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THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

DISCLOSEABLE AND CONNECTED TRANSACTION EXERCISE OF THE OPTION IN RELATION TO EQUITY INTERESTS IN WUBO TECHNOLOGY

Reference is made to the Announcement in relation to, among others, the Capital Injection and Subscription Agreement and the grant of the Option. Pursuant to the Capital Injection and Subscription Agreement, Jingdian Fujian agreed to inject a capital of approximately RMB18.4 million (equivalent to HK\$22.2 million) into Wubo Technology to increase its registered capital by 0.5% (as enlarged by the Capital Injection). Further, pursuant to the terms of the Capital Injection and Subscription Agreement, Wubo Technology granted the Option to Jingdian Fujian, pursuant to which Jingdian Fujian has the right to require Wubo Technology to allot and issue the Call Option Equity at the Option Price during the Option Period.

THE OPTION

On 4 October 2021, Jingdian Fujian gave the Written Notice to Wubo Technology to exercise the Option. The notice of exercise of the Option is in respect of the entire Call Option Equity. Upon the completion of the Capital Injection, the exercise of the Option and the allotment and issue of the Call Option Equity, the registered capital of Wubo Technology will be increased to RMB599.9 million (equivalent to approximately HK\$724.6 million), and Wubo Technology will be held as to approximately 86.0% by Fujian Dongju, Fujian Shareholders and Other Financial Investors, and 14.0% by Jingdian Fujian.

LISTING RULES IMPLICATIONS

Mr. ZH You is the controlling shareholder of the Company, and hence a connected person of the Company. Mr. ZW You is the brother of Mr. ZH You, and an associate of Mr. ZH You. Mr. ZW You is hence a connected person of the Company. Mr. ZW You is the controlling shareholder of RGL, a commodities trading company established in the PRC. RGL is the controlling shareholder of Fujian Dongju, which controls Wubo Technology. Therefore, Wubo Technology is a connected person of the Company. Accordingly, exercise of the Option constitutes a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the exercise of the Option will take place within a 12-month period of the Capital Injection, the Capital Injection and the exercise of the Option shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Capital Injection and the exercise of the Option is more than 5% but less than 25%, the Capital Injection and the exercise of the Option, on an aggregated basis, constitute a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules. The Company will convene a special general meeting to seek the Independent Shareholders' approval for the exercise of the Option. Mr. ZH You and his associates in aggregate holding approximately 63.09% of the issued share capital of the Company as at the date of this announcement, will abstain from voting at the special general meeting. Apart from Mr. ZH You and his associates, as at the date of this announcement, no other Shareholders have a material interest in the exercise of the Option (other than their interests as Shareholders).

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the exercise of the Option, and the Independent Financial Adviser, Nuada Limited, has been appointed to advise the Independent Board Committee and the Independent Shareholders on the same.

CIRCULAR

The circular contains, amongst other things, further information on the exercise of the Option, the terms of the Capital Injection and Subscription Agreement and the transactions contemplated thereunder, a letter from the Independent Board Committee and a letter from the Independent Financial Adviser, is expected to be issued to the Shareholders on or before 29 October 2021.

INTRODUCTION

Reference is made to the Announcement in relation to, among others, the Capital Injection and Subscription Agreement and the grant of the Option. Pursuant to the Capital Injection and Subscription Agreement, Jingdian Fujian agreed to inject a capital of approximately RMB18.4 million (equivalent to HK\$22.2 million) into Wubo Technology to increase its registered capital by 0.5% (as enlarged by the Capital Injection). Further, pursuant to the terms of the Capital Injection and Subscription Agreement, Wubo Technology granted the Option to Jingdian Fujian, pursuant to which Jingdian Fujian has the right to require Wubo Technology to allot and issue the Call Option Equity at the Option Price during the Option Period.

THE OPTION

On 4 October 2021, Jingdian Fujian gave the Written Notice to Wubo Technology to exercise the Option. The notice of exercise of the Option is in respect of the entire Call Option Equity. Upon the completion of the Capital Injection, the exercise of the Option and the allotment and issue of the Call Option Equity, the registered capital of Wubo Technology will be increased to RMB599.9 million (equivalent to approximately HK\$724.6 million), and Wubo Technology will be held as to approximately 86.0% by Fujian Dongju, Fujian Shareholders and Other Financial Investors, and 14.0% by Jingdian Fujian.

Details of the Written Notice in respect of the exercise of the Option are set forth as follows:

Date

4 October 2021

Parties

(i) Serving party: Jingdian Fujian, an indirect wholly-owned subsidiary of the Company;
and

(ii) Recipient: Wubo Technology

(collectively, the “**Parties**”)

Assets to be acquired

Pursuant to the exercise of the Option, Jingdian Fujian will be allotted with the Call Option Equity, being 13.5% of the equity interests in Wubo Technology (as enlarged by the Call Option Equity).

