

*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.*



## **HUI SHENG INTERNATIONAL HOLDINGS LIMITED**

**惠生國際控股有限公司**

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

**(Stock Code: 1340)**

### **DISCLOSEABLE TRANSACTIONS**

#### **ACQUISITIONS AND DISPOSALS**

The Board hereby announces that the Group has conducted the following acquisitions and disposals:

- (i) On 16 May 2018, the Company, on the open market through the Stock Exchange acquired of 20,000,000 shares of SWGHL for an aggregated purchase price of HK\$3,242,000 (exclusive of stamp duty and related expenses).
- (ii) On 6, 7 and 8 June 2018, the Company, on the open market through the Stock Exchange, respectively disposed of 1,000,000, 8,000,000 and 1,000,000 shares of SWGHL for HK\$167,000, HK\$1,376,000 and HK\$168,000 respectively (exclusive of stamp duty and related expenses).
- (iii) On 20 and 27 July 2018, the Company, on the open market through the Stock Exchange acquired of 3,728,000 and 4,200,000 shares of SIHL for the purchase prices of HK\$2,418,920.26 and HK\$3,229,598.40 respectively (exclusive of stamp duty and related expenses).
- (iv) On 20 July 2018, the Company, on the open market through the Stock Exchange, disposed of 5,196,000 shares of SIHL for HK\$3,481,320 (exclusive of stamp duty and related expenses).
- (v) On 27 March 2018, the Company, on the open market through the Stock Exchange acquired of 1,134,000 shares of WYHL for an aggregated purchase price of HK\$1,701,000 (exclusive of stamp duty and related expenses).

- (vi) During the period from 15 May 2018 to 28 September 2018, the Company, on the open market through the Stock Exchange acquired of 6,428,000 shares of WYHL for an aggregated purchase price of HK\$11,175,482.60 (exclusive of stamp duty and related expenses).
- (vii) On 28 August 2018, the Company, on the open market through the Stock Exchange, disposed of 3,134,000 shares of WYHL for HK\$4,387,600 (exclusive of stamp duty and related expenses).
- (viii) During the period from 5 July 2017 to 4 January 2018, the Company, on the open market through the Stock Exchange acquired of 144,076,000 shares of EHL for an aggregated purchase price of HK\$13,708,282 (exclusive of stamp duty and related expenses).
- (ix) During the period from 21 August 2017 to 14 June 2018, the Company, on the open market through the Stock Exchange disposed of a total of 172,280,000 shares of EHL for a consideration of HK\$22,143,269.20 (exclusive of stamp duty and related expenses).
- (x) During the period from 16 May 2017 to 27 July 2018, the Company, on the open market through the Stock Exchange acquired of 124,000,000 shares of SSTHL for an aggregated purchase price of HK\$7,941,098 (exclusive of stamp duty and related expenses).
- (xi) On 10 March 2017, the Company, on the open market through the Stock Exchange acquired of 23,340,000 shares of KFGL for an aggregated purchase price of HK\$3,300,276 (exclusive of stamp duty and related expenses).

## **IMPLICATIONS UNDER THE LISTING RULES**

Each of the transaction in relation to the shares of SWGHL, when aggregated with the acquisitions or disposals (as the case maybe) of shares of SWGHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

The disposal of shares of SIHL by the Group on the open market through the Stock Exchange of 5,196,000 shares on 20 July 2018 on the constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions of shares of SIHL by the Group on the open market through the Stock Exchange on 20 and 27 July 2018 which amount to a total of 7,928,000 shares, when aggregated within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

The acquisition by the Group on the open market through the Stock Exchange of 1,134,000 shares of WYHL on 27 March 2018, and the disposal by the Group on the open market through the Stock Exchange of 3,134,000 shares of WYHL on 28 August 2018, respectively constituted discloseable transactions for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 6,428,000 shares of WYHL from 15 May 2018 to 28 September 2018, when aggregated with the acquisition(s) of shares of WYHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 144,076,000 shares of EHL during the period from 5 July 2017 to 4 January 2018, and each of the disposals by the Group on the open market through the Stock Exchange of a total of 172,280,000 shares of EHL during the period from 21 August 2017 to 14 June 2018, when aggregated with the acquisitions or disposals (as the case maybe) of shares of EHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 124,000,000 shares of SSTHL during the period from 16 May 2017 to 27 July 2018, when aggregated with the acquisition(s) of shares of SSTHL by the Company within the 12-month period before their respective dates, constituted discloseable transactions for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

The acquisition by the Group on the open market through the Stock Exchange of 23,340,000 shares of KFGL on 10 March 2017, when aggregated with the acquisitions by the Group on the open market through the Stock Exchange of an aggregate of 140,428,000 shares of KFGL during the 12-month period immediately before the Acquisition, constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

