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EEKA Fashion Holdings Limited

贏家時尚控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3709)

(formerly known as Koradior Holdings Limited 珂萊蒂爾控股有限公司)

ANNOUNCEMENT

The Board was informed on 29 August 2019, Mr. Jin Rui transferred his shares in Apex Noble, being the entire issued share capital thereof, to Heritage Holdings, a wholly-owned subsidiary of the trustee of the Trust, by way of gift.

An application has been made on behalf of BOS Trustee, Mr. Jin Rui and Mr. Jin Ming to the SFC for a waiver from the obligation to make a general offer for the Shares as a result of the Transfer and the Executive has granted a waiver from making a general offer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code in favour of BOS Trustee in this regard.

THE TRANSFER

The Board was informed on 29 August 2019, Mr. Jin Rui, an executive Director, transferred his shares in Apex Noble, being the entire issued share capital thereof, to Heritage Holdings, a wholly-owned subsidiary of the trustee of the Trust, by way of gift. As at the date of this announcement, Apex Noble is a substantial shareholder of the Company interested in 198,713,195 Shares, representing approximately 29.01% of the issued share capital of the Company.

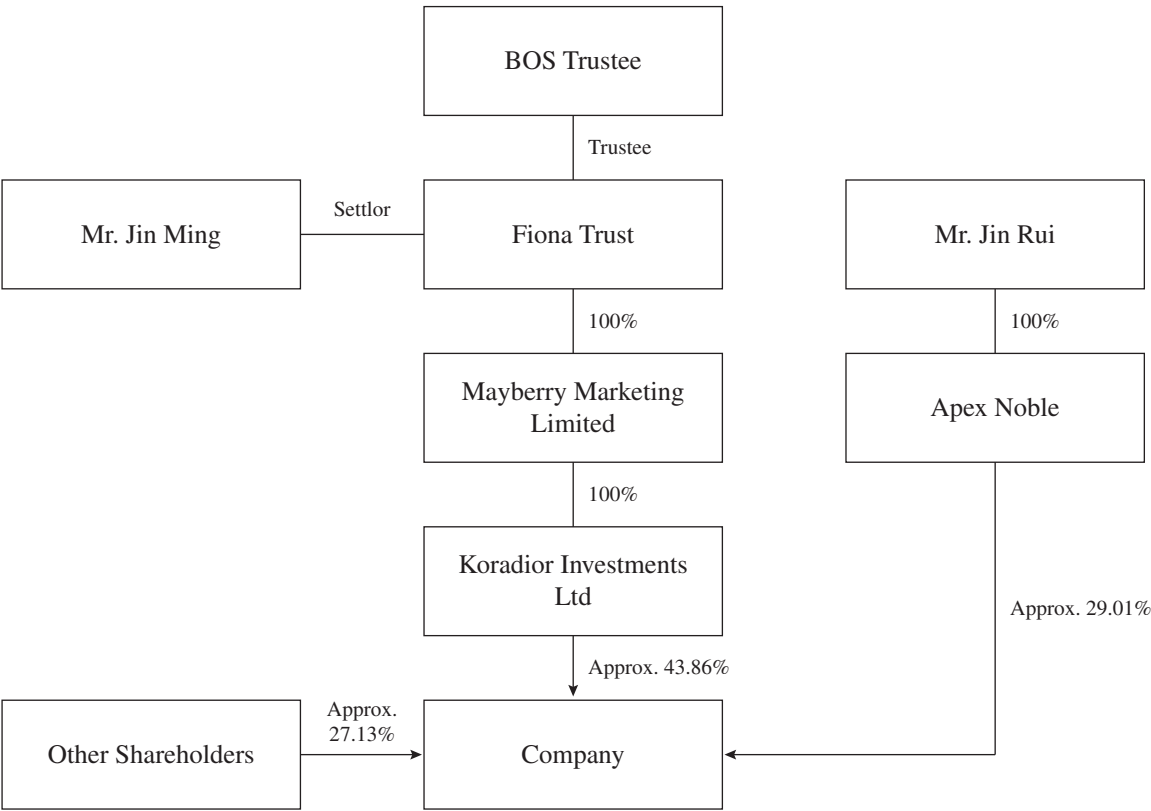
Before the Transfer, Mr. Jin Rui is the sole beneficial owner of Apex Noble. Immediately after the Transfer, Apex Noble is now wholly-owned by Heritage Holdings, a wholly-owned subsidiary of BOS Trustee, which is the trustee of the Trust.

