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The securities described herein will only be offered in accordance with all applicable laws and regulations.



LAI SUN GARMENT

Lai Sun Garment (International) Limited
(Incorporated in Hong Kong with limited liability)

(Stock Code: 191)

**RESULTS OF THE RIGHTS ISSUE OF 196,305,311 RIGHTS SHARES
AT THE SUBSCRIPTION PRICE OF HK\$2.24 EACH ON THE BASIS
OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE
AND
ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

RESULTS OF THE RIGHTS ISSUE

The Company is pleased to announce that as at 4:00 p.m. on Friday, 23 July 2021, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for the Excess Rights Shares, (a) a total of 163 valid acceptances in respect of 194,120,135 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 98.89% of the total number of 196,305,311 Rights Shares available for subscription under the Rights Issue; and (b) a total of 99 valid applications for 1,179,676,277 Excess Rights Shares have been received, representing approximately 600.94% of the total number of Rights Shares available for subscription under the Rights Issue. In aggregate, a total of 262 valid acceptances and applications in respect of 1,373,796,412 Rights Shares, representing approximately 699.83% of the total number of Rights Shares available for subscription under the Rights Issue, have been received.

The Rights Issue became unconditional at 4:00 p.m. on Monday, 26 July 2021.

Regarding the 1,179,676,277 Excess Rights Shares being applied for by way of application under the EAFs, the Board has resolved to allot the Excess Rights Shares on a fair and equitable basis as set out below in this announcement.

THE UNDERWRITING AGREEMENT

As a result of the over-subscription of the Rights Shares taking into account of the valid applications for the Excess Rights Shares, the Underwriter's obligations under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques (if any) in respect of wholly or partially unsuccessful applications for the Excess Rights Shares (without interest) will be posted to the allottees and/or applicants by ordinary post at their own risk on Monday, 2 August 2021.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 3 August 2021.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Pursuant to the terms and conditions of the Share Option Schemes and the Listing Rules, the exercise price and/or the number of Shares entitled to be subscribed under the outstanding Share Options granted under the Share Option Schemes will be adjusted. As a result of the Rights Issue, adjustments to the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options will become effective from Monday, 2 August 2021.

Reference is made to the prospectus of Lai Sun Garment (International) Limited (the “**Company**”) dated 9 July 2021 (the “**Prospectus**”) and the announcement of the Company dated 11 June 2021 (the “**Announcement**”).

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Company is pleased to announce that as at 4:00 p.m. on Friday, 23 July 2021, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for the Excess Rights Shares, (a) a total of 163 valid acceptances in respect of 194,120,135 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 98.89% of the total number of 196,305,311 Rights Shares available for subscription under the Rights Issue; and (b) a total of 99 valid applications for 1,179,676,277 Excess Rights Shares have been received, representing approximately 600.94% of the total number of Rights Shares available for subscription under the Rights Issue. In aggregate, a total of 262 valid acceptances and applications in respect of 1,373,796,412 Rights Shares, representing approximately 699.83% of the total number of Rights Shares available for subscription under the Rights Issue, have been received.

The Rights Issue became unconditional at 4:00 p.m. on Monday, 26 July 2021.

EXCESS RIGHTS SHARES

Regarding the 1,179,676,277 Excess Rights Shares being applied for by way of application under the EAFs, the Board has resolved to allot a total of 2,185,176 Rights Shares available for excess applications on a fair and equitable basis as set out in the following table based on the principle, as stated in the Announcement and the Prospectus, that any Excess Rights Shares would be allocated to Qualifying Shareholders who apply for them on a pro rata basis to the Excess Rights Shares being applied for under each application. In addition, no preference was given to topping-up odd lots to whole board lots:

Number of valid excess applications	Number of Excess Rights Shares applied for	Total number of Excess Rights Shares applied for	Basis of allotment	Total number of Excess Rights Shares allotted	Approximate percentage of allocation based on the total number of Excess Rights Shares applied for
98	10 to 448,000,000	499,761,060	Approximately 0.185231% of the Excess Rights Shares applied for (round up to the nearest share)	925,765	0.185242%
1	679,915,217	679,915,217	Approximately 0.185231% of the Excess Rights Shares applied for	1,259,411	0.185231%
<u>99</u>		<u>1,179,676,277</u>		<u>2,185,176</u>	

THE UNDERWRITING AGREEMENT

As all the conditions precedent set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter on or before 4:00 p.m. on Monday, 26 July 2021, the Underwriting Agreement became unconditional at 4:00 p.m. on Monday, 26 July 2021.

As a result of the over-subscription of the Rights Shares taking into account of the valid applications for the Excess Rights Shares, the Underwriter's obligations under the Underwriting Agreement in respect of the Underwritten Shares have been fully discharged.

