



April 2, 2018

NEWS ABOUT TOWN

We look forward to seeing everyone at our upcoming spring member conference scheduled to take place on May 4 ó 5, 2018 at the Boulders Resort and Spa located in Carefree, Arizona. If you have not already done so, please be sure to send in your registration forms as soon as possible. Also, please be sure to PDF Marion a copy of your registration form.

Please let me or Marion know if you should have any corporate guest you wish to invite to our upcoming conference. We would like to send out our letters of invitation to any potential guests as soon as possible.

Please note that we will be sharing the results and responses from our Survey at our upcoming conference.

We are pleased to announce that our 20th Anniversary Event will take place on September 21 ó 22, 2018 at the Marriott Sawgrass Resort in Ponte Vedra, Florida. We are still in the planning stages for this celebration, however please feel free to let us know if you have any suggestions for our celebration event. We would appreciate it if everyone could check your photo library for any photos you may have of recent BCI conference events and if you do find that you have photos, we ask that you forward them to Marion at businesscounsel@businesscounsel.org. These photos will be used at our upcoming 20th celebration event.

As follow-up to our request for referral information, reports indicate that many of our member firms have experienced referrals-in as well as sent referrals-out. We need to keep this effort going by continuing to encourage our members to take advantage of the experience, wisdom and esprit de corps that exists within the organization and to make our colleagues in our respective firms aware of who Business Counsel is and how it can be of assistance to clients in many locations.

News to Share

Many of our member firms reported several items of interest and we have noted them below for your information.

Casellas Alcover ó Ricardo Casellas is lead trial and appellate counsel in an important dealer termination case pending in the U.S. Court of Appeals for the First Circuit. In the case of Casco, Inc. v. John Deere Construction, CAB prevailed for its client after a jury's verdict in the dealer's favor finding John Deere liable for an unjustified termination of contract awarding more than \$1.4 million in damages. John Deere's appeal from the adverse verdict and Casco's cross-appeal from the dismissal of a fraud claim are pending and will be scheduled for oral argument later this year. In another First Circuit case, Ricardo was retained to brief and argue a personal injury case for the defendant following a mid-trial dismissal of the case and the exclusion of plaintiff's expert testimony.

CAB is expanding its litigation practice representing claimants in multi-million-dollar insurance coverage disputes after the wrath of Hurricane Maria. CAB is also expanding its health-law regulatory and litigation practice. CAB anticipates that there will be a surge in economic activity in Puerto Rico after the hurricanes from the influx of government funds for the reconstruction and privatization of the electric utility power company. Please contact Ricardo Casellas for more information.

Day Pitney ó Day Pitney LLP announced that Chase T. Rogers, retired Chief Justice of the Connecticut Supreme Court, will join the firm's Hartford office as a partner in the Litigation Department and as a member of the Appellate practice group on March 19, 2018.

In January 1998, Rogers was sworn in as a Connecticut Superior Court judge. Her assignments included serving as the presiding judge for civil matters in the Stamford-Norwalk Judicial District and four years as the judge on the Complex Litigation Docket in Stamford. In March 2006, Rogers was sworn in as an Appellate Court judge and on April 25, 2007, she was sworn in as Chief Justice of the Connecticut Supreme Court. The Governor nominated her for another eight-year term on March 31, 2015, and she was sworn in on April 22, 2015. Among Rogers's many accomplishments as Chief Justice, she is credited with restructuring the civil justice system to reduce costs and improve access to justice for litigants as well as embedding a culture of openness and transparency in the judicial branch.

At Day Pitney, Rogers will continue to serve on the State Justice Institute's (SJI) Board of Directors, where she was appointed in December 2010 by President Barack Obama. She will also serve on the board of the Center for Human Trafficking Court Solutions (CHTCS) as well as provide consulting services to the Institute for the Advancement of the American Legal System (IAALS). In addition, she will continue in her role as an adjunct professor at the University of Connecticut School of Law.

Rogers received her B.A. from Stanford University and her J.D. from Boston University School of Law.

Ice Miller - Ice Miller LLP is proud to announce IJGlobal, a project finance and infrastructure journal, has recognized its work on The Ohio State University Comprehensive Energy Management Project as the 2017 North American Social Infrastructure and Overall Deal of the Year. (See attached news release.)

Locke Lord ó Locke Lord is working with the Sologaro firm in connection with a litigation matter in Mexico. Locke Lord is also assisting the Varnum regarding a contract dispute matter pending in Texas.

A Locke Lord deal team of Wing Cheung, Roger Wong, Max Hui and Clare Tsang (all of Hong Kong) advised Pride Success Enterprises Limited, an indirect wholly-owned subsidiary of Elegance Optical International Holdings Limited (Stock Code: 907), in its acquisition of the majority issued shares in Filmko Culture Limited and certain related indebtedness at an aggregate consideration of HK\$330 million. The principal business of the target group is film distribution in China. (See attached news release.)

Montgomery Andrews ó Montgomery & Andrews, P.A. was founded on the core principles of excellence, integrity and professionalism which continue to guide our practice today. Committed to providing the highest quality of legal services, we are a vital and growing law firm, delivering practical, innovative legal solutions to local, regional and national clients of all sizes. Businesses and individuals who bring their legal matters to M&A find:

- **Effective solutions.** Our attorneys are trained to listen carefully to client concerns, analyze the available legal strategies and vigorously implement the client's decisions. M&A employs specific knowledge and in-depth experience across a broad spectrum of practice areas.
- **Dynamic attorneys.** Given the broad scope of our practice, M&A attorneys utilize a variety of approaches to solving our clients' problems. We've built a talented, diverse staff, capable of doing whatever a situation requires, from delicate negotiations on the finer points of regulatory compliance to aggressive litigation of commercial interests. We pride ourselves on our collegial, respectful working environment and our close collaboration with the clients we serve.

- **An established practice.** Founded in 1936, we are one of the larger firms in New Mexico. M&A is known for the breadth and depth of our trial and regulatory experience and our familiarity with the procedures and personnel of New Mexico courts and government. We seek to build lasting relationships with our clients based on reliable delivery of high quality legal servicesó on time and at reasonable rates. M&A also boasts a long history of public service to Santa Fe and New Mexico.

Montgomery & Andrews represents major corporations, government entities, institutions, small companies and private individuals doing business throughout New Mexico. Our **commercial law** practice assists companies of all sizes in all stages of development. Our **environmental law** and natural resources attorneys help companies manage regulatory compliance and balance the competing values of commerce and preservation. As the preeminent **healthcare law** practice in the state, M&A supports institutional providers and sole practitioners. We also represent design professionals, medical professionals and legal professionals in **professional liability** lawsuits. These are only a few of our areas of concentration; please visit the pertinent pages on this website to see other areas of expertise.

Oldham Li & Nie ó Our firm is being instructed on a regular basis not only by overseas clients but also by Hong Kong clients who are the victims of cyber fraud, where monies are being transferred into the Hong Kong banking system. This in part means reporting to the Hong Kong Police and or obtaining injunctive relief in the Court system, typically on an ex-parte basis in the High Court to freeze monies and return to the rightful owners. We see this as an indication of the level of fraudulent cyber activity worldwide and is an area where OLN has the necessary expertise, experience and man power to assist on a prompt and efficient basis.

Oldham, Li & Nie received the following rankings in 2017-2018:

The Legal 500 2018

Adam Hugill ó Labour & Employment
 Vera Sung ó Intellectual Property
 Richard Healy ó Litigation

Doyle’s Guide 2018

Recommended Leading Lawyer ó Stephen Peaker ó Hong Kong Family & Divorce Law

Chambers Asia Pacific 2017

Senior Statesman: Distinguished ó Gordon Oldham ó Corporate / M&A
 Oldham, Li & Nie ó Corporate / M&A
 Christopher Hooley ó Corporate / M&A
 Tracy Yip ó Corporate / M&A
 Tony Chik ó Corporate / M&A
 Oldham, Li & Nie ó Employment
 Adam Hugill ó Employment
 Christopher Hooley ó Employment
 Oldham, Li & Nie ó Family / Matrimonial
 Stephen Peaker ó Family / Matrimonial

Richard Healy ó Dispute Resolution: Litigation
Alfred Ip ó Dispute Resolution: Litigation

Asialaw Profiles 2017

Outstanding ó Oldham, Li & Nie ó Labour & Employment
Highly Recommended ó Oldham, Li & Nie ó Corporate/M&A

Perlman Vidigal - Perlman Vidigal Godoy Advogados is pleased to announce that Claudio D.D. Gomez will be joining founding-partner Marcelo Perlman as co-coordinator of the Corporate and Acquisitions area. With over 15 years of experience, Gomez has been with the firm since 2015, contributing to the area's expansion through his performance and leadership on key cases.

“Our expectations for the firm and the year are for growth, and Claudio's promotion to partner, due to his quality, consistency and commitment to our values, is part of this context”, explains Marcelo Perlman, who highlights Claudio's pivotal role in strengthening the firm's culture and talent development and retention capacity.