## ACQUISITIONS AND DISPOSALS

The Board hereby announced that the Group conducted the following acquisitions and disposals:

### The Acquisitions

	<b>Date of transaction</b>	<b>Name of the target company</b>	<b>Number of ordinary shares of the target company acquired</b> <i>(Note 1)</i>	<b>Average price per share</b>	<b>Consideration</b> <i>(Note 2)</i>
1.	16 May 2018	SWGHL	20,000,000 <i>(Note 3)</i>	HK\$0.1621	HK\$3,242,000
2.	20 and 27 July 2018	SIHL	7,928,000 <i>(Note 4)</i>	HK\$0.7125	HK\$5,648,518.66
3.	27 March 2018	WYHL	1,134,000	HK\$1.5	HK\$1,701,000
4.	From 15 May 2018 to 28 September 2018	WYHL	6,428,000	HK\$1.739	HK\$11,175,482.60
5.	From 5 July 2017 to 4 January 2018	EHL	144,076,000 <i>(Note 5)</i>	HK\$0.0951	HK\$13,708,282
6.	From 16 May 2017 to 27 July 2018	SSTHL	124,000,000 <i>(Note 6)</i>	HK\$0.0640	HK\$7,941,098
7.	10 March 2017	KFGL	23,340,000 <i>(Note 7)</i>	HK\$0.1414	HK\$3,300,276

*Notes:*

1. As the acquisitions were made on the open market through the Stock Exchange, the Company was not aware of the identities of the sellers of the acquired shares and accordingly, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the sellers of the acquired shares were Independent Third Parties.
2. Exclusive of stamp duty and related expenses.
3. During the 12-month period immediately before the acquisition, the Group had acquired an aggregate of 12,000,000 shares of SWGHL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$1,251,541.90 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.1043 per share.
4. During the 12-month period immediately before these acquisitions, the Group had acquired by way of subscription, 1,468,000 shares of SIHL for HK\$1,101,000 (exclusive of stamp duty and related expenses), representing a subscription price of HK\$0.75 per subscription share.
5. During the 12-month period immediately before the first of acquisitions on 5 July 2017, the Group had acquired an aggregate of 125,604,000 shares of EHL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$14,554,101.14 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.1159 per share.
6. During the 12-month period immediately before the first of these acquisitions on 16 May 2017, the Group had acquired of an aggregate of 196,840,000 shares of SSTHL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$19,385,680 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.0985 per share.
7. During the 12-month period immediately before the acquisition, the Group had acquired of an aggregate of 140,428,000 shares of KFGL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$20,224,112 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.1440 per share.

## The Disposals

	<b>Date of transaction</b>	<b>Name of the target company</b>	<b>Number of ordinary shares of the target company disposed</b> <i>(Note 1)</i>	<b>Average price per share</b>	<b>Consideration</b> <i>(Note 2)</i>
1.	6, 7 and 8 June 2018	SWGHL	10,000,000 <i>(Note 3)</i>	HK\$0.1711	HK\$1,711,000
2.	20 July 2018	SIHL	5,196,000	HK\$0.67	HK\$3,481,320
3.	28 August 2018	WYHL	3,134,000	HK\$1.40	HK\$4,387,600
4.	From 21 August 2017 to 14 June 2018	EHL	172,280,000 <i>(Note 4)</i>	HK\$0.1285	HK\$22,143,269.20

### Notes:

- As the disposals were carried out on the open market through the Stock Exchange, the Company was not aware of the identities of the purchasers of the disposed shares and accordingly, to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the purchasers of the disposed shares were Independent Third Parties.
- Exclusive of stamp duty and related expenses.
- During the 12-month period immediately before the disposals, the Group had disposed of an aggregate of 36,000,000 shares of SWGHL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$3,890,800 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.1081 per share.
- During the 12-month period immediately before the first of the disposals on 21 August 2017, the Group had disposed of an aggregate of 43,928,000 shares of EHL on the open market through the Stock Exchange for an aggregate consideration of approximately HK\$4,934,709.94 (exclusive of stamp duty and related expenses), representing an average price of approximately HK\$0.1123 per share.

## INFORMATION ABOUT THE SWGHL GROUP

SWGHL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1591). The SWGHL Group is principally engaged in the foundation business in Hong Kong. It has more than 20 years history in Hong Kong foundation industry, specialising in excavation and lateral support works, socketed H-piling and mini-piling works and pile caps construction works.

Set out below is a summary of certain audited consolidated financial information of the SWGHL Group for the two years ended 31 March 2017 and 31 March 2018 (as extracted from the 2018 annual report of SWGHL):-

	<b>For the year ended 31 March 2018 (HK\$'000)</b>	<b>For the year ended 31 March 2017 (HK\$'000)</b>
Revenue	131,781	218,648
Profit before income tax	6,561	24,081
Profit and total comprehensive income for the year attributable to owners of the Company	5,562	18,158

The audited consolidated total asset value and net asset value of the SWGHL Group as at 31 March 2018 were approximately HK\$185,763,000 and HK\$162,371,000 respectively.

