and the application for Whitewash Waiver dated 19 January 2018 (the “**Circular**”) despatched to the Shareholders. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the SGM was held on 12 February 2018 and all the resolutions set out in the notice of SGM (the “**Notice**”) were passed by the Independent Shareholders by way of poll, details of which are as follows:

No.	Ordinary Resolutions	Number of votes (approximate %)		Total number of votes
		For	Against	
1.	To approve the Whitewash Waiver as set out in ordinary resolution number 1 in the Notice.	91,058,666 (100%)	–	91,058,666
2.	To approve the Rights Issue and the transactions contemplated thereunder as set out in ordinary resolution number 2 in the Notice.	91,058,666 (100%)	–	91,058,666
3.	To approve the Underwriting Agreement (including without limitation the entering into supplemental agreement(s) in relation to the Underwriting Agreement) and the transactions contemplated thereunder as set out in ordinary resolution number 3 in the Notice.	91,058,666 (100%)	–	91,058,666

The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions proposed at the SGM, all of the resolutions were duly passed by way of poll.

As at the date of the SGM, the Company has 1,188,460,000 Shares in issue.

According to the Circular, the Concert Group, including (i) Mr. Chong Yu Ping and Ms. Li Xia, being both executive Directors of the Company and were interested in 312,606,140 Shares held by Sino Eminent; (ii) Sino Eminent which owned 312,606,140 Shares; and (iii) Ms. Zhuang Rushan who is the sister of Mr. Chong Yu Ping and owned 50,136,000 Shares, abstained from voting on the resolutions at the SGM in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the underlying transactions contemplated thereunder. In accordance with Rule 10.29(1) of the GEM Listing Rules, (i) Mr. Chen Yin, being an executive Director of the Company, who was interested in 110,303,827 Shares through Flourish Zone Limited; and (ii) Flourish Zone Limited, being an associate of Mr. Chen Yin, which held 110,303,827 Shares, had also abstained from voting on the resolutions at the SGM in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the underlying transactions contemplated thereunder. Accordingly, as at the date of the SGM, there was a total of 715,414,033 Shares, representing approximately 60.20% of the total number of issued Shares of the Company, entitling the Independent Shareholders to attend and vote on the resolutions at the SGM.

Save as disclosed above, no other Shareholder was required to abstain from voting in favour of the resolutions at the SGM as set out in Rule 17.47A of the GEM Listing Rules.

SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming no Shares (other than the Rights Shares) are allotted and issued on or before the completion of the Rights Issue, the changes in the shareholding structure of the Company arising from the Rights Issue are as follows:

	As at the date of this announcement		Shareholding upon completion of the Rights Issue			
			Assuming all Rights Shares are taken up by the Qualifying Shareholders		Assuming no Rights Shares are taken up by the Qualifying Shareholders and the Underwriter is required to underwrite the Underwritten Shares	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Concert Group						
Sino Eminent (<i>Note 1</i>)	312,606,140	26.30	468,909,210	26.30	906,836,140	50.87
Zhuang Rushan (<i>Note 2</i>)	50,136,000	4.22	75,204,000	4.22	50,136,000	2.81
Subtotal	362,742,140	30.52	544,113,210	30.52	956,972,140	53.68
Substantial Shareholder						
CK Hutchison Holdings Limited (<i>Note 3</i>)	143,233,151	12.05	214,849,726	12.05	143,233,151	8.03
Director						
Chen Yin (<i>Note 4</i>)	110,303,827	9.28	165,455,740	9.28	110,303,827	6.19
Public Shareholders	572,180,882	48.15	858,271,324	48.15	572,180,882	32.10
Total	<u>1,188,460,000</u>	<u>100</u>	<u>1,782,690,000</u>	<u>100</u>	<u>1,782,690,000</u>	<u>100</u>

Notes:

- OEIL and Shenzhen Yihua hold 13 shares and 40 shares in Sino Eminent, representing approximately 25% and 75% of the shares in Sino Eminent. OEIL is wholly owned by Ms. Li Xia. As at the date of this announcement, Mr. Chong Yu Ping, directly and indirectly through his controlled corporation (being Shenzhen Guojin Investment Development Company Limited*, which was held by Mr. Chong Yu Ping and Mr. Zhuang Weizhong as to 90% and 10% respectively as at the date of this announcement) controlled approximately 70.80% and 3.54% respectively of the shares in Shenzhen Yihua. Ms. Li Xia owns approximately 0.04% of the shares in Shenzhen Yihua. The relatives of Mr. Chong Yu Ping, being Ms. Zhuang Rushan, Mr. Zhuang Yuyi, Mr. Zhuang Yuxiao, Ms. Zhuang Ruling,