For Claudio, the Corporate and Acquisitions area, like all the firm's other departments, is growing in strides, and the main challenge now is to expand strategically. “In addition to pressing ahead with our expansion drive, we plan to bolster our pursuit of excellence and our vocation for handling strategic cases, with the emphasis always on quality service provision”, says Claudio.

Claudio D.D. Gomez graduated from the Universidade de São Paulo, holds a specialization in business administration from Fundação Getúlio Vargas (FGV ó CEAG) and a Master's Degree in Law (LL.M) from Albert-Ludwigs-Universität, in Freiburg, Germany. PVG's new partner has previously worked at the law firms Pinheiro Neto, Levy & Salomão and Lobo & de Rizzo, and the construction company Odebrecht. He comes recommended by international law publications, including The Legal 500 Latin America and Latin American Corporate Counsel Association ó LACCA

Our firm's different practice areas and partners have been recently recognized by the publications Chambers and Partners: Global, IFLR 1000 and Leaders League, and Luciano Godoy, co-head of litigation, was nominated as one of Brazil's best arbitrators by Leaders League.

Additionally, PVG had 6 practices and 11 lawyers recommended by the latest edition of The Legal 500 Latin America, including 2 associates recommended as “Next Generation Lawyers”.

PVG has actively participated in the discussions of the ruling proposal by Brazilian Central Bank (BACEN) on fintech credit, advising clients on formal responses to BACEN's public consultation on the new ruling as well as on potential new business opportunities that might arise once the regulation is enacted. PVG has also hosted an event, in October 2017, with the participation of a senior officer of BACEN and some of the most important players in this market to discuss the main challenges and potential improvements to the proposed regulation.

Potter Anderson – Several recent developments have reinforced our reputation as a preferred firm of choice for clients and counsel with Delaware legal needs:

Led by Matt Fischer and Don Wolfe, Potter Anderson secured a significant corporate litigation victory for SoftBank Corp., one of Potter Anderson's long-standing clients. SoftBank was sued by stockholders of Clearwire Corp. relating to its 2013 acquisition by Sprint and Softbank. The case was litigated over several years and after a 10-day trial in the Delaware Court of Chancery, the Court ruled in favor of Sprint and SoftBank on all claims. Plaintiffs had argued that Sprint as a controller of Clearwire breached its fiduciary duties, aided and abetted by SoftBank, and that Clearwire was worth approximately \$16 per share at the time of the deal, over three times the \$5 deal price. The Court rejected plaintiffs' breach of fiduciary duty claims, and agreed with SoftBank and Sprint that Clearwire was worth significantly less than the deal price. Because plaintiffs had rejected the deal price and sought appraisal of their Clearwire shares, they were only entitled to the lower amount.

Don Wolfe, our longtime representative to BCI, has been appointed chair of the Delaware State Committee of the American College of Trial Lawyers for 2017-2018. He has been a fellow of the College since 2010.

Law360 named Potter Anderson one of four "Delaware Powerhouse" firms, noting that "Potter Anderson boasts one of the largest rosters of attorneys in the state, with 90 lawyers in its Wilmington and Dover offices focused solely on Delaware law, giving it an edge when litigating before the state's accomplished and respected judges in the federal courts and the Chancery Court."

Effective January 1, we elected a new chair. Kathleen Furey McDonough, a nationally recognized employment attorney, is the first woman to be elected chair in Potter Anderson's 192-year history as well as the first woman to lead a major Delaware law firm.

Rousaud Costas – We are pleased to say that the last few months have been fruitful. Here's what's been going on lately:

- RCD expands the Corporate and commercial area with two new Partners: the firm is joined by Federico Belausteguigoitia, a recognized expert in the Corporate and Energy/Aviation sectors, and José María Pastrana, who has more than 15 years of experience in M&A, finance and listed companies.
- The countdown for the application of the EU General Data Protection Regulation has begun! More information about how this will impact Non-EU companies is available on our website:
- Ignasi Costas was a speaker at the GSMA Mobile World Congress, the world's largest exhibition for the mobile industry, as a part of the program for 4YFN (Four Years From Now), the congress's leading business platform for start-ups and investors.
- RCD has been recognized as a top legal advisor in Private Equity and Venture Capital:
 - Chambers & Partners has ranked the firm in Band 1 for Private Equity: Venture Capital.

- Pitchbook has ranked RCD as the second most active firm in the Venture Capital market across Europe in 2017. We are the only Spanish firm to be ranked both in the European and Global Ranking (Please see attached results).
- These recognitions back the data of the main ranking for the Iberian market, Transactional Track Record (TTR), which since 2015 has ranked us as the main advisor by volume of transactions in the venture capital market.

Solcargó ó Our firm is assisting Locke Lord in a litigation matter in Mexico. We are also assisting the Varnum firm in a litigation matter.

Reminder regarding the annual obligations of the Mexican companies pursuant to Mexican Law. Annual Corporate Obligations of the Company published March 15, 2018. (See attached news release.)

The new Financial Technologies Law and other amendments to financial regulations have been published and Fintechs will have between six months and a year to adjust to the new regulations. (See attached news release.)

Solomon Ward ó Stephen T. Toohill has joined the firm of Solomon Ward Seidenwurm & Smith LLP as a partner. Prior to joining the firm, Toohill was a partner at Dentons, a global law firm. (See attached news release.)

Turner Padgett ó Our firm has announced that all five attorneys previously associated with Augusta, Ga., law firm Warlick, Stebbins, Murray, & Chew, LLP, have joined Turner Padgett effective February 1. Turner Padgett is now expanding its presence in the Central Savannah River Area after opening its sixth office in Augusta last May. With today's additions, Turner Padgett now has seven lawyers based in Georgia and an additional three licensed to practice in the state. These attorneys will practice in offices in downtown Augusta and Martinez.

“Our client service model is built on efficiency and the reputation of outstanding lawyers,” said R. Wayne Byrd, chief executive officer of Turner Padgett. “The addition of Warlick, Stebbins, Murray & Chew’s attorneys further supports our ability to respond promptly and strategically to our clients’ legal needs in Georgia.” (See attached news release.)

Varnum - On March 13, 2018, the Internal Revenue Service (the "Service") announced its plan to close its 2014 Offshore Voluntary Disclosure Program (OVDP) effective Sept. 28, 2018. The Service indicated that its announcement was intended to provide notice to taxpayers early enough to allow them to take advantage of the program before the closing date.

The current OVDP began in 2014 and is a modified version of prior programs offered in 2012, 2011, and 2009. These programs have generally allowed United States taxpayers to voluntarily resolve past non-compliance related to foreign financial assets, including non-compliance related to foreign information returns.

Since the first OVDP in 2009, more than 56,000 taxpayers have used one of the programs. Those taxpayers remitted approximately \$11.1 billion in unpaid taxes, interest and penalties.

While the number of disclosures under the OVDP has decreased in recent years, the Service has experienced advances in third-party reporting and both civil and criminal actions have increased awareness of U.S. taxpayers regarding offshore tax and reporting obligations.

Since the OVDP began in 2009, the Service's Criminal Investigation Division has indicted more than 1,500 taxpayers related to international activities, including 671 taxpayer indictments for international criminal tax violations.

The Service's announcement reaffirms its commitment to offshore enforcement and states: "[t]he IRS remains actively engaged in ferreting out the identities of those with undisclosed foreign accounts with the use of information resources and increased data analytics stopping offshore tax noncompliance remains a top priority of the IRS." Taxpayer Options Remain - The current OVDP remains an option until September 28, 2018. This allows sufficient time for taxpayers to take quick action if the OVDP is a viable option. In addition, the Streamlined Filing Compliance Procedures, which constitute a separate program for taxpayers with specific fact-situations related to international non-compliance matters, reportedly will remain in effect. There are strict and specific requirements for both the soon-to-close OVDP, and the Streamlined Program. Taxpayers with unreported foreign financial accounts and similar issues now face a very real deadline that may significantly limit their future options. (See attached news release.)

Williams Mullen ó On March 21, 2018, Village Bank, a community bank headquartered in Midlothian, Va., announced they had completed the private placement of an aggregate \$5.7 million of fixed-to-floating rate Subordinated Notes due 2028 to certain qualified institutional and accredited investors. Williams Mullen attorney Ben McCall represented Village Bank throughout the process. Click below to read a press release announcing the deal. (See attached news release.)

COMMENTS:

Montgomery Andrews ó Suggests that BCI should consider having more programming around how to network and market for the younger firm members could be helpful.

Perlman Vidigal ó Suggestion to consider increasing efforts to expand the organization's international base of firms; organizing meetings in different countries; adopting initiatives to spread out information about BCI and its coverage within member firms in their various locations so that partners (even if not actively involved with the organization) know of the multi-state/jurisdictional legal resources that may be available to them and their clients. Specific initiatives suggested in prior newsletter.