Upon completion of the allotment and issue of the Call Option Equity pursuant to the exercise of the Option, Wubo Technology will be classified as financial assets of the Company (in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants).

Consideration

The total consideration payable pursuant to the exercise of the Option shall be RMB577.4 million (equivalent to HK\$697.4 million), being the sum equal to the Option Price multiplied by the number of Call Option Equity. The consideration shall be payable by the Group in cash at completion of issue of the Call Option Equity in such manner as Wubo Technology shall direct. The Group intends to finance the payment of the consideration with its internal resources, or by way of a fund-raising exercise to be conducted by the Company utilising the General Mandate.

The consideration was determined based on the terms as agreed between the parties to the Capital Injection and Subscription Agreement and having regard to the business prospects and business expansion of Wubo Technology and regulatory requirements, the valuation conducted by an independent valuer on Wubo Technology, and the most recent capital contribution by one of the Other Financial Investors. The Directors (excluding the independent non-executive Directors forming the Independent Board Committee which will express their opinion after taking into account the advice of the Independent Financial Adviser) consider that the consideration and its basis are fair and reasonable.

Conditions precedent

The Written Notice will become unconditional upon (i) all applicable rules and regulations by Jingdian Fujian and its holding company have been complied with; (ii) a fund-raising exercise having been conducted by the Company utilising the General Mandate to fund the consideration payable in respect of the exercise of the Option; and (iii) approval by two-third of the shareholders of Wubo Technology having been obtained in respect of the allotment and issue of the Call Option Equity. The above condition (ii) can be waived by Jingdian Fujian. Further announcement will be made, as and when applicable in connection with the details of the proposed fund-raising activity of the Company in accordance with the Listing Rules.

Completion

Completion of the issue of the Call Option Equity pursuant to the exercise of the Option shall take place within fourteen (14) Business Days after the Written Notice becomes unconditional. For the details of the conditions precedent please refer to the paragraph headed “Conditions precedent” above.

INFORMATION ON THE COMPANY

The Company is principally engaged in the (i) trading and processing of bulk commodities and related products in Hong Kong, Singapore and the PRC; and (ii) provision of securities and derivatives financial services, margin financing and fund management in Hong Kong and Singapore.

Jingdian Fujian is principally engaged in trading of bulk commodities and related products in the PRC.

INFORMATION ON WUBO TECHNOLOGY

Wubo Technology is a leading internet-based freight transport technological enterprise in the PRC, providing bulk commodities logistics and integrated supply chain services in the PRC. As at the date of this announcement, Wubo Technology is owned as to 92.6% by Fujian Dongju and Fujian Shareholders and 7.4% by the Other Financial Investors.

The following table illustrates the shareholding structure of Wubo Technology (i) as at the date of this announcement and (ii) immediately following the completion of the Capital Injection and the exercise of the Option.

Target Company	Shareholders	As at the date of this announcement		Immediately following the completion of the Capital Injection and the exercise of the Option	
		Registered capital (RMB) (million)	Approximate %	Registered capital (RMB) (million)	Approximate %
Wubo Technology	(i) 福建東聚科技有限公司(GP) (Fujian Dongju Technology Co., Ltd.)* ("Fujian Dongju")	150	29.0	150	24.9
	(ii) 福建東普投資中心(有限合夥) (Fujian Dongpu Investment Center (Limited Partnership)*)	96	18.6	96	16.0
	(iii) 福建東震投資中心(有限合夥) (Fujian Dongzhen Investment Center (Limited Partnership)*)	87	16.9	87	14.5
	(iv) 福建東熹投資中心(有限合夥) (Fujian Dongxi Investment Center (Limited Partnership)*)	50	9.7	50	8.3
	(v) 福建東泊投資中心(有限合夥) (Fujian Dongbo Investment Center (Limited Partnership)*)	33	6.4	33	5.5
	(vi) 福建東沃投資中心(有限合夥) (Fujian Dongwo Investment Center (Limited Partnership)*)	33	6.4	33	5.5
	(vii) 福建省平潭東潭投資中心合夥企業(有限合夥) (Fujian Pingtan Dongtan Investment Center Partnership (Limited Partnership)*)	16	3.1	16	2.7
	(viii) 福建東廈投資中心(有限合夥) (Fujian Dongsha Investment Center (Limited Partnership)*)	6	1.2	6	1.0
	(ix) 福建東達投資中心(有限合夥) (Fujian Dongda Investment Center (Limited Partnership)*)	5.1	1.0	5.1	0.9
	(x) 福建東投投資中心(有限合夥) Fujian Dongtou Investment Center (Limited Partnership*)	1.6	0.3	1.6	0.3
	Other Financial Investors	38.2	7.4	38.2	6.4
	Jingdian Fujian	—	—	84.0	14.0
	Total:	515.9	100.00	599.9	100.00