Mr. Zhuang Wei and Mr. Zhuang Jian respectively held approximately 0.09%, 0.93%, 0.09%, 0.71%, 1.66% and 1.69% of the shares in Shenzhen Yihua. Shenzhen Huaji Tai Investment Development Company Limited* was owned as to 10% and 90% by Mr. Chong Yu Ping and his brother, Mr. Zhuang Yuyi. The remaining shareholders, being Shenzhen Yihua Investment Development Company Limited*, Liu Deying, Zhang Mingyang, Chen Jianming, Dou Guizhen, Zheng Zhenying, Zhao Jiangrong, Huang Qiuping, Li Yanmin, Wang Xizhong, Huang Lihong, Chen Xiaojun, Zhuang Weizhong, Huang Shixuan, Shi Jingang, Yang Yingxuan, Huang Hai, Zhang Shangfeng and Tan Guohui respectively held approximately 3%, 1.77%, 0.89%, 0.71%, 0.44%, 0.44%, 0.44%, 0.27%, 0.27%, 0.27%, 0.18%, 0.09%, 0.05%, 0.05%, 0.03%, 0.03%, 0.02%, 0.02% and 0.01% of the shares in Shenzhen Yihua. Accordingly, Mr. Chong Yu Ping was deemed to be interested in 312,606,140 Shares held by Sino Eminent by virtue of Sino Eminent being controlled by Mr. Chong Yu Ping through his shareholding in Shenzhen Yihua. OEIL was wholly owned by Ms. Li Xia. Ms. Li Xia was deemed to be interested in 312,606,140 Shares held by Sino Eminent as Sino Eminent is owned as to 25% by OEIL, which in turn was wholly owned by Ms. Li Xia, the sole director of Sino Eminent. Sino Eminent is a member of the Concert Group and shall abstain from voting on the resolutions to be proposed at the SGM in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the underlying transactions contemplated thereunder.

2. As at the date of this announcement, Ms. Zhuang Rushan, sister of Mr. Chong Yu Ping, owned 50,136,000 Shares. Ms. Zhuang Rushan is a member of the Concert Group and shall abstain from voting on the resolutions to be proposed at the SGM in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the underlying transactions contemplated thereunder.
3. CK Hutchison Holdings Limited (“**CK Hutchison**”) is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Alps Mountain Agent Limited (“**Alps**”) and iBusiness Corporation Limited (“**iBusiness**”) being Shareholders holding 71,969,151 and 67,264,000 Shares respectively, representing approximately 6.06% and 5.66% of the Shares as at the the date of this announcement respectively. Accordingly, CK Hutchison is deemed to be interested in 143,233,151 Shares of the Company of which 71,969,151 Shares are held by Alps and 67,264,000 Shares are held by iBusiness under the SFO. CK Hutchison Holdings Limited is an Independent Third Party and is not acting in concert with the Concert Group.
4. These shares were held by Flourish Zone Limited, a company incorporated in the British Virgin Islands which is wholly-owned by Mr. Chen Yin. Mr. Chen Yin was not involved in the negotiations about the Rights Issue, Underwriting Agreement or the Whitewash Waiver. In accordance with Rule 10.29(1) of the GEM Listing Rules, Mr. Chen Yin, being an executive Director of the Company, and Flourish Zone Limited (an associate of Mr. Chen Yin) shall abstain from voting on the resolutions to be proposed at the SGM in relation to the Rights Issue, the Underwriting Agreement, the Whitewash Waiver and the underlying transactions contemplated thereunder.
5. Certain figures and percentage figures included in the above table have been subject to rounding adjustments.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver to Sino Eminent to make a general offer for the Shares as a result of its subscription of the Rights Shares on 7 February 2018, subject to (i) the issue of the new securities being approved by a vote of the independent shareholders at the SGM of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Sino Eminent or its concert parties between the announcement of the proposed issue of the new securities and the completion of the issue.

As at the date of this announcement, condition (i) has been fulfilled and it is expected that condition (ii) will be fulfilled at completion of the issue of the Rights Shares. Accordingly, Sino Eminent will not be required to make a mandatory general offer as a result of the underwriting of the Rights Issue for all the Shares not already owned, controlled or agreed to be acquired by them.

Shareholders and potential investors should note that if Sino Eminent is required to take up not less than 578,738,860 Rights Shares, the shareholding of Sino Eminent will exceed 50%. In such event, Sino Eminent may further increase its shareholding in the Company without incurring any further obligations under Rule 26 of the Takeovers Code to make a general offer.

RIGHTS ISSUE

The last day of dealings in the Shares on a cum-rights basis will be Tuesday, 13 February 2018 and the first day of dealings in the Shares on an ex-rights basis will be Wednesday, 14 February 2018. Record date for determining entitlements to the Rights Issue will be Tuesday, 27 February 2018. It is expected that the Rights Issue Documents will be despatched on Wednesday, 28 February 2018.

The Rights Issue is conditional, inter alia, upon the fulfilment of the conditions set out in the paragraph headed “Conditions of the Underwriting Agreement” in the Letter from the Board of the Circular. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. If in any doubt, Shareholders, and other persons contemplating dealing in securities of the Company and potential investors are recommended to consult their professional advisers. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

By Order of the Board of
Yu Tak International Holdings Limited
Chong Yu Ping
Chairman

Hong Kong, 12 February 2018

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Chong Yu Ping, Ms. Li Xia and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Lu Haina and Ms. Na Xin.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least seven days from the date of its publication and be published and remains on the Company’s website at <http://www.hkjewelry.net/>.