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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)

VOLUNTARY ANNOUNCEMENT CHANGE OF SHAREHOLDING IN THE COMPANY

The Company was informed by Ms. Tang that on 18 December 2018, Ms Tang completed the transfer of the entire issued share capital of each ZHY Holdings II and Healthy Origin to ZHY X Holdings (which is held by the Trustee (in its capacity as the trustee of Fuyu Family Trust)), at nil consideration. As at the date of this announcement, ZHY Holdings II and Healthy Origin hold 32,480,300 and 1,191,018,000 Shares, representing approximately 1.36% and 49.98% of the issued share capital of the Company respectively.

Immediately after the Transfers, the Trustee (in its capacity as the trustee of Fuyu Family Trust), through its direct and indirect interest in each of ZHY X Holdings, ZHY Holdings II and Healthy Origin, would indirectly hold 1,223,498,300 Shares in aggregate, representing approximately 51.34% of the total issued share capital of the Company.

As the Trustee (in its capacity as the trustee of Fuyu Family Trust) and ZHY X Holdings have acquired not less than 30% of the voting rights of the Company immediately after the Transfers, the Trustee and ZHY X Holdings are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code, unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

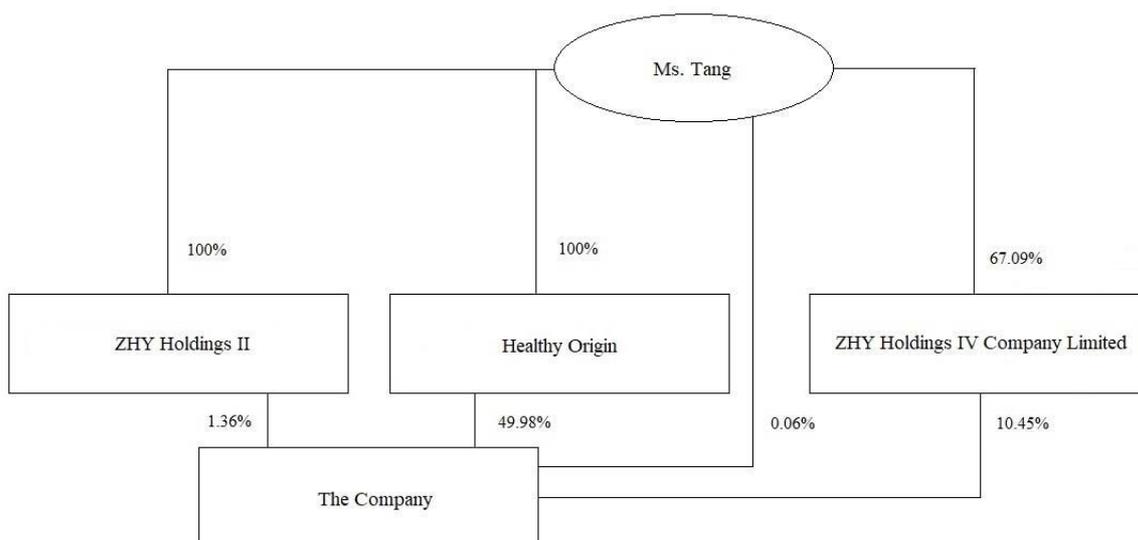
THE TRANSFERS

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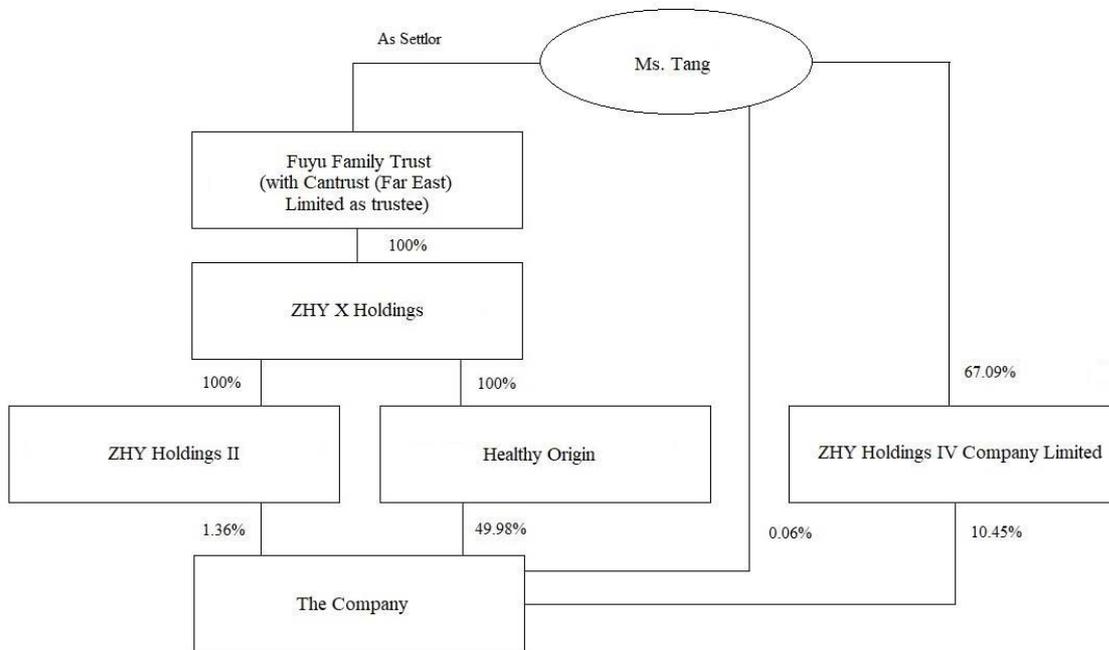
Fuyu Family Trust was established by Ms. Tang as settlor for the benefit of herself and her family members. Immediately before the Transfers, Ms. Tang (through her direct interest in the Company and her interest in each of ZHY Holdings II, Healthy Origin and ZHY Holdings IV Company Limited) was the controlling shareholder of the Company controlling 1,473,893,500 Shares in aggregate, representing approximately 61.85% of the total issued share capital of the Company.

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The following diagram sets out the shareholding structure in respect of the ownership and control of the Company by Ms. Tang immediately before the Transfers:



