

*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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*



## **SUMMIT ASCENT HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 102)**

### **(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY TWO SHARES HELD ON THE RECORD DATE; AND (II) ADJUSTMENTS RELATING TO THE SHARE OPTIONS**

**Financial adviser of the Company**



References are made to the prospectus of Summit Ascent Holdings Limited (the “**Company**”) dated 18 September 2020 (the “**Prospectus**”) and the announcement of the Company dated 9 October 2020 (the “**Announcement**”) in relation to, among other things, the Rights Issue. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Prospectus.

### **RESULTS OF THE RIGHTS ISSUE, THE COMPENSATORY ARRANGEMENTS AND THE UNDERWRITING AGREEMENT**

As disclosed in the Announcement, as at 4:00 p.m. on Tuesday, 6 October 2020, being the Latest time for Acceptance, the Company had received 10 valid acceptances for a total of 679,876,103 Rights Shares provisionally allotted under the Rights Issue (representing approximately 25.13% of the total number of Rights Shares offered under the Rights Issue). Accordingly, the Rights Issue was approximately 25.13% subscribed.

As all the conditions set out in the Placing Agreement and the Underwriting Agreement have been satisfied, and the Placing Agreement and the Underwriting Agreement were not terminated by the Placing Agent and the Underwriter respectively, the Rights Issue became unconditional at 4:00 p.m. on Wednesday, 7 October 2020.

Based on the subscription results and taking into account the Committed Shares, 2,025,790,651 Unsubscribed Rights Shares and the NQS Unsold Rights Shares, representing approximately 74.87% of the total number of Rights Shares offered under the Rights Issue, were subject to the Compensatory Arrangements.

The Board announces that as at 5:00 p.m. on Tuesday, 13 October 2020, being the Latest Placing Time of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent, the Placing Agent did not procure any subscribers to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders and the Non-Qualifying Shareholder under the Compensatory Arrangements.

After the results of the subscription of the Rights Shares, the Underwriter had performed its underwriting obligations under the Underwriting Agreement to fully subscribe for a total of 2,025,790,651 Rights Shares (the “**Underwriting Shares**”), representing approximately 74.87% of the total number of 2,705,666,754 Rights Shares offered under the Rights Issue. The Underwriting Shares together with the number of Shares already held by the Concert Group as at the Record Date and the number of Committed Shares, represent approximately 70.57% of the enlarged issued share capital of the Company at the completion of the Rights Issue.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK\$1,623.40 million and the net proceeds from the Rights Issue after deducting the expenses were approximately HK\$1,618.42 million. As set out in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue in the following manner as to (i) approximately 52.3% or HK\$847 million to the Subscription; (ii) approximately 37.1% or HK\$601 million to the Phase II development of Tigre de Cristal; and (iii) approximately 10.6% or HK\$170 million for general working capital.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before the completion of the Rights Issue; and (ii) immediately after the completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Underwriter ( <i>Note 1</i> )	397,006,464	22.01	3,018,306,811	66.93
Suncity ( <i>Note 1</i> )	49,302,000	2.73	123,255,000	2.73
U Chio Ieong ( <i>Note 2</i> )	<u>40,906,000</u>	<u>2.27</u>	<u>40,906,000</u>	<u>0.91</u>
<b>Sub-total of the Underwriter and parties acting in concert with it</b>	487,214,464	27.01	3,182,467,811	70.57
Li Chak Hung ( <i>Note 3</i> )	400,000	0.02	400,000	0.01
<b>Public Shareholders</b>	<u>1,316,163,372</u>	<u>72.97</u>	<u>1,326,576,779</u>	<u>29.42</u>
<b>Total</b>	<u><b>1,803,777,836</b></u>	<u><b>100.00</b></u>	<u><b>4,509,444,590</b></u>	<u><b>100.00</b></u>

Notes:

1. Suncity, a company listed on the Stock Exchange (stock code:1383), is the beneficial owner of 49,302,000 Shares and is also interested in 397,006,464 Shares through its wholly-owned subsidiary, namely, Victor Sky, being the Underwriter. As at the Latest Practicable Date, Suncity is approximately 74.87% owned by Fame Select Limited, which is owned as to 50% by Mr. Chau, the Chairman and non-executive Director of the Company, and 50% by Mr. Cheng Ting Kong.
2. Dr. U Chio Ieong is a non-executive Director and is presumed to be acting in concert with the Underwriter under class (6) presumption under the definition of "acting in concert" under the Takeovers Code until completion of the Rights Issue. This class (6) presumption will cease to apply after completion of the Rights Issue and Dr. U Chio Ieong will not be party acting in concert with the Underwriter under the definition of "acting in concert" under the Takeovers Code.
3. Mr. Li Chak Hung is an independent non-executive Director.

*Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.*

## **DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES**

Share certificates for all fully-paid Rights Shares are expected to be despatched by ordinary post on Thursday, 15 October 2020 to the registered address of those entitled thereto, at their own risk.

## **COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY-PAID FORM**

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 16 October 2020.

## **ODD LOT ARRANGEMENT**

As contemplated in the Prospectus, in order to alleviate the difficulties arising from the existence of odd lots of the Rights Shares arising from the Rights Issue and the Change in Board Lot Size, Merdeka Securities Limited is appointed to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from Friday, 16 October 2020 to Friday, 6 November 2020 (both dates inclusive). Holders of the Shares in odd lots represented by the existing certificates for the Shares who wish to take advantage of this facility either to acquire odd lots of the Shares to make up a full board lot or dispose of their odd lots of the Shares may, directly or through their broker, contact Mr. Chow Man Ho of Merdeka Securities Limited at Room 1108, 11/F., Wing On Centre, 111 Connaught Road Central, Central, Hong Kong (telephone number: (852) 2868 1063) during such period.

Holders of odd lots of the Shares should note that successful matching of the sale and purchase of odd lots of the Shares is on the best effort basis and not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

## **ADJUSTMENTS RELATING TO THE OUTSTANDING SHARE OPTIONS**

Prior to the completion of the Rights Issue, the Company had 22,334,000 outstanding Share Options granted by the Company on 1 September 2016 and 13 December 2018 pursuant to the Share Option Scheme which each Share Option shall entitle the holder of the Share Options to subscribe for one Share.

As a result of the Rights Issue, the Company has calculated the necessary adjustments (the “**Share Options Adjustment**”) to the exercise prices of and the number of Shares falling to be issued upon exercise of the outstanding Share Options in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules.

The Share Options Adjustment in the following manner as a result of the Rights Issue with effective from Thursday, 15 October 2020, being the date on which the fully-paid Rights Shares are allotted and issued:

<b>Date of grant</b>	<b>Immediately prior to the adjustments as a result of completion of the Rights Issue</b>		<b>Immediately after the adjustments as a result of completion of the Rights Issue</b>	
	<i>Number of Shares falling to be issued upon exercise of the outstanding Share Options</i>	<i>Exercise price per Share (HK\$)</i>	<i>Adjusted number of Shares falling to be issued upon exercise of the outstanding Share Options</i>	<i>Adjusted exercise price per Share (HK\$)</i>
1 September 2016	7,104,000	1.99	6,660,000	2.12
13 December 2018	15,230,000	0.98	14,278,125	1.05

Save for the above adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Scheme remain unchanged.

Deloitte Touche Tohmatsu, the auditor of the Company, was engaged to perform certain procedures with respect to the calculations of the Share Options Adjustment in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). Deloitte Touche Tohmatsu has issued a report of factual finding to the Board, stating that the calculations of the Share Options Adjustment are in accordance with the appendix to the supplementary guidance of the letter issued by the Stock Exchange to all listed issuers on 5 September 2005 with respect to “Share Option Schemes – Rule 17.03(13) of the Main Board Listing Rules and Rule 23.03(13) of the GEM Listing Rules” and arithmetically accurate.

The work performed by Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by Deloitte Touche Tohmatsu on the Share Options Adjustment.

By order of the Board  
**Summit Ascent Holdings Limited**  
**Chau Cheok Wa**  
*Chairman*

Hong Kong, 14 October 2020

*As at the date of this announcement, the executive Directors are Mr. Lo Kai Bong (Deputy Chairman) and Mr. Chiu King Yan, the non-executive Directors are Mr. Chau Cheok Wa (Chairman), Mr. Wong Pak Ling Philip and Dr. U Chio Ieong, and the independent non-executive Directors are Mr. Lam Kwan Sing, Mr. Lau Yau Cheung and Mr. Li Chak Hung.*

*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.*