Business Counsel will be sending emails on a regular basis to all our members to continue the effort of constant contact and dialogue between our members. We want to be sure to keep Business Counsel in the spotlight to make all members and their colleagues aware of who we are and what we can do to assist all member firms cross-market their practices and firms across our organization.

I look forward to seeing you all at our upcoming conference scheduled to take place on May 4 ó 5, 2018 at the Boulders Resort and Spa located in Carefree, AZ.

Safe travels!

~Ken

J. Kenneth Carter, Chair
Business Counsel, Inc.



March 16, 2018

Related

- Public-Private Partnerships (P3s)

Ice Miller LLP Wins IJGlobal 2017 North American Social Infrastructure and Overall Deal of the Year Award

Ice Miller LLP is proud to announce IJGlobal, a project finance and infrastructure journal, has recognized its work on The Ohio State University Comprehensive Energy Management Project as the 2017 North American Social Infrastructure and Overall Deal of the Year.

Ice Miller was an integral part of The Ohio State University legal team on a public-private partnership (P3) deal with a private concessionaire on a far-reaching transaction involving the university's energy and utility systems. On April 7, 2017, The Ohio State University Board of Trustees approved the Comprehensive Energy Management Project, which leases the university's energy assets to a private company.

The deal provides for a 50-year lease agreement with Ohio State Energy Partners and includes a \$1.015 billion upfront payment to the university and a \$150 million commitment to support academics, including financial aid and compensation for faculty and staff.

The deal, which is the largest higher education energy deal in the United States, positions the university to become an international leader in sustainability while providing new resources to advance teaching, learning and research.

"Ice Miller was proud to serve as legal counsel to the university on this innovative and complex transaction," said Jeff Lewis, Ice Miller partner and lead of the P3 Group. "This deal brings significant revenue and resources to the university and could be a model concept for other universities."

IJGlobal is the platform for market makers to develop key relationships and partnerships to generate leads, build business and deliver projects. IJGlobal provides access to a team of global infrastructure market experts and the largest database in the industry. By tracking projects throughout the lifecycle, IJGlobal provides detailed information on financial structure, policy, pricing and key players influencing transactions and trends.

The award was presented at the 2017 IJGlobal Americas Awards Dinner and Ceremony on March 15 in New York. The annual gala dinner acknowledges innovation and excellence in energy and infrastructure finance markets across the

Americas.

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About Ice Miller LLP

Ice Miller LLP is a full service law firm dedicated to helping our clients stay ahead of a changing world. With over 340 legal professionals in seven offices, we advise clients on all aspects of complex business issues across more than 20 practice areas. Our clients include emerging growth companies, FORTUNE 500 corporations, municipal entities and nonprofits. Learn more about Ice Miller and our client commitments.

This press release is intended for general information purposes only and does not and is not intended to constitute legal advice.

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ELEGANCE OPTICAL INTERNATIONAL HOLDINGS LIMITED

高雅光學國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 907)

**MAJOR TRANSACTION
IN RELATION TO THE ACQUISITION OF 60% OF ALL THE ISSUED
SHARES OF FILMKO CULTURE LIMITED AND
SHAREHOLDER'S LOAN OWING BY
FILMKO ENTERTAINMENT LIMITED
INVOLVING ISSUE OF
NEW SHARES UNDER SPECIFIC MANDATE**

Financial adviser to the Company



英皇融資有限公司
Emperor Capital Limited

THE ACQUISITION

The Board is pleased to announce that on 22 January 2018 (after trading hours), the Purchaser, the Vendor and the Guarantor entered into the S&P Agreement, pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, (a) the Sale Shares, representing 60% of all the issued shares of the Target Company; and (b) the Shareholder's Loan, at a total consideration of HK\$330,000,000 in aggregate. The Consideration will be satisfied partly by cash and partly by the issue and allotment of the Consideration Shares.

LISTING RULES IMPLICATIONS

As the Acquisition was entered into within 12 months after completion of the Previous Acquisition, and the Vendor is an associate (as defined in Rule 14A.06(2) of the Listing Rules) of the vendor of the Previous Acquisition, for the purpose of calculating the percentage ratios (as defined in Rule 14.07 of the Listing Rules) the Combined Acquisitions shall be treated as if they were one transaction pursuant to Rule 14.22 of the Listing Rules. As one or more of the aggregate applicable percentage ratios, in respect of the Combined Acquisitions exceed 25%, but are all less than 100%, the transactions under the Combined S&P Agreements constitute a major transaction for the Company and is subject to reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

A SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve, among other things, (i) the S&P Agreement and the transactions contemplated thereunder; and (ii) the granting of the Specific Mandate to issue and allot the Consideration Shares.

A circular containing, among other things, (i) further details of the S&P Agreement and the transactions contemplated thereunder; (ii) the financial information of the Target Group; (iii) the financial and other information of the Group; (iv) the unaudited pro forma financial information of the Group as enlarged by the Acquisition; (v) the valuation report to be prepared by an independent valuer on the Target Group; (vi) the notice of the SGM; and (vii) other information as required under the Listing Rules, will be despatched to the Shareholders as soon as possible. As additional time is required for the Company and the professional parties to prepare the relevant information for inclusion in the circular, the circular is expected to be despatched to the Shareholders on or before 31 March 2018.

As Completion is subject to the fulfillment or waiver (as the case may be) of various conditions precedent as set out in the S&P Agreement, the Acquisition and the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

THE ACQUISITION

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THE S&P AGREEMENT

Date

22 January 2018 (after trading hours)

Parties

Purchaser: Pride Success Enterprises Limited (榮成企業有限公司), a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company

Vendor: Alex Film Limited, a company incorporated in the BVI with limited liability

Guarantor: Mr. Wong Hoi Fung, the legal and beneficial owner of 72% of the issued share capital of Alex Film Limited

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Vendor and the Guarantor is an independent third party of the Company, and not connected with the Company or connected persons of the Company.

Subject matters of the Acquisition

Pursuant to the S&P Agreement, the Purchaser has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, subject to fulfilment or waiver (as the case may be) of the conditions precedent, (a) the Sale Shares, representing 60% of all the issued shares of the Target Company; and (b) the Shareholder's Loan.

Unless the purchase of all the Sale Shares and the Shareholder's Loan is completed simultaneously, the Purchaser shall not be obliged to complete the purchase of any of the Sale Shares and/or the Shareholder's Loan.

Consideration

The Consideration for the Acquisition is HK\$330,000,000, comprising (a) the Sale Shares Consideration in the sum of HK\$240,665,893 for sale and purchase of the Sale Shares; and (b) the Shareholder's Loan Consideration in the sum of HK\$89,334,107 for sale and purchase of the Shareholder's Loan being the dollar-to-dollar equivalent of the amount of the Shareholder's Loan.

The Consideration shall be settled by the Purchaser to the Vendor as follows:

- (a) as to HK\$95,000,000 by cash to be paid to the Vendor as follows: (i) the sum of HK\$71,000,000 shall be payable to the Vendor upon Completion; and (ii) the sum of HK\$24,000,000 (the "**Retention Amount**") shall be held by the Purchaser as retention money and shall be released to the Vendor upon full payment in relation to all liabilities in respect of the tax undertaking provided by the Vendor (details of which are set out in paragraph headed "Tax Undertaking of the Vendor" below) or utilized or otherwise applied to settle any liabilities of the Vendor if the relevant tax undertaking is not fulfilled; and
- (b) as to HK\$235,000,000 by the issue and allotment of 94,000,000 Consideration Shares to the Vendor at an Issue Price of HK\$2.50 per Consideration Share at Completion.

The Consideration was determined after arm's length negotiation between the Purchaser and the Vendor with reference, including but not limited to, (i) the preliminary assessment on the valuation of the Target Group prepared by an independent valuer, valuing 60% equity interest of the Target Group at approximately HK\$331,000,000 as at 31 December 2017 conducted by market approach with reference to comparable companies in the business sector; (ii) the unaudited consolidated management accounts of the Target Group as at 31 December 2016 and 31 December 2017 respectively; and (iii) the profit guarantee provided by the Vendor (details of which are set out in the paragraph headed "Consideration adjustment mechanism" below).

The Directors consider that the Consideration is fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

Consideration adjustment mechanism

It is agreed that the Consideration shall (where applicable) be adjusted as set out below.

In the event that each of the actual Audited Profit for 2018 or the actual Audited Profit for 2019 shall be less than HK\$50,000,000, the Sale Shares Consideration shall be adjusted by deducting the sum(s) calculated as follows (subject to a maximum deduction/adjustment of the aggregate sum of HK\$330,000,000), and the Vendor shall

pay an amount (the “**Reduced Amount**”) to the Purchaser in cash within fifteen (15) days after the relevant financial statements and the certificate certifying the amount of the Audited Profit for 2018 and the Audited Profit for 2019 (as the case may be) issued by the auditors of the Target Company are delivered to the Vendor:

(a) **Reduced Amount for 2018 = (HK\$50,000,000 – X) × 60% × 11**

Where: X = HK\$50,000,000 or the amount of the Audited Profit for 2018
whichever is the less

and

(b) **Reduced Amount for 2019 = (HK\$50,000,000 – Y) × 60% × 11**

Where: Y = HK\$50,000,000 or the amount of the Audited Profit for 2019
whichever is the less

The Consideration Shares

Upon Completion, the Company will allot and issue, credited as fully paid, an aggregate of 94,000,000 Consideration Shares at an issue price of HK\$2.50 per Consideration Share to the Vendor.

