

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 offer to sell or the solicitation of an offer to buy any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

This announcement does not constitute or form part of an offer to sell or the solicitation of an offer to purchase or subscribe for any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Shares and the Bonds referred to herein have not been, and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. No public offering of the Shares or the Bonds will be made in the United States.



Zhou Hei Ya International Holdings Company Limited

周黑鴨國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

**COMPLETION OF ISSUE OF HK\$1,550,000,000 IN AGGREGATE
PRINCIPAL AMOUNT OF
1.00% CONVERTIBLE BONDS DUE 2025
UNDER GENERAL MANDATE**

Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager

CREDIT SUISSE 

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

Reference is made to the announcement of Zhou Hei Ya International Holdings Limited (the “**Company**”) dated 28 October 2020 (the “**Announcement**”) in relation to the Subscription Agreement entered into among the Company and the Manager. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that Completion took place on 5 November 2020. Upon the Completion, the Company has issued the Bonds in an aggregate principal amount of HK\$1,550,000,000.

The approval for the listing of, and permission to deal in, the Bonds have been granted by the Hong Kong Stock Exchange. A conditional approval for the listing of, and permission to deal in, the Shares issuable upon the conversion of the Bonds has been granted by the Listing Committee of the Hong Kong Stock Exchange.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Manager is not connected with the Company or any of its connected persons, and none of the Bonds were placed to any connected persons of the Company.

EFFECT ON THE SHARE CAPITAL OF THE COMPANY AS A RESULT OF THE CONVERSION

The following table illustrates, so far as is known to the Directors, the existing shareholding structure as at the date of this announcement and the shareholding structure assuming the Bonds are fully converted into 149,038,461 Shares at the initial Conversion Price of HK\$10.40 each (without taking into account the effect of the stock borrowing and lending arrangement below); on the assumptions that (a) there will be no other change to the shareholding structure of the Company from the date of this announcement until the completion of the conversion of the Bonds in full, save for the issue of the New Shares as a result of the conversion of the Bonds in full (as the case may be), and (b) the Bondholders do not and will not hold any Shares other than the New Shares as a result of the conversion of the Bonds. The New Shares to be issued upon conversion of the Bonds will rank *pari passu* in all respects with the Shares then in issue on the relevant registration date.

Assuming the Bonds are fully converted into Shares at the initial Conversion Price of HK\$10.40 each (assuming there is no change in the total number of issued Shares or in the number of Shares held by the Directors and other connected persons of the Company except for the Bonds proposed to be issued as disclosed in this announcement)

	As at the date of this announcement		Assuming the Bonds are fully converted into Shares at the initial Conversion Price of HK\$10.40 each (assuming there is no change in the total number of issued Shares or in the number of Shares held by the Directors and other connected persons of the Company except for the Bonds proposed to be issued as disclosed in this announcement)	
	<i>Number of issued Shares</i>	<i>% of issued share capital of the Company</i>	<i>Number of issued Shares</i>	<i>% of enlarged share capital of the Company</i>
Shareholder				
Ms. TANG Jianfang ⁽¹⁾	1,478,817,500	62.05%	1,478,817,500	58.40%
Cantrust (Far East) Limited ⁽²⁾	1,224,318,800	51.37%	1,224,318,800	48.35%
ZHY X Holdings Co., Limited ⁽²⁾	1,224,318,800	51.37%	1,224,318,800	48.35%
Healthy Origin Holdings Limited	1,191,838,500	50.01%	1,191,838,500	47.07%
ZHY Holdings IV Company Limited	248,927,200	10.45%	248,927,200	9.83%
Ms. ZHOU Ping ⁽³⁾	136,440,000	5.73%	136,440,000	5.39%
ZHY Holdings III Company Limited	136,440,000	5.73%	136,440,000	5.39%
ZHY Holdings II Company Limited	32,480,300	1.36%	32,480,300	1.28%
Public Shareholders:				
Bondholders	–	–	149,038,461	5.89%
Other public Shareholders	767,883,000	32.22%	767,883,000	30.32%
Total	2,383,140,500	100.00%	2,532,178,961	100.00%

Notes:

- (1) Ms. Tang Jianfang is the spouse of Mr. Zhou Fuyu, an Executive Director and Chairman of the Company. The 1,478,817,500 Shares represent 5,571,500 Shares held by Ms. Tang Jianfang, 1,191,838,500 Shares held by Healthy Origin Holdings Limited, 32,480,300 Shares held by ZHY Holdings II Company Limited and 248,927,200 Shares held by ZHY Holdings IV Company Limited. The entire issued share capital of Healthy Origin Holdings Limited and ZHY Holdings II Company Limited are held by ZHY X Holdings Co., Limited (“**ZHY X**”) which in turn is 100% held by Cantrust (Far East) Limited being the trustee of the Trust. Cantrust (Far East) Limited is the trustee of Fuyu Family Trust established by Ms. Tang Jianfang. The Trustee through indirect interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,838,500 Shares respectively. ZHY X, which is wholly-owned by the Trustee, through direct interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,838,500 Shares respectively. Ms. Tang Jianfang is the settlor of the Trust. Therefore, Ms. Tang Jianfang is deemed to be interested in 1,191,838,500 Shares and 32,480,300 Shares held by Healthy Origin Holdings Limited and ZHY Holdings II Company Limited, respectively. Since Ms. Tang Jianfang owns 67.8% of ZHY Holdings IV Company Limited, Ms. Tang Jianfang is also deemed to be interested in 248,927,200 Shares held by ZHY Holdings IV Company Limited.
- (2) Cantrust (Far East) Limited is the trustee of Fuyu Family Trust established by Ms. Tang Jianfang. The Trustee through indirect interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,838,500 Shares respectively. ZHY X, which is wholly-owned by the Trustee, through direct interest in each of ZHY Holdings II Company Limited and Healthy Origin Holdings Limited holds 32,480,300 Shares and 1,191,838,500 Shares respectively.
- (3) Ms. Zhou Ping owns 72.22% of ZHY Holdings III Company Limited. Ms. Zhou Ping is deemed to be interested in 136,440,000 Shares held by ZHY Holdings III Company Limited.

PROPOSED USE OF PROCEEDS

The gross proceeds from the issuance of the Bonds will be HK\$1,550,000,000.

The estimated net proceeds from the issuance of the Bonds, after deducting the Manager's commissions and other estimated expenses payable, will be approximately HK\$1,519.8 million. Based on such net proceeds and assuming the full conversion of the Bonds, the net price per New Share is approximately HK\$10.20.

The net proceeds from the issuance of the Bonds will be used as follow:

- (i) approximately 55.0% to further penetrate in existing markets and explore new business opportunities, especially in overseas markets;
- (ii) approximately 20.0% to enhance product innovation, research and development capabilities; and
- (iii) approximately 25.0% for working capital and for general corporate purposes.

By order of the Board
Zhou Hei Ya International Holdings Company Limited
ZHOU Fuyu
Chairman

Hong Kong, 5 November 2020

As at the date of this announcement, the executive Directors are Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong; the non-executive Director is Mr. PAN Pan; and the independent non-executive Directors are Mr. WU Chi Keung, Mr. CHAN Kam Ching, Paul and Mr. LU Weidong.