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# Theme

## THEME INTERNATIONAL HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 990)**

### VOLUNTARY ANNOUNCEMENT IN RELATION TO ACQUISITION OF 40% EQUITY INTEREST OF THE TARGET

This announcement is made by Theme International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to inform the shareholders and potential investors of the Company of the latest information in relation to the business development of the Company.

#### THE ACQUISITION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 25 May 2021 (after trading hours), 競點 (福建) 國際貿易有限公司 (Jingdian (Fujian) International Trade Co., Ltd.\*) (“**Jingdian (Fujian)**”), an indirect wholly owned subsidiary of the Company, entered into a share transfer agreement (the “**Share Transfer Agreement**”) with 山西晉南鋼鐵集團有限公司 (Shanxi Jinnan Iron and Steel Group Co., Ltd.\*) (“**Shanxi Jinnan**”), pursuant to which, Shanxi Jinnan has agreed to sell, and Jingdian (Fujian) has agreed to acquire, 40% of the entire issued share capital in 連雲港恆鑫通礦業有限公司 (Lianyungang Hengxintong Mining Co., Ltd.\*) (“**Lianyungang Hengxintong**”) (the “**Target**”), at a consideration of RMB120 million, subject to adjustment(s), in accordance with the terms and conditions of the Share Transfer Agreement (the “**Acquisition**”).

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, Shanxi Jinnan and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under The Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Completion of the Acquisition shall take place upon the completion of the relevant People’s Republic of China (the “**PRC**”) regulatory procedures for the share transfer of the Target.

## **INFORMATION OF THE TARGET**

Lianyungang Hengxintong is a company established in the PRC with limited liability and is principally engaged in separation processing, primary processing and sales of mineral products and commodities such as iron ore.

## **REASONS FOR AND BENEFIT OF THE ACQUISITION**

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

Other than focusing on its existing businesses, the Group has been exploring viable investment opportunities from time to time to diversify its business and broaden its source of revenue to ensure sustainable growth, especially in the PRC, where the demand for bulk commodities continues to be high with abundant opportunity for business growth. The Acquisition is a good opportunity for the Company to expand its commodities-related business in the PRC.

The Board is of the view that the terms of the Acquisition are fair, reasonable and in the best interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As all of the relevant applicable percentage ratios (as defined in the Listing Rules) in respect of the Acquisition are less than 5%, the Acquisition does not give rise to a disclosure obligation of the Company under Chapter 14 of the Listing Rules.

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

Hong Kong, 25 May 2021

*As at the date of this announcement, there are (i) three Executive Directors, namely Mr. Jiang Jiang, Mr. Wu Lei and Ms. Chen Jing; (ii) two Non-executive Directors, namely Mr. Ding Lin and Mr. Kang Jian; and (iii) three Independent Non-executive Directors, namely Mr. Liu Song, Mr. Chan Chi Ming, Tony and Mr. Wu Shiming.*

\* *For identification purposes only*