The 94,000,000 Consideration Shares represent (i) approximately 24.20% of all the existing issued shares of the Company; and (ii) approximately 19.49% of all the issued shares of the Company as enlarged by the issue of the Consideration Shares.

The Consideration Shares when allotted and issued, will rank *pari passu* in all respects among themselves and with all existing Shares then in issue on the date of such issue and allotment, including the right to receive all future dividends and distributions declared, made or paid by the Company on or after the date of the issue of the Consideration Shares.

The Issue Price of HK\$2.50 per Consideration Share was determined after arm’s length negotiation between the Company and the Vendor taking into account the recent prices of the Shares. The Issue Price represents:

- (i) a premium of approximately 22.6% over the closing price of HK\$2.04 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a premium of approximately 26.8% over the average closing price of HK\$1.972 per Share as quoted on the Stock Exchange for the last 5 trading days including and immediately preceding the Last Trading Day.

The Consideration Shares will be issued under the Specific Mandate to be granted by the Shareholders in the SGM. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. Details of the impact of the Consideration Shares on the shareholding structure of the Company are set out in the paragraph headed “Shareholding structure as a result of the Acquisition” in this announcement below.

Lock-up undertaking

From the date of the S&P Agreement until the 3rd anniversary of the Completion Date, except for the transactions contemplated hereunder or otherwise with the prior written consent of the Purchaser, the Vendor hereby warrants and undertakes it shall not sell or transfer or otherwise dispose of, or create any encumbrances on, its direct or indirect legal or beneficial interest or any other right, title, benefit or interest of whatsoever nature therein or thereto in respect of all or any of the Consideration Shares, or enter into any agreement or commitment to give or create any of the foregoing, save and except that:

- (a) the above restrictions shall not apply to five (5)% of the Consideration Shares after the 1st anniversary of the Completion Date; and
- (b) the above restrictions shall not apply to a further ten (10)% of the Consideration Shares after the 2nd anniversary of the Completion Date.

Tax undertaking of the Vendor

Pursuant to the S&P Agreement, the Vendor undertakes and agrees to complete all necessary reporting, filings and registration with the authorities in compliance with all applicable laws of the transactions contemplated by the S&P Agreement as soon as practicable following Completion and in any event within the stipulated time limit prescribed by applicable laws, and promptly pay all taxation arising from the transactions contemplated by S&P Agreement; and further covenants with the Purchaser to indemnify and will keep indemnified and save harmless the Purchaser (acting for itself and as trustee for the Target Group) and its assigns from and against any and all losses, claims, damages (including interest, penalties, fines and monetary sanctions), liabilities and costs incurred or suffered by the Purchaser and/or any companies of the Target Group by reason of, resulting from, in connection with, or arising in any manner whatsoever out of the breach of its undertaking, agreement, liabilities and obligations; provided that (i) the indemnity contained in the S&P Agreement shall be without prejudice to any other rights and remedies available to the Purchaser; and (ii) the Vendor shall not be liable for the indemnity contained in the S&P Agreement to the extent of those losses, claims, damages, liabilities and costs

which are solely and directly attributable to the breach of the relevant obligations of the Purchaser relating to assisting the Vendor in payment of such taxation by utilizing the Retention Amount as set out in the S&P Agreement.

Conditions precedent

Completion of the Acquisition is conditional upon:

- (a) there being no matter which will have a Material Adverse Effect on the Target Group before Completion;
- (b) all the warranties of the Vendor as set out in the S&P Agreement being true and correct in all material respects and remaining so from the date of the S&P Agreement up to Completion;
- (c) the Exclusive Distribution Agreement in form and substance reasonably satisfactory to the Purchaser having been entered into and taken effect, and remaining valid and binding on the parties thereto and enforceable in accordance with its terms as at Completion;
- (d) the certificate of incumbency and certificate of good standing in respect of each of the Vendor and the Target Company, in each case dated not more than five (5) Business Days before the Completion Date, in form and substance satisfactory to the Purchaser, having been delivered to the Purchaser;
- (e) the Purchaser having confirmed in writing that it is satisfied at its sole and absolute discretion with the results of its due diligence review on the Target Group;
- (f) the Shareholders (other than those who are registered to abstain from voting under the Listing Rules and the Takeovers Code) passing at the SGM resolutions approving the entering into, execution, delivery and performance of the S&P Agreement and the transactions contemplated thereunder, including without limitation the purchase of the Sale Shares and the Shareholder's Loan, by the Purchaser and the issue and allotment of the Consideration Shares to the Vendor, and giving any other approvals or notifications as may be required under the Listing Rules;
- (g) all necessary consents in relation to the transactions contemplated under the S&P Agreement having been obtained by the Purchaser and the Company, including without limitation such consents (if appropriate or required) of the Stock Exchange and the SFC and any relevant governmental or regulatory authorities and other relevant third parties in Hong Kong, the PRC or elsewhere which are required for the entering into, execution, delivery and performance of the S&P Agreement and the transactions contemplated thereunder, including without

limitation the purchase of the Sale Shares and the Shareholder's Loan by the Purchaser and the issue and allotment of the Consideration Shares to the Vendor, having been obtained;

- (h) (if required) the Company having obtained the approval of any relevant government or regulatory authorities under all applicable laws in respect of the increase in the authorized share capital of the Company, as well as the issue and allotment of the Consideration Shares to the Vendor; and
- (i) the Company having obtained an approval at its own cost from the Stock Exchange for the listing of and permission to deal in the Consideration Shares and such listing and permission not being subsequently revoked prior to the issue and allotment of the Consideration Shares.

The Purchaser may waive in writing the conditions precedent (a) to (e) as set out above at its sole and absolute discretion. If any of the conditions precedent set out above shall not have been fulfilled or waived in writing at or before 5:00 p.m. on 21 April 2018, the S&P Agreement shall lapse and thereupon the S&P Agreement and everything therein contained shall (except the confidentiality obligations and certain clauses as specified therein), subject to the liability of any party under the S&P Agreement to the other in respect of any antecedent breach of the terms under the S&P Agreement, be null and void and of no further effect; provided that notwithstanding any other provisions under the S&P Agreement to the contrary, the maximum liability of (a) the Vendor and/or the Guarantor, or (b) the Purchaser (as the case may be), for such antecedent breach (if any) in the event the S&P Agreement shall lapse shall not exceed HK\$5,000,000 in aggregate.

Completion

Completion will take place on the fifth (5th) Business Day after all the conditions precedent having been fulfilled or waived (as the case may be) (or any other date as the Vendor and the Purchaser may agree in writing).

Upon Completion, the Target Group will become an indirect non-wholly owned subsidiary, owned as to 60% by the Company and 40% by the Vendor, and the financial results of the Target Group will be consolidated into the Group's financial statements.

Guarantee

The Guarantor as primary obligor shall unconditionally and irrevocably guaranteed by way of continuing guarantee to the Purchaser the due and punctual performance and observance by the Vendor of all its obligations, commitments, undertakings, agreements, warranties, indemnities and covenants under or pursuant to the S&P Agreement and agreed to indemnify and keep indemnified the Purchaser in full from

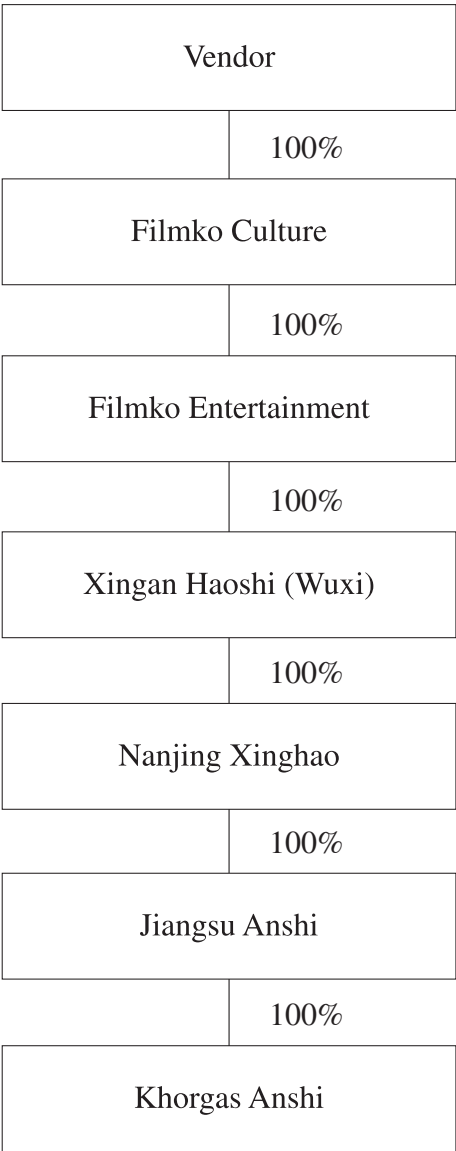
and against all liabilities, losses, damages, claims, costs and expenses (including legal costs and expenses) which the Purchaser may suffer through or arising from any breach by the Vendor of such obligations, commitments, undertakings, agreements, warranties, indemnities or covenants.