(Shareholders (ii) to (x) above are collectively referred to as the “**Fujian Shareholders**”)

In addition to directly investing in Wubo Technology, Fujian Dongju, which is indirectly controlled by RGL, has also been appointed as the general partner by the Fujian Shareholders. Mr. ZW You is the controlling shareholder of RGL. He is also the brother of the Company’s controlling shareholder, Mr. ZH You.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Other Financial Investors and their ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Set out below is the audited financial information of Wubo Technology for the two years ended 31 December 2020:

	For the year ended 31 December 2019	For the year ended 31 December 2020
	<i>RMB'000</i>	<i>RMB'000</i>
Profit before tax	18,472	131,461
Profit after tax for the year	7,558	94,856
Profit for the year attributable to owners of the company	6,584	91,844

The unaudited net asset value of Wubo Technology as at 30 June 2021 was approximately RMB1,048.0 million.

REASONS FOR AND BENEFIT OF THE TRANSACTION

Wubo Technology is a limited liability company established under the laws of the PRC in April 2018. Wubo Technology is a leading internet-based freight transport technological enterprise in the PRC, providing bulk commodities logistics and integrated supply chain services in the PRC.

As part of the Group's expansion plans and to consolidate its position among competitors, the Company has continued to locate suitable targets with growth potentials that are complementary to the Group's existing businesses. As one of the principal businesses of the Company is the trading and processing of bulk commodities and related products in Hong Kong, Singapore and the PRC, it is envisaged that allotment and issue of the Call Option Equity pursuant to the exercise of the Option will bring synergies to the business of the Group. In accordance with the terms of the Capital Injection and Subscription Agreement, the Group is entitled to the right to require Wubo Technology to allot and issue the Call Option Equity at the Option Price, which is the same as the Subscription Price in respect of the Subscription.

Given the growth potential of the commodity logistics services market in the PRC, the satisfactory financial performance of Wubo Technology and its experience in the PRC commodity logistics services market, the Directors are of the view that the exercise of the Option will enable the Group to increase its equity interests in Wubo Technology further

following the Capital Injection so that the Group will be able to acquire a strategic stake in a leading internet-based freight transport technological enterprise in the PRC at an attractive price.

As none of the Directors have a material interest in the exercise of the Option, no Director was required to abstain from voting on the relevant Board resolutions approving the exercise of the Option and the transactions contemplated thereunder.

The Directors (excluding the independent non-executive Directors forming the Independent Board Committee which will express their opinion after taking into account the advice of the Independent Financial Adviser) consider that the terms and conditions of the exercise of the Option and the acquisition of the Call Option Equity pursuant thereto are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Mr. ZH You is the controlling shareholder of the Company, and hence a connected person of the Company. Mr. ZW You is the brother of Mr. ZH You, and an associate of Mr. ZH You. Mr. ZW You is hence a connected person of the Company. Mr. ZW You is the controlling shareholder of RGL, a commodities trading company established in the PRC. RGL is the controlling shareholder of Fujian Dongju, which controls Wubo Technology. Therefore, Wubo Technology is a connected person of the Company. Accordingly, exercise of the Option constitutes a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the exercise of the Option will take place within a 12-month period of the Capital Injection, the Capital Injection and the exercise of the Option shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the Capital Injection and the exercise of the Option is more than 5% but less than 25%, the Capital Injection and the exercise of the Option, on an aggregated basis, constitute a discloseable and connected transaction for the Company under Chapter 14 and Chapter 14A of the Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under the Listing Rules. The Company will convene a special general meeting to seek the Independent Shareholders' approval for the exercise of the Option. Mr. ZH You and his associates in aggregate holding approximately 63.09% of the issued share capital of the Company as at the date of this announcement, will abstain from voting at the special general meeting. Apart from Mr. ZH You and his associates, as at the date of this announcement, no other Shareholders have a material interest in the exercise of the Option (other than their interests as Shareholders).

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee has been formed to advise the Independent Shareholders in connection with the exercise of the Option, and the Independent Financial Adviser, Nuada Limited, has been appointed to advise the Independent Board Committee and the Independent Shareholders on the same.