The following diagram sets out the shareholding structure in respect of the ownership and control of the Company by Ms. Tang and the Trustee immediately after the Transfers:



REASON FOR THE ESTABLISHMENT OF FUYU FAMILY TRUST AND THE TRANSFERS

The establishment of Fuyu Family Trust and the Transfers are solely for Ms. Tang’s family wealth and succession planning purpose.

IMPLICATIONS UNDER THE TAKEOVERS CODE

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Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Company”	Zhou Hei Ya International Holdings Company Limited, the Shares of which are listed on the Stock Exchange
“Executive”	the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the executive director
“Fuyu Family Trust”	the Fuyu Family Trust established by Ms. Tang as settlor
“Healthy Origin”	Healthy Origin Holdings Limited, a company incorporated under the laws of British Virgin Islands
“Ms. Tang”	Tang Jianfang, the controlling shareholder of the Company
“Share(s)”	ordinary share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Transfers”	the transfer of the entire issued share capital of each of ZHY Holdings II and Healthy Origin from Ms. Tang to ZHY X Holdings (which is held by the Trustee (in its capacity as the trustee of Fuyu Family Trust)), at nil consideration
“Trustee”	Cantrust (Far East) Limited, a company incorporated under the laws of British Virgin Islands
“ZHY Holdings II”	ZHY Holdings II Company Limited, a company incorporated under the laws of British Virgin Islands

“ZHY X Holdings”

ZHY X Holdings Co., Limited, a company incorporated under the laws of British Virgin Islands

“%”

per cent.

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

Hong Kong, 19 December 2018

As at the date of this announcement, Mr. Zhou Fuyu, Mr. Hao Lixiao, Ms. Li Ying, Mr. Wen Yong and Mr. Hu Jiaqing are the executive directors of the Company; Mr. Pan Pan is the non-executive director of the Company; and Mr. Wu Chi Keung, Mr. Chan Kam Ching, Paul and Mr. Lu Weidong are the independent non-executive directors of the Company.