INFORMATION OF THE TARGET GROUP

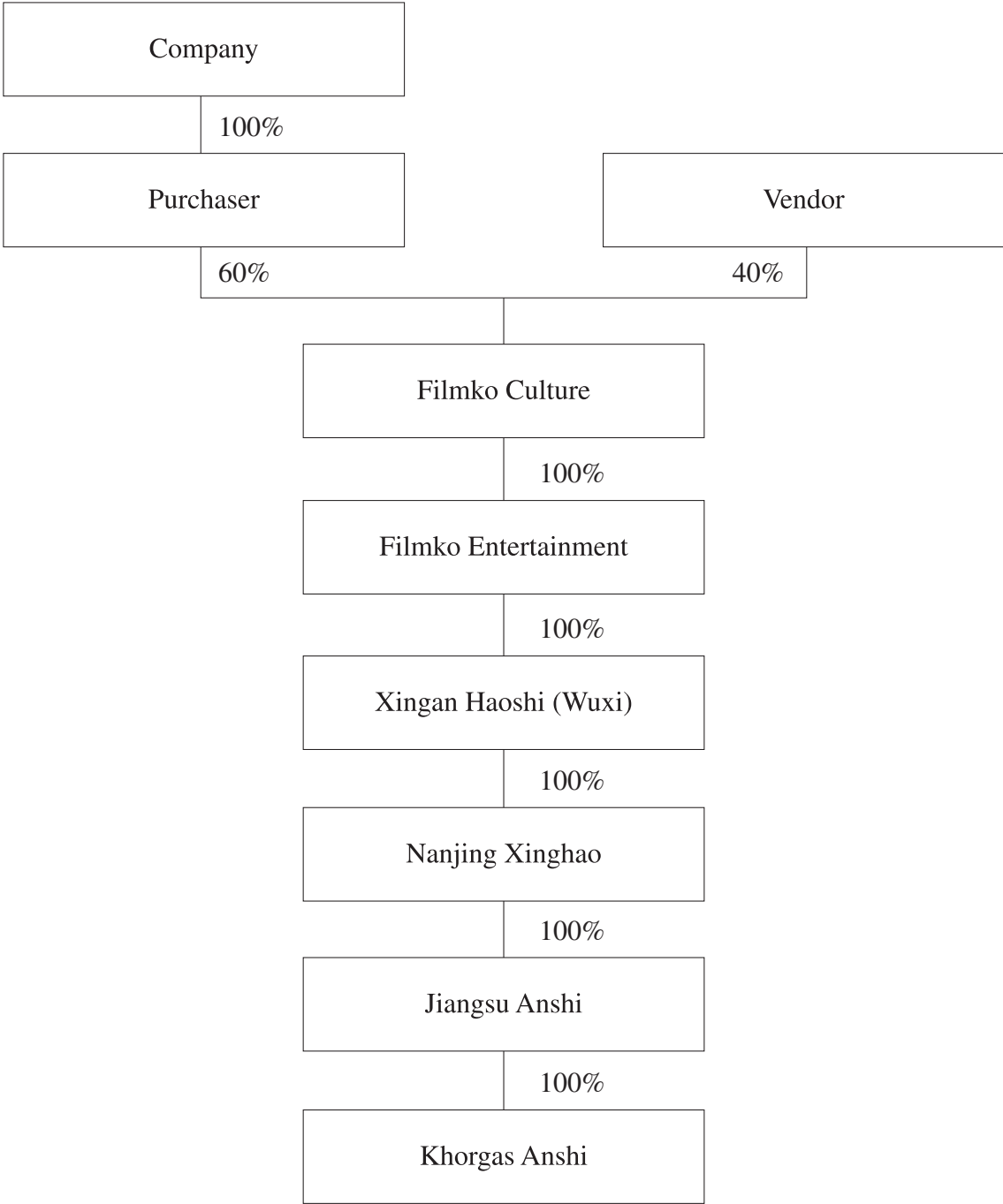
Shareholding structure

Set out below is the shareholding structure of the Target Group (a) as at date of this announcement; and (b) immediately after Completion.

(a) *As at date of this announcement:*



(b) *Immediately after Completion:*



Business

The Target Company is an investment holding company incorporated in the BVI with limited liability and owned as to 100% by the Vendor as at the date of this announcement.

Nanjing Xinghao is an investment holding company incorporated in the PRC with limited liability and directly wholly owned by Xingan Haoshi (Wuxi) which is an investment holding company incorporated in the PRC with limited liability. Xingan Haoshi (Wuxi) is directly wholly owned by Filmko Entertainment which is an investment holding company incorporated in Hong Kong with limited liability. Filmko Entertainment is directly wholly owned by the Target Company.

Khorgas Anshi and Jiangsu Anshi are companies incorporated in the PRC with limited liability. Khorgas Anshi is directly wholly owned by Jiangsu Anshi which is directly wholly owned by Nanjing Xinghao. Jiangsu Anshi and Khorgas Anshi (collectively, the “**Principal Operating Companies**”) are the operating companies of the Target Group which are principally engaged in the business of films distribution in the PRC and have distributed various films produced or released by Filmko China.

Financial

Set out below is the unaudited consolidated financial information of the Target Group for the year ended 31 December 2016 and 31 December 2017:

Target Group

	Year ended 31 December 2016 (Unaudited) RMB'000	Year ended 31 December 2017 (Unaudited) RMB'000
Profit before taxation	32,153	8,496
Profit after taxation	24,353	8,496
		Year ended 31 December 2017 (Unaudited) RMB'000
Net liabilities		62,497

The Target Group underwent a reorganisation and a number of companies within the Target Group (including the Principal Operating Companies) were acquired and consolidated into the Target Group in the year of 2017. The above financial information has been prepared under the principles of common control combination as if the Target Company had been the holding company of such companies throughout the period from 1 January 2016 to 31 December 2017.

Shareholders and investors are urged to look at the audited figures of the Target Group which will be published in the Company's circular to be dispatched as soon as practicable.

INFORMATION OF THE VENDOR AND THE GUARANTOR

The Vendor is an investment holding company incorporated in the BVI and owned as to 72% by the Guarantor.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, each of the Vendor and the Guarantor is an independent third party of the Company, and not connected with the Company or connected persons of the Company.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the manufacture and trading of optical frames and sunglasses, property investment, securities investment and money lending. In order to diversify its business and income streams in October 2017, the Group entered into the Previous Acquisition and acquired the entire equity interest of Filmko Pictures (Hong Kong) Co., Limited, a film distributor engaging in film distribution mainly in Hong Kong and other regions (excluding the PRC).

The film industry in the PRC has been growing rapidly in the past few years. According to the data released from State Administration of Press, Publication, Radio, Film and Television of the People's Republic of China, on 31 October 2017, box office in PRC rose from approximately RMB17.07 billion in 2012 to approximately RMB55.911 billion in 2017, representing a compound annual growth rate of 26.78%, ranked the second largest film market in the world, just behind the United States of America. The numbers of screens of the PRC in 2017 was 50,776, ranking the first in the world. In light of the huge potential of the PRC film market, the Group has decided to tap into it by acquiring a 60% equity interest of the Target Company, which is engaged in film distribution business in the PRC from the Vendor.

The Company believes that the Acquisition can further broaden its existing business scope as well as its revenue base, and provides the opportunity to enter into the PRC film market which has very exciting prospects. In addition, the distribution and other rights (as described below) granted to the Target Group may present business opportunities with the Group in developing its own branded business under its optical frames and sunglasses segment in the PRC.

It is intended that, after completion of the Acquisition, the Group may endeavor to expand its film distribution business with independent film producers, and that it may consider to enter into other parts of the film industry such as film investment and/or talent agency when risks and rewards are justified.

Benefit of the exclusive films distribution right

Filmko China, an associate of the Vendor, and Khorgas Anshi will enter into the Exclusive Distribution Agreement before Completion. It is expected that Filmko China shall grant the exclusive films distribution rights in the PRC to Khorgas Anshi for all films in respect of which Filmko China (and/or its associated parties) is the lead-presenter (主導出品方) for fifteen (15) years from the Completion Date. The terms of the Exclusive Distribution Agreement are under negotiation and shall be in form and substance reasonably satisfactory to the Purchaser.