## INFORMATION ABOUT SIHL GROUP

SIHL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1587). The SIHL Group is a distributor in the food ingredients and additives distribution industry with a focus on supplying food ingredients and food additives to food manufacturers in the People's Republic of China.

Set out below is a summary of certain audited consolidated financial information of the SIHL Group for the two years ended 31 December 2016 and 31 December 2017 (as extracted from the prospectus of SIHL):-

	<b>For the year ended 31 December 2017 (RMB'000)</b>	<b>For the year ended 31 December 2016 (RMB'000)</b>
Revenue	527,935	501,286
Profit before tax	38,499	40,334
Profit after tax	27,290	29,884

The audited consolidated total asset value and net asset value of the SIHL Group as at 31 December 2017 were approximately RMB242,862,000 and RMB143,813,000 respectively.

## INFORMATION ABOUT THE WYHL GROUP

WYHL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1735). The WYHL Group is a contractor in Hong Kong undertaking (i) foundation works which include piling works, excavation and lateral support works, and pile cap construction; (ii) superstructure works which include building works in relation to the parts of the structure above the ground level; and (iii) other construction works such as demolition works, site formation works, ground investigation works, minor works, hoarding works, A&A works and fitting-out works.



Set out below is a summary of certain audited consolidated financial information of the WYHL Group for the two years ended 31 March 2017 and 31 March 2018 (as extracted from the 2018 annual report of WYHL):-

	<b>For the year ended 31 March 2018 (HK\$'000)</b>	<b>For the year ended 31 March 2017 (HK\$'000)</b>
Revenue	215,692	184,363
Profit before income tax	17,082	32,480
Profit after tax	10,728	26,956

The audited consolidated total asset value and net asset value of the WYHL Group as at 31 March 2018 were approximately HK\$225,531,000 and HK\$187,153,000 respectively.

## **INFORMATION ABOUT THE EHL GROUP**

EHL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8101). The EHL Group is principally engaged in the bedding and furniture business in the People's Republic of China.

Set out below is a summary of certain audited consolidated financial information of the EHL Group for the two years ended 31 March 2017 and 31 March 2018 (as extracted from the 2018 annual report of EHL):-

	<b>For the year ended 31 March 2018 (HK\$'000)</b>	<b>For the year ended 31 March 2017 (HK\$'000)</b>
Revenue	135,524	52,830
Profit/(Loss) before income tax	(378,838)	144,720
Profit/(Loss) after tax	(369,587)	116,667

The audited consolidated total asset value and net asset value of the EHL Group as at 31 March 2018 were approximately HK\$668,370,000 and HK\$334,205,000 respectively.

## INFORMATION ABOUT SSTHL

SSTHL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8200). SSTHL Group has established itself as one of the main beauty and slimming services providers in Hong Kong and Mainland China through the introduction of a series of health and beauty treatment and products.

Set out below is a summary of certain audited consolidated financial information of the SSTHL Group for the two years ended 31 March 2017 and 31 March 2018 (as extracted from the 2018 annual report of SSTHL):-

	<b>For the year ended 31 March 2018 (HK\$'000)</b>	<b>For the year ended 31 March 2017 (HK\$'000)</b>
Turnover	2,607,987	2,228,417
Profit before tax	32,877	62,696
Profit after tax	19,106	37,553

The audited consolidated total asset value and net asset value of SSTHL Group as at 31 March 2018 were approximately HK\$1,326,690,000 and HK\$991,024,000 respectively.

## INFORMATION ABOUT THE KFGL GROUP

KFGL is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8226). The KFGL Group is principally engaged in securities brokerage, share placements, underwriting services, money lending and securities investment.

Set out below is a summary of certain audited consolidated financial information of the KFGL Group for the two years ended 31 December 2017 and 31 December 2016 (as extracted from the 2017 annual report of KFGL):-

	<b>For the year ended 31 December 2017 (HK\$'000)</b>	<b>For the year ended 31 December 2016 (HK\$'000)</b>
Revenue	15,960	63,906
Loss before tax	(15,853)	(56,880)
Loss after tax	(14,523)	(78,359)

The audited consolidated total asset value and net asset value of the KFGL Group as at 31 December 2017 were approximately HK\$499,322,000 and HK\$201,190,000 respectively.

## REASONS FOR AND BENEFIT OF THE TRANSACTIONS

The Group is principally engaged in the production and sale of pork products, and its operations mainly involve hog slaughtering as well as hog breeding and hog farming.

Despite securities trading was not a business segment of the Company, the Board is of the view that the Acquisitions provided the Group with a good investment opportunity to expand investment portfolio with quality assets. The Directors also believe that the Acquisitions would amount to investment opportunity to the Company to generate short-term return. On the other hand, the net proceeds of the Disposals were used to support the capital needs of the Group.

