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深圳市明華澳漢科技股份有限公司  
**Shenzhen Mingwah Aohan High Technology Corporation Limited \***

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 8301)**

**INSIDE INFORMATION  
MEMORANDUM OF UNDERSTANDING  
IN RELATION TO A POSSIBLE INVESTMENT**

This announcement is made by Shenzhen Mingwah Aohan High Technology Corporation Limited\* (深圳市明華澳漢科技股份有限公司) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

**MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE INVESTMENT**

The board (the “**Board**”) of directors (“**Directors**”) is pleased to announced that on 28 June 2019 (after trading hours), the Company entered into a memorandum of understanding (the “**MOU**”) with Sichuan United Liquor Exchange\* (四川聯合酒類交易所股份有限公司) (the “**Target Company**”) in relation to a possible investment by the Company in the Target Company.

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Target Company and its ultimate beneficial owners are third party independent of the Company and its connected persons (as defined in the GEM Listing Rule).

## **SALIENT TERMS OF THE MOU**

Pursuant to the MOU, the Company intends to invest in the Target Company (the “**Possible Investment**”) where the terms of the Possible Investment is subject to further negotiation between the parties.

### **Formal Agreement**

It is intended that the Company and the Target Company will proceed to the negotiation of a legally-binding formal agreement (the “**Formal Agreement**”) for the Possible Investment.

### **Conditions Precedent**

Completion of the Formal Agreement will be subject to the following conditions precedent:

- (1) The Company has obtained all necessary consents, approvals and permits from the Board, its shareholders and the Stock Exchange (if applicable) in respect of the Possible Investment;
- (2) The Company having completed its due diligence review on the Target Company and its subsidiaries and is satisfied with the results of such due diligence review.
- (3) The Company being satisfied with the audit report, profit forecast and assessment report prepared by the Target Company in accordance with the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants; and
- (4) The Target Company has obtained all necessary consents, approvals and permits from its board and its shareholders, and has completed all necessary submissions required by the governmental authority of Sichuan Province in respect of the Possible Investment.

## **REASON FOR ENTERING INTO THE MOU**

The Group has been principally engaged in the business of (i) the provision of application development services and the sale of IC cards, magnetic cards related equipment and application systems in the People’s Republic of China (the “**PRC**”); and (ii) trading of liquor products in the PRC (the “**Wine Business**”).

The Target Company was established in the PRC with limited liability and was established under the approval of the governmental authority of Sichuan Province. The Target Company is a liquor exchange principally engaged in the trading, consulting and other related services in relation to the liquor and related products. The Directors consider that the Possible Investment will enable the Group to further develop its Wine Business.

The Possible Investment, if materialised, may constitute a transaction of the Company and the Company will comply with the applicable reporting, announcement and shareholders’ approval requirements under the GEM Listing Rules as and when appropriate.

## WARNING

**The Board wishes to emphasise that the Possible Investment is subject to, among others, the signing of a Formal Agreement, the terms and conditions of which are yet to be agreed between the Company and the Target Company. As such, the Possible Investment may or may not proceed and as at the date of this announcement, no legally binding agreement in relation to the Proposed Investment has been entered into. Further announcement will be made by the Company in accordance with the GEM Listing Rules as and when appropriate. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company.**

By order of the Board  
**Shenzhen Mingwah Aohan High Technology Corporation Limited**  
**Zhang Tao**  
*Chairman*

Shenzhen, the PRC, 28 June 2019

*\* For identification purposes only*

*As at the date of this announcement, the executive Directors are Mr. Zhang Tao, Mr. Lang Yu and Mr. Huang Qing; the non-executive Director is Mr. Zhou Liang Hao; and the independent non-executive Directors are Mr. Yu Xiuyang, Mr. Lau Shu Yan and Mr. Wei Wei.*

*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, (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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