Filmko China is one of the major film production companies in the PRC which has produced films with box office amounted to approximately RMB2,267 million in aggregate. The Company considers that the exclusive films distribution rights to be granted by Filmko China would place the Group in a privileged position to participate in the film distribution projects that the Company considers favorable after Completion and bring along with potential benefit to the Group.

Upon the Completion, the Vendor and its associates (including Filmko China), will become connected persons of the Company. The transactions contemplated under the Exclusive Distribution Agreement will constitute connected transaction(s) of the Company under Rule 14A of the Listing Rules. The Company will comply with the Listing Rules as and when the distribution agreement of any particular film is materialized.

The Directors are of the view that the terms of the Acquisition including the abovementioned exclusive films distribution right granted by Filmko China are fair and reasonable and in the interest of the Company and Shareholders as a whole.

SHAREHOLDING STRUCTURE AS A RESULT OF THE ACQUISITION

Set out below is the summary of the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon Completion (assuming no further Shares will be issued or repurchased between the date of this announcement and the Completion Date):

	As at the date of this announcement		Upon Completion	
	No. of Shares	Approx.%	No. of Shares	Approx.%
Wealth China Worldwide Limited (<i>Note 1</i>)	94,199,123	24.26	94,199,123	19.53
Public Shareholders				
The Vendor	—	—	94,000,000	19.49
Other public Shareholders	<u>294,170,000</u>	<u>75.74</u>	<u>294,170,000</u>	<u>60.98</u>
Total	<u>388,369,123</u>	<u>100.00</u>	<u>482,369,123</u>	<u>100.00</u>

Note:

1. Wealth China Worldwide Limited is a company incorporated in the BVI with limited liability and beneficially owned by Ms. Sin Yuk Hung and Ms. Ma Yilin, and accordingly, Ms. Sin Yuk Hung and Ms. Ma Yilin are deemed to be interested in the relevant shares under the SFO.

LISTING RULES IMPLICATIONS

As the Acquisition is entered into within 12 months after the completion of the Previous Acquisition, and the Vendor is an associate (as defined in Rule 14A.06(2) of the Listing Rules) of the vendor of the Previous Acquisition, for the purpose of calculating the percentage ratios (as defined in Rule 14.07 of the Listing Rules) the Combined Acquisitions shall be treated as if they were one transaction pursuant to Rule 14.22 of the Listing Rules. As one or more of the aggregate applicable percentage ratios in respect of the Combined Acquisitions exceed 25%, but are all less than 100%, the transactions under the Combined S&P Agreements constitute a major transaction for the Company and is subject to reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

A SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve, among other things, (i) the S&P Agreement and the transactions contemplated thereunder; and (ii) the granting of the Specific Mandate to allot and issue the Consideration Shares. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the S&P Agreement. Therefore, no Shareholder is required to abstain from voting at the SGM.

A circular containing, among other things, (i) further details of the S&P Agreement and the transactions contemplated thereunder; (ii) the financial information of the Target Group; (iii) the financial and other information of the Group; (iv) the unaudited pro forma financial information of the Group as enlarged by the Acquisition; (v) the valuation report to be prepared by an independent valuer on the Target Group; (vi) the notice of the SGM; and (vii) other information as required under the Listing Rules will be despatched to the Shareholders as soon as possible. As additional time is required for the Company and the professional parties to prepare the relevant information for inclusion in the circular, the circular is expected to be despatched to the Shareholders on or before 31 March 2018.

As Completion is subject to the fulfillment or waiver (as the case may be) of various conditions precedent as set out in the S&P Agreement, the Acquisition and the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

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

“Audited Profit for 2018”	the audited consolidated net profit after taxation of the Target Group for the twelve (12) months ending on the Post Completion Date for 2018
“Audited Profit for 2019”	the audited consolidated net profit after taxation of the Target Group for the twelve (12) months ending on the Post Completion Date for 2019
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Acquisition”	the proposed acquisition of the Sale Shares and Shareholders' Loan by the Purchaser from the Vendor pursuant to the terms and conditions of the S&P Agreement

“Board”	the board of Directors
“Business Day(s)”	means any day (other than Saturday or Sunday or public holiday or any day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for business
“BVI”	the British Virgin Islands
“Consideration”	the Sale Shares Consideration together with the Shareholder’s Loan Consideration
“Combined Acquisitions”	the Acquisition and the Previous Acquisition
“Combined S&P Agreements”	the S&P Agreement and the Previous S&P Agreement
“Company”	Elegance Optical International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 907)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the S&P Agreement
“Completion Date”	on the fifth (5th) Business Days after the fulfilment or waiver (as the case may be) of the conditions precedent set out in the S&P Agreement or such other date as the parties may agree in writing prior to the Completion
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration Shares”	94,000,000 new Shares to be allotted and issued by the Company to the Vendor, credited as fully paid at an issue price of HK\$2.50 per Consideration Share
“Director(s)”	the director(s) of the Company

“Exclusive Distribution Agreement”	the exclusive distribution agreement to be entered into between Filmko China and Khorgas Anshi in respect of the exclusive films distribution rights in the PRC to be granted to Khorgas Anshi for all films in respect of which Filmko China (and/or its associated parties) is the lead-presenter (主導出品方) before Completion
“Filmko China”	Filmko Pictures Co., Ltd.* (星皓影業有限公司), a company established in the PRC with limited liability and is an associate of the Vendor
“Filmko Culture” or “Target Company”	Filmko Culture Limited (星皓文化有限公司), a company incorporated in BVI with limited liability and wholly owned by the Vendor
“Filmko Entertainment”	Filmko Entertainment Limited (星皓娛樂有限公司), a company incorporated in Hong Kong with limited liability and a direct wholly-owned subsidiary of the Target Company
“Group”	the Company and its subsidiaries
“Guarantor”	Mr. Wong Hoi Fung
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	the issue price of HK\$2.50 per Consideration Share
“Jiangsu Anshi”	Jiangsu Anshi Yingna Films Distribution Co. Limited* (江蘇安石英納電影發行有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Target Company
“Khorgas Anshi”	Khorgas Anshi Yingna Films Distribution Co., Ltd.* (霍爾果斯安石英納電影發行有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Target Company
“Last Trading Day”	22 January 2018, being the last trading day of the Shares prior to the release of this announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Material Adverse Effect”	a material adverse change in the condition (financial or otherwise), operations, assets, liabilities or prospects of the Target Group taken as a whole
“Nanjing Xinghao”	Nanjing Xinghao Film Culture Development Co., Limited* (南京星皓影視文化發展有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Target Company
“Post Completion Date for 2018”	the 1st anniversary of the last day of the month in which Completion shall take place
“Post Completion Date for 2019”	the 2nd anniversary of the last day of the month in which Completion shall take place
“PRC”	the People’s Republic of China which, for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Acquisition”	the acquisition of the entire equity interest of Filmko Pictures (Hong Kong) Co., Limited (星皓影業(香港)有限公司) pursuant to the previous S&P Agreement as disclosed in the announcement of the Company dated 27 October 2017
“Previous S&P Agreement”	the sale and purchase agreement dated 27 October 2017 entered into between Filmko China and the Purchaser in respect of the entire equity interest of Filmko Pictures (Hong Kong) Co., Limited (星皓影業(香港)有限公司)
“Purchaser”	Pride Success Enterprises Limited (榮成企業有限公司), a company incorporated in the BVI and an indirect wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC

“S&P Agreement”	the sale and purchase agreement dated 22 January 2018 entered into among the Vendor, the Purchaser and the Guarantor in respect of the sale and purchase of the Sale Shares and the Shareholder’s Loan
“Sale Shares”	the 6,000 shares held by the Vendor, representing sixty (60)% of all the shares issued by the Target Company, as at the date of the S&P Agreement and at Completion
“Sale Shares Consideration”	the total consideration payable by the Purchaser to the Vendor for the sale and purchase of the Sale Shares
“SFC”	the Securities and Futures Commission of Hong Kong
“SGM”	the special general meeting of the Company to be convened to approve, among other things, (i) the S&P Agreement and the transactions contemplated thereunder; and (ii) the granting of the Specific Mandate to allot and issue the Consideration Shares
“Share(s)”	ordinary issued share(s) with par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Shareholder’s Loan”	the sum of HK\$89,334,107 representing all the outstanding indebtedness owing by Filmko Entertainment to the Vendor as at the date of the S&P Agreement and at Completion, the benefit of which shall be assigned by the Vendor to the Purchaser upon Completion
“Shareholder’s Loan Consideration”	the consideration payable by the Purchaser to the Vendor for the sale and purchase of the Shareholder’s Loan
“Specific Mandate”	a specific mandate to allot and issue the Consideration Shares to be sought from the Shareholders at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Group”	the Target Company and its subsidiaries

“Vendor”	Alex Film Limited, a company incorporated in BVI with limited liability and owned as to 72% by the Guarantor
“Xingan Haoshi (Wuxi)”	Xingan Haoshi Culture Development (Wuxi) Co., Limited* (星安皓石文化發展(無錫)有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Target Company
“%”	per cent.