CIRCULAR

The circular contains, amongst other things, further information on the exercise of the Option, the terms of the Capital Injection and Subscription Agreement and the transactions contemplated thereunder, a letter from the Independent Board Committee and a letter from the Independent Financial Adviser, is expected to be issued to the Shareholders on or before 29 October 2021.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company held on 30 June 2021 at which, among other things, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
“Announcement”	the announcement of the Company dated 17 September 2021 in relation to, among others, the Capital Injection and Subscription Agreement and the grant of the Option
“associates”	has the meaning ascribed to it in the Listing Rules
“Business Day”	any day (other than Saturdays and Sundays and public holidays) on which banks are open for business in Hong Kong
“Call Option Equity”	13.5% of the equity interests in Wubo Technology in aggregate (as enlarged by the Call Option Equity)
“Capital Injection”	the capital injection of RMB18.4 million by Jingdian Fujian into Wubo Technology as contemplated under the Capital Injection and Subscription Agreement

“Capital Injection and Subscription Agreement”	the capital injection and subscription agreement dated 17 September 2021 entered into between Jingdian Fujian and Wubo Technology in respect of the Capital Injection by Jingdian Fujian, and the grant of the Option to Jingdian Fujian by Wubo Technology
“Company”	Theme International Holdings Limited (Stock Code: 990), a company incorporated in the Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Equity Interests”	0.5% of the enlarged registered capital of Wubo Technology to be subscribed by the Company under the Capital Injection and Subscription Agreement
“General Mandate”	the general mandate granted to the Directors by a resolution of the Shareholders passed at the AGM to allot, issue and otherwise deal with securities of the Company not exceeding 20% of the issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company to be established to advise the Independent Shareholders on the exercise of the Option

“Independent Financial Adviser” or “Nuada Limited”	Nuada Limited, a corporation licensed by the SFC to carry on type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the exercise of the Option and the transaction(s) contemplated thereunder
“Independent Shareholder(s)”	the Shareholder(s) (other than Mr. ZH You and his associates) who are not required to abstain from voting on any resolution to be proposed at the special general meeting of the Company to approve the exercise of the Option
“Independent Third Party(ies)”	Any individual or company not being the connected persons (as defined under the Listing Rules) of the Company, independent of the Company and its connected persons and not connected with any of them or their respective associates
“Jingdian Fujian”	競點（福建）國際貿易有限公司 (Jing Dian Fujian International Co., Ltd*), an indirect wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. ZH You”	Mr. You Zhenhua (游振華), being the controlling shareholder of the Company and a connected person
“Mr. ZW You”	Mr. You Zhenwu (游振武), being Mr. ZH You’s brother, an associate of Mr. ZH You and a connected person of the Company
“Option”	the option granted by Wubo Technology to Jingdian Fujian in relation to the Call Option Equity.
“Option Period”	from the date of completion of Capital Injection to 31 December 2021
“Option Price”	RMB7.0944 per RMB1.00 of the registered capital of the Company in respect of the Call Option Equity
“Other Financial Investors”	the shareholders of Wubo Technology other than those controlled by RGL and Jingdian Fujian. All of the Other Financial Investors are Independent Third Parties

“percentage ratios”	the percentage ratios calculated based on the requirements under Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China
“RGL”	瑞鋼聯集團有限公司 (RGL Group Co., Ltd.*), a company established in the PRC and is majority-owned by Mr. ZW You
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Equity Interests by Jingdian Fujian pursuant to the Capital Injection and Subscription Agreement
“Subscription Price”	RMB7.0944 per RMB1.00 of the registered capital in Wubo Technology in respect of the Subscription
“Written Notice”	the conditional notice of exercise of the Option in respect of the entire Call Option Equity dated 4 October 2021 and served by Jingdian Fujian to Wubo Technology as contemplated under the Capital Injection and Subscription Agreement
“Wubo Technology”	物泊科技有限公司 (Wubo Technology Co., Ltd*), a company established in China, and is controlled by RGL
“%”	Per cent

For the purposes of this announcement, unless otherwise indicated, conversion of RMB into HKD is calculated at the approximate exchange rate of RMB1.00 to HKD \$1.2078. This exchange rate is for illustration purposes only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or any other rate.

By Order of the Board
Theme International Holdings Limited
Wu Lei
Executive Director

Hong Kong, 4 October 2021

As at the date of this announcement, the Board comprises there are (i) three Executive Directors, namely Mr. Jiang Jiang, Mr. Wu Lei and Ms. Chen Jing; (ii) three Non-executive Directors, namely Mr. Ding Lin, Mr. Wang Zhenhui and Mr. Kang Jian; and (iii) three Independent Non-executive Directors, namely Mr. Liu Song, Ms. Kent Shun Ming and Mr. Wu Shiming.

** For identification purpose only*