

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Cloud Investment Holdings Limited
雲信投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8129)

HOLDING ANNOUNCEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of Cloud Investment Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that on 1 June 2018, Zenith Lead Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company, entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with an independent third party as vendor (the “**Vendor**”), pursuant to which the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the entire issued share capital of a target company (the “**Target Company**”) incorporated in Hong Kong for the consideration of HK\$78,000,000 in cash.

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in the operation of Korean restaurants in Hong Kong. Immediately prior to the entering into of the Sale and Purchase Agreement, the Target Company is wholly owned by the Vendor. Upon completion of the Sale and Purchase Agreement, the Target Company will become an indirect wholly owned subsidiary of the Company and the financial statements of the Target Company will be consolidated into the financial statements of the Group.

As some of the applicable percentage ratios (as defined under the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited) in respect of the acquisition contemplated under the Sale and Purchase Agreement (the “**Acquisition**”) exceeds 100%, the Acquisition constitutes a very substantial acquisition of the Company under Chapter 19 of the GEM Listing Rules and is subject to, among others, the approval of the shareholders of the Company. In addition, the Acquisition constitutes a reverse takeover involving a new listing application of the Company under the GEM Listing Rules.

An announcement setting out the details of the Sale and Purchase Agreement and the Acquisition will be published by the Company in compliance with Chapter 19 of the GEM Listing Rules.

Completion of the Sale and Purchase Agreement is subject to the satisfaction and/or waiver of the conditions precedent in the Sale and Purchase Agreement and therefore may or may not take place.

By order of the Board of
Cloud Investment Holdings Limited
NG CHUNG YUEN FRANK
Executive Director

Hong Kong, 6 July 2018

As at the date of this announcement, the Board comprises Mr. Poon Yu Keung, Mr. Hung Ching Fung and Mr. Ng Chung Yuen Frank as executive Directors, Mr. Chow Wing Tung, Mr. Ko Wai Lun Warren and Mr. Yam Chiu Fan Joseph as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “latest company announcements” page for at least 7 days from the day of its posting and on the Company’s website at www.cloud-grp.com.