On behalf of the Board
Elegance Optical International Holdings Limited
Wong Chi Yan
Executive Director

Hong Kong, 22 January 2018

As at the date of this announcement, the executive Directors are Ms. Wong Chi Yan, Mr. Chan Wai Kit, Ms. Liu Shufeng and Ms. Ma Yilin and the independent non-executive Directors are Mr. Chan Wei, Mr. Chan Ming Kei, Mr. Wan Kin Man, Tony and Mr. Chen Youchun.

The English names of the PRC entities mentioned in this announcement and marked with “” are translation from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*

MARCH 15, 2018

Mexican Companies' Annual Corporate Obligations



Reminder regarding the annual obligations of the Mexican companies pursuant to Mexican Law.

Annual Corporate Obligations of the Company.

March 15, 2018

Pursuant to Mexican Law, companies must comply annually with the obligations described hereunder:

1. Annual Shareholders/Partners' Meeting.

An annual Shareholder's/Partners Meeting must be held within the following four months after the end of the fiscal year, that is no later than April 30th, in which the following must be approved:

or *Sociedad Anónima Promotora de Inversión*).

(d) Tax Compliance Report (*Informe sobre el cumplimiento de las obligaciones fiscales*) for fiscal year ended, when applicable.

(e) Managers and Examiner Fees

In the Annual Meeting, other matters may be addressed: (i) resignation, removal or appointment of Sole Manager/Director or any member of the Board of Managers/Directors, or granting/revocation of powers of attorney.

2. Partners/Shareholders Notice before the Mexican Federal Taxpayers' Registry.

If partners/shareholders of a Mexican company are residing abroad and not registered with the Mexican Federal Taxpayers' Registry, the company must file a list of such Partners/Shareholders before the Tax Administration Service (SAT) within three months after the fiscal year has ended, through a portal set up by SAT. Please note that this filing requires the use of Password and therefore should be made by the company's accounting department.

3. Annual Renewal before the Foreign Investment Registry.

Companies with foreign investment must be registered with the Foreign Investment Registry and renew its registration annually if during the last fiscal year any of the following account entries had been above \$110,000,000.00 (One hundred and ten million pesos 00/100 legal currency of the United Mexican States):

- Total assets.
- Total liabilities.
- Incomes (national and foreign).
- Expenditures (national and foreign).

The Annual Renewal shall be filed before the Ministry of Economy according to the following calendar:

First letter of the Corporate Name	Month
A-J	April
K-Z	May

4. Quarterly Update Report before the Foreign Investment Registry.

The company must also file a Quarterly Update Report within 10 (ten) business days after closure of the quarter (January-March, April-June, July-September, and October-December), if during such quarter there was a modification in the:

exceeding \$20,000,000.00 (Twenty Million Pesos).

(d) Variations in the balance of the account entries described below in an amount exceeding \$20,000,000.00 (Twenty Million Pesos):

- Accounts receivable/payable to subsidiaries, shareholders/partners and/or companies residing abroad which are part of the same corporate group but do not participate as shareholders/partners.
- Contributions for future capital increases.
- Capital reserves.
- Prior year's results (transferences from the result of the fiscal year to accrued results and/or dividends).

Please note that the amounts aforementioned may be modified by the National Commission of Foreign Investments (*Comisión Nacional de Inversiones Extranjeras*)

•••

Share publication:



← [COFECE issues opinion regarding ASA's trading exclusivity scheme of jet fuel in airports.](#)

[CENACE published the rates for the public service of operation for the period between March 1st and December 31st, 2018.](#) →

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MARCH 6, 2018

Fintech Law to become effective tomorrow. Next Steps.

[Fernando Eraña](#) [Carlos Eduardo Ugalde](#)



The new Financial Technologies Law and other amendments to financial regulations have been published today and Fintechs will have between six months and a year to adjust to the new regulations.

Today, the Official Gazette published the decree for the Financial Technology Law, which amends, supplements, and repeals several provisions in the Financial Institutions Law, the Securities Market Law, the General Law on Credit Organizations and Related Activities, the Financial Services Transparency and Regulation Law, Credit Information Companies Regulation Law, the Protection and Defense of the Financial Service User Law, the Law to Regulate Financial Groups, the Advanced E-Signature Law, the National Banking and Securities Commission Law, The Federal Law for the Prevention and Identification of Operations with Resources of Illicit Origin, and the General Law of Credit Instruments and Operations.

undergoing any kind of activity listed in the new Fintech Law, we recommend that you come to us first.

1. The Fintech Law will enter into effect tomorrow.

(a) From now on, the different authorities that supervise FTIs (the Ministry of Finance, the National Banking and Securities Commission, the National Commission for the Defense of Users of Financial Services, the National Commission for Retirement Savings, and the Central Bank) will have different timeframes within the next two years (between 6, 12, and 24 months) to issue several general provisions that regulate the industry.

(b) Once that they have issued the general provisions for the authorization to operate as a FTI, which will occur in **six months**, or at the latest by **September 10, 2018** (please see 3 below), Fintech companies currently in operation must obtain an authorization by the National Banking and Securities Commission (CNBV). Any entity that does not receive authorization by the CNBV, for whatever reason, must immediately suspend operations.

(c) From tomorrow onwards, digital platforms will be able to continue attracting funds like they have been doing up until this point, but there will be a timeframe of a year to regularize as they are issued the general provisions that will regulate this activity.

2. The Ministry of Finance (SHCP) will have a timeframe of **six months** to issue general provisions on the prevention of operations with resources of illicit origins and terrorism financing, as well as a presentation of reports on activities, operations, and services that FTIs provide to their clients.

3. The National Banking and Securities Commission (CNBV) will have the following deadlines to issues General Provisions on the following areas:

(a) 6 months:

- Basis of the organization, registration of granted authorizations to every FTI, and rules for obtaining their authorization.
- Rules to determine selection criteria for applicants, projects, information, and documents.
- Risk disclosure policies and operational responsibilities of FTIs.
- Information protection policies and confidentiality policies.
- Applicable rules for persons who directly or indirectly maintain or intend to maintain a social participation in the capital of the FTI, as well as the administrator or administrators (directors).
- Rules related to accounting and business continuity plans.
- Rules to determine the minimum capital requirement for FTIs.
- Policies for Disclosures, Risks, and Responsibilities for Business Operations.
- Rules to determine the resource limits that respective FTIs may maintain on behalf of their clients or that clients can have through an FTI.

information for investors on payment behavior of applicants.

- Necessary services for the operation of FTIs and services for which authorization is required.
- Reports that must be presented by FTIs to the National Banking and Securities Commission (CNBV).
- Formalities and requirements regarding the information gathered in the applications or information requirements formulated by the financial authorities.
- Temporary authorizations for Innovative Companies.
- Autocorrection Programs.

(c) 24 months:

- Integration of net capital.
- Data and information exchange.

4. The National Commission for the Defense of Users of Financial Services (CONDUSEF) will have:

(a) 3 months counted from the issuance of the General Dispositions, referred to in 3(a) above, to issue Federal Provisions on:

- Adhesion Contract Models.
- Management processes for legal claims and to diminish disputes between FTIs and their clients.

(b) 12 months to issue General Provisions on activities and operations, which FTIs are required to report to CONDUSEF.

5. National Commission for Retirement Savings (CONSAR) and the National Insurance and Bonding Commission (CNSF) will have:

(a) 6 months to issue the basis for the Innovative Companies registry.

(b) 12 months to issue General Provisions for the regulation of:

- Operations and revocations of temporary authorizations of Innovative Companies.
- Autocorrection Programs.

(c) 24 months to issue General Provisions on the exchange of information.

6. The Central Bank will have:

(a) 6 months to issue General Provisions on:

- Rules regarding the operations and activities performed by electronic fund institutions.
- Rules to determine the characteristics that virtual assets (cryptocurrencies) must have, as well as the buying and selling operations of such virtual assets.
- Rules on risk disclosures for the use of virtual assets.



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Daily Business Report

Stephen Toohill Joins Solomon Ward Seidenwurm & Smith

By SD Metro Magazine
March 13, 2018



Stephen T. Toohill has joined the firm of Solomon Ward Seidenwurm & Smith LLP as a partner. Prior to joining the firm, Toohill was a partner at Dentons, a global law firm.

Toohill joins Solomon Ward's real estate department. With more than 30 years of broad commercial real estate experience, he focuses on the representation of commercial, retail, hospitality, industrial and biotech developers, owners and tenants, in regards to acquisition, development, leasing and sale of improved and unimproved property.