SCALING-DOWN MECHANISM OF THE RIGHTS ISSUE

As stated in the Prospectus, all applications for the Rights Shares by the Qualifying Shareholders whether under the PAL(s) or the EAF(s), or by transferees of nil-paid Rights Shares, are subject to the scaling-down mechanism as determined by the Company and would be made on the basis that the applications are to be scaled-down by the Company to such level which does not result in (a) any GO Obligation being triggered by those affected applicant(s) and/or group of affected applicant(s) (together with parties respectively acting in concert with him/her/it/them); and/or (b) the Company's non-compliance with the Public Float Requirement. To the best of the Directors' knowledge, information and belief after considering the allotment results of the Rights Issue, the Company is not aware of any applications for Rights Shares by any participating Shareholders which would result in either the incurring of a GO Obligation or the non-compliance of the Public Float Requirement. Accordingly, the scaling-down mechanism has not been triggered and no applications for Rights Shares are required to be scaled-down by the Company.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, for illustrative purposes, the shareholding structure of the Company immediately before and after completion of the Rights Issue is set out below:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	No. of issued Shares	Approx. %	No. of issued Shares	Approx. %
Non-public Shareholders				
Wisdoman ^(Notes 1 and 2)	114,741,416	29.23	172,112,124	29.23
Dr. Peter Lam ^(Notes 1 and 2)	49,605,906 ^(Note 5)	12.63 ^(Note 5)	74,007,359 ^(Note 5)	12.57 ^(Note 5)
Madam U ^(Note 2)	825,525	0.21	1,238,287	0.21
Estate of Dr. Lam Kin Ming	1,021,443	0.26	1,532,164	0.26
Mr. Lester Lam ^(Note 2)	12,459,208	3.17	18,688,812	3.17
Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk	115,472,280 ^(Note 3)	29.41	173,208,420 ^(Note 4)	29.41 ^(Note 4)
Other core connected persons of the Company	26,402 ^(Note 5)	0.01 ^(Note 5)	95,500 ^(Note 5)	0.02 ^(Note 5)
Public Shareholders	<u>98,458,443</u>	<u>25.08</u>	<u>148,033,268</u>	<u>25.13</u>
Total	<u><u>392,610,623</u></u>	<u><u>100.00</u></u>	<u><u>588,915,934</u></u>	<u><u>100.00</u></u>

Notes:

1. Dr. Peter Lam was deemed to be interested in these Shares by virtue of him being the sole beneficial owner of Wisdoman, which directly owned these Shares. Dr. Peter Lam and Wisdoman are controlling shareholders of the Company and Dr. Peter Lam is an executive Director.
2. Dr. Peter Lam, Wisdoman, Madam U and Mr. Lester Lam are parties presumed to be acting in concert under the class (8) presumption under the definition of "acting in concert" under the Takeovers Code. Madam U and Mr. Lester Lam are executive Directors.
3. Based on the information received by the Company from Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk, as at 5 May 2020, Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk jointly held 115,472,280 Shares.
4. For reference only, the number of issued Shares and the approximate percentage of total issued Shares held by Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk immediately after completion of the Rights Issue were arrived at on the assumption that they have taken up their full entitlement of Rights Shares under the PALs based on 115,472,280 Shares held by them before the Rights Issue.
5. The number of Shares and the approximate percentage of total issued Shares held include Shares which were acquired or disposed of by the relevant persons subsequent to the Rights Issue becoming unconditional and before the completion of the Rights Issue, as the case may be.

Certain figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques (if any) in respect of wholly or partially unsuccessful applications for the Excess Rights Shares (without interest) will be posted to the allottees and/or applicants by ordinary post at their own risk on Monday, 2 August 2021.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Tuesday, 3 August 2021.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Immediately before completion of the Rights Issue, there are 11,953,809 outstanding Share Options under the Share Option Schemes. Pursuant to the terms and conditions of the Share Option Schemes and the Listing Rules, the exercise price and/or the number of Shares entitled to be subscribed under the outstanding Share Options granted under the Share Option Schemes will be adjusted.

As a result of the Rights Issue, adjustments to the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Schemes, Rule 17.03(13) of the Listing Rules, the Supplementary Guidance on Main Board Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020 (the “**Stock Exchange Supplementary Guidance**”) are as follows and will become effective from Monday, 2 August 2021 upon the allotment and issue of the Rights Shares pursuant to the Rights Issue:

<i>Date of grant</i>	<i>Exercise period of Share Options</i>	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
		<i>Number of Shares to be issued upon exercise of the Share Options</i>	<i>Exercise price of Share Options HK\$ per Share</i>	<i>Adjusted number of Shares to be issued upon exercise of the Share Options</i>	<i>Adjusted exercise price of Share Options HK\$ per Share</i>
18/01/2013	18/01/2013 - 17/01/2023	46,400	6.05	59,165	4.744
26/07/2013	26/07/2013 - 25/07/2023	116,000	6.40	147,912	5.019
19/06/2017	19/06/2017 - 18/06/2027	7,971,741	15.00	10,164,767	11.763
28/07/2017	28/07/2017 - 27/07/2027	3,819,668	16.44	4,870,459	12.893
		<u>11,953,809</u>		<u>15,242,303</u>	

Save for the above adjustments, all other terms and conditions of the outstanding Share Options remain unchanged.

The Company's auditor, Ernst & Young, has certified in writing that the adjustments made to the exercise prices and the number of Shares falling to be issued upon the exercise of the outstanding Share Options are in compliance with the requirements set out in the relevant terms and conditions of the Share Option Schemes, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplementary Guidance.

By order of the Board
Lai Sun Garment (International) Limited
Chew Fook Aun
Executive Director and Deputy Chairman

Hong Kong, 30 July 2021

As at the date of this announcement, the Board comprises five executive directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Chew Fook Aun (Deputy Chairman), Madam U Po Chu, Mr. Lam Kin Hong, Matthew and Mr. Lam Hau Yin, Lester (also alternate to Madam U Po Chu); and three independent non-executive directors, namely Messrs. Leung Shu Yin, William, Lam Bing Kwan and Chow Bing Chiu.