INFORMATION OF HERITAGE HOLDINGS

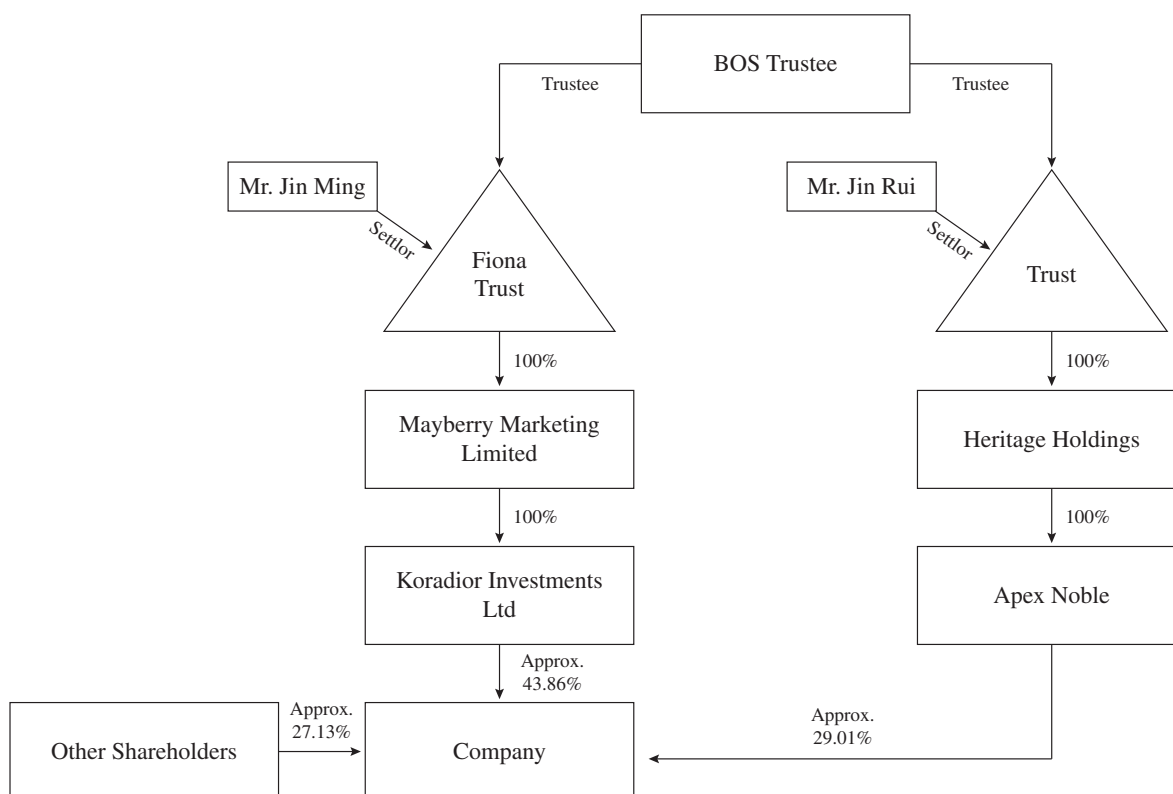
Heritage Holdings is an investment holding company incorporated in the British Virgin Islands with limited liability. The entire issued share capital of Heritage Holdings is owned by BOS Trustee, as the trustee of the Trust. The Trust is an irrevocably discretionary trust settled by Mr. Jin Rui as the settlor and BOS Trustee as the trustee. The beneficiaries of the Trust are Mr. Jin Rui, his spouse, his children and remoter issue of Mr. Jin Rui and charities and any person or class of persons added by the BOS Trustee.

The shareholding structures of the Company immediately before and after the Transfer are as follows:

Immediately before the Transfer:



Immediately after completion of the Transfer:



EFFECT OF THE TRANSFER

The Transfer has no effect on the business and operation of the Group. There will be no change in the composition of the Board as a result of the Transfer.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Before the Transfer, a concert group was formed comprising Mr. Jin Ming, the Chairman of the Board, the chief executive officer and executive Director of the Company who is one of the beneficiaries of the Fiona Trust, Mayberry Marketing Limited, Koradior Investments Limited, who are presumed to be acting in concert with one another together with Mr. Jin Rui, an executive Director, as brother of Mr. Jin Ming and Apex Noble as a controlled corporation of Mr. Jin Rui. The Transfer will give rise to change in the make-up of this concert group to include Heritage Holdings and it will also increase BOS Trustee's shareholding interests in the Company from approximately 43.86% to approximately 72.87%. Mr. Jin Rui, Mr. Jin Ming and BOS Trustee have made an application to the SFC for a waiver from the obligation to make a general offer for the Shares as a result of the Transfer and the Executive has granted a waiver from making a general offer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code in favour of BOS Trustee in this regard.

DEFINITIONS

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

“Apex Noble”	Apex Noble Limited, a company incorporated in the British Virgin Islands, which is a substantial shareholder of the Company holding 198,713,195 Shares, representing about 29.01% of the issued share capital of the Company as at the date of this announcement
“Board”	the board of Directors
“BOS Trustee”	BOS Trustee Limited, being the trustee of the Fiona Trust and the Trust
“Company”	EEKA Fashion Holdings Limited (formerly known as Koradior Holdings Limited), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC, or any delegate of the Executive
“Fiona Trust”	a discretionary trust set up by Mr. Jin Ming for which BOS Trustee acts as the trustee and Mr. Jin Ming, his spouse and children as the beneficiaries
“Group”	the Company and its subsidiaries
“Heritage Holdings”	Heritage Holdings Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by BOS Trustee
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SFC”	the Securities and Futures Commission of Hong Kong

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Transfer”	the transfer of 1,000 shares of US\$1.00 each in Apex Noble, representing the entire issued share capital of Apex Noble, from Mr. Jin Rui to Heritage Holdings by way of gift
“Trust”	a discretionary trust set up by Mr. Jin Rui for which BOS Trustee acts as the trustee and Mr. Jin Rui, his spouse, children and remoter issue of Mr. Jin Rui and charities and any person or class of persons added by the BOS Trustee as the beneficiaries
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

By order of the Board
EEKA Fashion Holdings Limited
JIN MING
Chairman

Hong Kong, 29 August 2019

As at the date of this notice, the Board comprises Mr. Jin Ming, Ms. He Hongmei and Mr. Jin Rui as executive Directors; and Mr. Zhong Ming, Mr. Zhou Xiaoyu and Mr. Zhang Guodong as independent non-executive Directors.