Toohill is a frequent speaker on commercial leasing issues, as well as contributing author of the Continuing Education of the Bar Office Leasing Treatise. He holds a Martindale Hubbell AV Rating and has been ranked one of the Best Lawyers in America for real estate law since 2013. He was also

named a Top Lawyer by San Diego Magazine and one San Diego's Top Attorneys by The Daily Transcript.

Toohill received his J.D. from the University of Notre Dame Law School and his B.S. in accounting, magna cum laude, from Bradley University. He is a certified public accountant.

<http://www.sandiegometro.com/2018/03/daily-business-report-march-13-2018/>

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FOR IMMEDIATE RELEASE

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TURNER PADGET EXPANDS GEORGIA PRACTICE WITH FIVE SEASONED LAWYERS IN AUGUSTA

Augusta, Ga., Feb. 1, 2018- Turner Padget Graham & Laney, P.A. announces that all five attorneys previously associated with Augusta, Ga., law firm Warlick, Stebbins, Murray, & Chew, LLP, have joined Turner Padget effective February 1. Turner Padget is now expanding its presence in the Central Savannah River Area after opening its sixth office in Augusta last May. With today's additions, Turner Padget now has seven lawyers based in Georgia and an additional three licensed to practice in the state. These attorneys will practice in offices in downtown Augusta and Martinez.

Our client service model is built on efficiency and the reputation of outstanding lawyers, said R. Wayne Byrd, chief executive officer of Turner Padget. The addition of Warlick, Stebbins, Murray & Chew's attorneys further supports our ability to respond promptly and strategically to our clients' legal needs in Georgia.

The five attorneys joining Turner Padget are:

William Byrd Warlick

Warlick has been practicing law in Georgia for more than 50 years. He counsels clients with a variety of corporate, litigation and real estate related matters. He has served as general counsel to banks and bank holding companies, and has guided clients through commercial zoning and bond financing. An active member of the local community, he has served on numerous charitable and civic boards, and is a past president of the Augusta Bar Association.

Charles C. Stebbins, III

Stebbins represents clients involved in diverse legal disputes, including tort and probate matters, and much of his practice involves advocacy for business entities of all sizes that are involved in commercial disputes. He also brings significant experience in the area of creditors' rights, both in and out of bankruptcy courts. He is a past member of the Richmond County, GA. Board of Elections and has served for many years as an interviewer for the Harvard College Office of Admissions.

James S. (Jeb) Murray

Murray is licensed both in Georgia and South Carolina and focuses his practice in civil litigation, banking law, insurance defense, probate law, commercial lending, real estate and environmental law. He frequently appears before state, federal and appellate courts, and has tried dozens of cases before juries and judges. Murray is a two-term chairman of the Savannah River Land Trust's Board of Directors.

William Baxley Chew

Chew's practice centers upon the purchase, sale, financing and development of residential and commercial real estate. He also serves clients with needs related to probate and wills, and general business and corporate matters, including commercial transactions. He is a member of the State Bar of Georgia, the American and Augusta Bar Associations.

Jennifer T. Kerr

Kerr's practice is widespread in the areas of residential real estate, family law and probate matters. She has served as the child attorney representing dependent children in juvenile court and serves as a

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guardian ad litem in both the Richmond County and Columbia County Probate and Juvenile Courts. Kerr is a member of the Greater Augusta Association of Realtors Young Professionals Network, the Augusta Family Law Bar and she serves as Chapter president of a local business referral network, BNI.

Turner Padget's attorneys are Leaders in the Law. We provide straightforward, practical advice to meet our clients' legal needs. With a rich history as one of South Carolina's largest law firms, now expanding into neighboring states, and with offices strategically located in Augusta, Charleston, Columbia, Florence, Greenville and Myrtle Beach, our attorneys bring a deep understanding of court systems and laws, and what it takes to do business in the Southeast. For more information, please visit Turner Padget online at www.turnerpadget.com.

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Last Chance For Taxpayers: Offshore Voluntary Disclosure Program Will End September 28, 2018

AUTHORS

Eric M. Nemeth

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Tax Advisory

March 15, 2018

On March 13, 2018, the Internal Revenue Service (the "Service") announced its plan to close its 2014 Offshore Voluntary Disclosure Program (OVDP) effective Sept. 28, 2018. The Service indicated that its announcement was intended to provide notice to taxpayers early enough to allow them to take advantage of the program before the closing date.

The current OVDP began in 2014 and is a modified version of prior programs offered in 2012, 2011, and 2009. These programs have generally allowed United States taxpayers to voluntarily resolve past non-compliance related to foreign financial assets, including non-compliance related to foreign information returns.

Since the first OVDP in 2009, more than 56,000 taxpayers have used one of the programs. Those taxpayers remitted approximately \$11.1 billion in unpaid taxes, interest and penalties.

Criminal Indictments: Numerous And Likely To Continue

While the number of disclosures under the OVDP has decreased in recent years, the Service has experienced advances in third-party reporting and both civil and criminal actions have increased awareness of U.S. taxpayers regarding offshore tax and reporting obligations.

Since the OVDP began in 2009, the Service's Criminal Investigation Division has indicted more than 1,500 taxpayers related to international activities, including 671 taxpayer indictments for international criminal tax violations.

The Service's announcement reaffirms its commitment to offshore enforcement and states: "[t]he IRS remains actively engaged in ferreting out the identities of those with undisclosed foreign accounts with the use of information resources and increased data analytics . . . Stopping offshore tax noncompliance remains a top priority of the IRS."

Taxpayer Options Remain

The current OVDP remains an option until September 28, 2018. This allows sufficient time for taxpayers to take quick action if the OVDP is a viable option. In addition, the Streamlined Filing Compliance Procedures, which constitute a separate program for taxpayers with specific fact-situations related to international non-compliance matters, reportedly will remain in effect. There are strict and specific requirements for both the soon-to-close OVDP, and the Streamlined Program. Taxpayers with unreported foreign financial accounts and similar issues now face a very real deadline that may significantly limit their future options.

Contact a member of Varnum's Voluntary Disclosure Team for more information.

VILLAGE BANK AND TRUST FINANCIAL CORP.

03/21/2018 | Press release | Distributed by Public on 03/21/2018 15:25

Village Bank And Trust Financial Corp. Announces Sale Of \$5.7 Million Of Subordinated Notes

News Release
For Immediate Release

Village Bank and Trust Financial Corp. Announces Sale of \$5.7 Million of Subordinated Notes

Midlothian, Va., March 21, 2018. Village Bank and Trust Financial Corp. (the "Company") (NASDAQ:VBFC), parent company of Village Bank (the "Bank"), today announced that it had completed the private placement of an aggregate \$5.7 million of its fixed-to-floating rate Subordinated Notes due 2028 (the "Notes") to certain qualified institutional and accredited investors. The Notes will initially bear interest at 6.5% per annum until March 21, 2023; thereafter, the Notes will be payable at an annual floating rate equal to three-month LIBOR plus a spread of 3.73% until maturity or early redemption. The indebtedness evidenced by the Notes, including principal and interest, is unsecured and subordinate and junior in right to payment to general and secured creditors of the Company and depositors of the Bank. The Notes have been structured to qualify as Tier 2 capital for regulatory purposes.

The Company plans to use the net proceeds of the offering for repayment of up to \$5,027,000 aggregate liquidation value of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, plus accrued dividends, and general corporate purposes. Bill Foster, President and CEO of the Company, commented, "This is another meaningful step forward for Village. The issuance of the subordinated debt to redeem our preferred stock will save our common shareholders approximately \$160,000 per year after tax compared to the preferred stock dividends. We are grateful to the teams at FIG Partners, Williams Mullen and Silver, Freedman, Taff & Tiernan LLP for their exceptional advice and execution."

FIG Partners LLC acted as the sole placement agent in the transaction. Williams Mullen served as legal counsel to the Company and Silver, Freedman, Taff & Tiernan LLP acted as legal counsel to FIG Partners.

About Village Bank and Trust Financial Corp.

Village Bank and Trust Financial Corp. was organized under the laws of the Commonwealth of Virginia as a bank holding company whose activities consist of investment in its wholly-owned subsidiary, Village Bank. Village Bank is a full-service Virginia-chartered community bank headquartered in Midlothian, Virginia with deposits insured by the FDIC. The Bank has ten branch offices. Village Bank and its wholly-owned subsidiary, Village Bank Mortgage, offer a complete range of financial products and services, including commercial loans, consumer credit, mortgage lending, checking and savings accounts, certificates of deposit, and 24-hour banking.

Forward-Looking Statements

In addition to historical information, this press release may contain forward-looking statements. For this purpose, any statement that is not a statement of historical fact may be deemed to be a forward-looking statement. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, and actual results could differ materially from historical results or those anticipated by such statements.

There are many factors that could have a material adverse effect on the operations and future prospects of the Company including, but not limited to, changes in interest rates, the effects of future economic, business and market conditions, legislative and regulatory changes, governmental monetary and fiscal policies, changes in accounting policies, rules and practices, and other factors described from time to time in our reports filed with the Securities and Exchange Commission.