

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.



NEW CONCEPTS HOLDINGS LIMITED

創業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

EXTENSION OF THE LONG STOP DATE AND SUPPLEMENTAL INFORMATION IN RELATION TO DISCLOSEABLE TRANSACTION ACQUISITION OF VIMAB HOLDING AB INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of New Concepts Holdings Limited (the “**Company**”) dated 3 May 2018 (the “**Announcement**”) in relation to the acquisition of 100% equity interest of the Target Company. Capitalised terms herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

EXTENSION OF THE LONG STOP DATE

As disclosed in the Announcement, the conditions precedent (the “**Conditions Precedent**”) to the Share Purchase Agreement shall be fulfilled or waived on or before the Long Stop Date, being 22 May 2018, or such later date as might be agreed by the parties thereto.

As additional time is required for the fulfilment of the Conditions Precedent, the parties to the Share Purchase Agreement entered into a supplemental agreement on 23 May 2018 (after trading hours) to extend the Long Stop Date to 4 June 2018 or such later date as may be agreed by the parties thereto.

Save and except for the above, all the other terms and conditions of the Share Purchase Agreement shall remain unchanged and continue in full force and effect.

LOCK-UP ARRANGEMENT ON THE LOCK-UP SHARES

As disclosed in the Announcement, 19,488,428 shares of the Consideration Shares (the “**Locked-Up Shares**”) to be issued under the Share Purchase Agreement will be subject to locked-up since the issue date subject to the fulfillment of the relevant release conditions as set out in the section headed “Lock-up period of the Consideration Shares — Release of Lock-up” in the Announcement.

The Company would like to further announce that the Lock-up Shares will not be kept under a custodian account during the lock-up period. As disclosed in the Announcement, in case the Target Company fails to meet with the release conditions as set out in the section headed “Lock-up period of the Consideration Shares — Release of Lock-up” in the Announcement, the first remedy the Company may pursue from the Vendors would be cash, then follow by return of the Lock-up Shares only if the former is unavailable. Therefore, in the event the Vendors fail to return either cash or the Lock-up Shares, the Company shall claim against the Vendors for breach of the Share Purchase Agreement.

Nonetheless, in order to mitigate the risk that the Vendors may dishonor their agreement to return the Lock-up Shares in case they fail to compensate the Group with cash, the parties had, after the arms-length negotiations, agreed on the arrangement that the Company will issue the Lock-up Shares by way of physical certificates and instruct its share registrar not to allow any transfer of the Lock-up Shares during the relevant lock-up periods. Since the Company’s instruction to its share registrar of not to allow any transfer of the Lock-up Shares will not alter the nature of the Lock-up Shares and render them to become a different class of securities or in any respect not rank *pari passu* to other issued ordinary shares of the Company; and such lock-up arrangement is in compliance with Rule 8.13 and 8.13A of the Listing Rules.

The Company is of the view that the lock-up arrangement, can serve the purpose of preventing the Vendors from dealing with the Lock-up Shares during the lock-up period. Although there will be risk that the Vendors may not return the Lock-up Shares to the Company for cancellation in case they are unable to compensate the Company with cash, the Company is of the view that the chance of such risk take place is relatively low since the Vendors will not be able to transfer the Lock-up Shares as long as the Company’s instruction to the share registrar is still effective. Besides, the current arrangement is also more cost-effective than engaging an escrow agent and setting up a custodian account.

Having considered the pros and cons of the available security measures and the aforesaid reasons, the Board believes that the aforesaid lock-up arrangement is sufficient to safeguard the interest of the Company and its shareholders as a whole.

By Order of the Board
New Concepts Holdings Limited
Cai Jianwen
Executive Director

Hong Kong, 23 May 2018

As at the date of this announcement, the executive Directors are Mr. Zhu Yongjun, Ms. Qin Shulan and Mr. Cai Jianwen; the non-executive Director is Dr. Zhang Lihui; and the independent non-executive Directors are Mr. Lo Chun Chiu, Adrian, Dr. Tong Ka Lok and Mr. Choy Wai Shek, Raymond, MH, JP.