As the Transactions were made at the then prevailing market price, the Directors are of the view that the Transactions were fair and reasonable, on normal commercial terms and in the interest of the Company and its shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

Starting from the financial year ended 31 December 2016, the Company had started to trade equity securities listed in Hong Kong for the purpose of investment. Having received guidance and clarifications from the Stock Exchange, the Company noted that some of the acquisitions and disposals in this connection fall within the definition of “discloseable transactions” under the Listing Rules.

Each of the transaction in relation to the shares of SWGHL, when aggregated with the acquisitions or disposals (as the case maybe) of shares of SWGHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

The disposal of shares of SIHL by the Group on the open market through the Stock Exchange of 5,196,000 shares on 20 July 2018 on the constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions of shares of SIHL by the Group on the open market through the Stock Exchange on 20 and 27 July 2018 which amount to a total of 7,928,000 shares, when aggregated within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

The acquisition by the Group on the open market through the Stock Exchange of 1,134,000 shares of WYHL on 27 March 2018, and the disposal by the Group on the open market through the Stock Exchange of 3,134,000 shares of WYHL on 28 August 2018, respectively constituted discloseable transactions for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 6,428,000 shares of WYHL from 15 May 2018 to 28 September 2018, when aggregated with the acquisition(s) of shares of WYHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 144,076,000 shares of EHL during the period from 5 July 2017 to 4 January 2018, and each of the disposals by the Group on the open market through the Stock Exchange of a total of 172,280,000 shares of EHL during the period from 21 August 2017 to 14 June 2018, when aggregated with the acquisitions or disposals (as the case maybe) of shares of EHL by the Company within the 12-month period before their respective dates, constituted discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

Each of the acquisitions by the Group on the open market through the Stock Exchange of a total of 124,000,000 shares of SSTHL during the period from 16 May 2017 to 27 July 2018, when aggregated with the acquisition(s) of shares of SSTHL by the Company within the 12-month period before their respective dates, constituted discloseable transactions for the Company under Chapter 14 of the Listing Rules, and are accordingly subject to notification and announcement requirements thereunder.

The acquisition by the Group on the open market through the Stock Exchange of 23,340,000 shares of KFGL on 10 March 2017, when aggregated with the acquisitions by the Group on the open market through the Stock Exchange of an aggregate of 140,428,000 shares of KFGL during the 12-month period immediately before the acquisition, constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules, and is accordingly subject to notification and announcement requirements thereunder.

In order to prevent the occurrence of similar non-compliance incident involving the trading of listed securities in the future and to comply with the requirements under the applicable Listing Rules, the Company has taken or will take the following actions:

- (i) the Company has published this announcement to inform shareholders of the Company for the details of the Transactions; and
- (ii) the Company will establish a committee which will be empowered by the Board to deal with its securities investments.

## DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisitions”	the acquisitions by the Group on the open market through the Stock Exchange as provided in this announcement
“Board”	board of Director(s) of the Company
“Company”	Huisheng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Disposals”	the disposals by the Group on the open market through the Stock Exchange as provided in this announcement
“EHL”	EJE (Hong Kong) Holdings Limited (壹家壹品(香港)控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM of the Stock Exchange with stock code no. 8101
“EHL Group”	EHL and its subsidiaries
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a party(ies) independent of and not connected with the Company and its connected persons

“KFGL”	KOALA Financial Group Limited (樹熊金融集團有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM of the Stock Exchange with stock code no. 8226
“KFGL Group”	KFGL and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SIHL”	Shineroad International Holdings Limited (欣融國際控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange with stock code no. 1587
“SIHL Group”	SIHL and its subsidiaries
“SSTHL”	Sau San Tong Holdings Limited (修身堂控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM of the Stock Exchange with stock code no. 8200
“SSTHL Group”	SSTHL and its subsidiaries
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SWGHL”	Shun Wo Group Holdings Limited (汛和集團控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange with stock code no. 1591
“SWGHL Group”	SWGHL and its subsidiaries
“Transactions”	the Acquisitions and the Disposals

“WYHL”

Wang Yang Holdings Limited (泓盈控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange with stock code no. 1735

“WYHL Group”

WYHL and its subsidiaries

By Order of the Board  
**Huisheng International Holdings Limited**  
**Chan Chi Ching**  
*Executive Director*

Hong Kong, 26 February 2019

*As at the date of this announcement, the Board comprises Mr. Chan Chi Ching, Dr. Liu Ta-pei, Ms. Lam Ka Lee and Mr. Suen Man Fung as executive Directors; and Mr. Wong Yuk Lun, Alan, Mr. Deng Jinping and Mr. Wong King Shiu, Daniel as independent non-executive Directors.*