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Centron Telecom International Holding Limited

星辰通信国际控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1155)

**SUPPLEMENTAL ANNOUNCEMENT PURSUANT TO
RULE 3.7 OF THE TAKEOVERS CODE AND
RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER PART XIVA
OF THE SECURITIES AND FUTURES ORDINANCE**

This announcement (“**Supplemental Announcement**”) is made by Centron Telecom International Holding Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in supplemental of the announcement dated 4 May 2018 of the Company (the “**Announcement**”). Capitalised terms used in this Supplemental Announcement have the same meanings as in the Announcement unless the contexts require the otherwise.

THE SUBSCRIPTION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company refers to the Announcement, the non-legally binding MOU, the Subscription proposed to be made by the Investor for the Subscription Shares which will represent approximately 90.0% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares, and the Proposed Restructuring. It is the intention of the parties to the MOU that the Subscription will be settled entirely in cash.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Investor and its ultimate beneficial owners is an independent third party (being a party who is a person independent of and not connected with the Company and/or any of its connected persons (within the meaning of the Listing Rules)).

Immediately upon completion of the Subscription, assuming there is no other change in the issued share capital of the Company, the Investor (together with parties acting in concert with it (as defined in the Takeovers Code)) will be interested in over 30% of the issued share capital of the Company as enlarged by the allotment and issuance of the Subscription Shares. The Subscription, if materialised, may lead to a change in control of the Company and under Rule 26.1 of the Takeovers Code, the Investor would be obliged to make a mandatory general offer to the shareholders of the Company for all the issued shares and other securities of the Company not already owned or agreed to be acquired by the Investor and parties acting in concert with it, unless the whitewash waiver is obtained from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the "**Executive**").

The MOU provided that one of the conditions precedent to the Proposed Restructuring is the whitewash waiver having been granted by the Executive and such whitewash waiver not having been subsequently revoked or withdrawn. The parties have no intention to waive this condition precedent. The Investor (together with parties acting in concert with it) will apply for a whitewash waiver from the Executive and will expressly state in the legally binding agreement in relation to the Subscription that the obtaining of the whitewash waiver cannot be waived.

INFORMATION ON THE INVESTOR

The Investor is a company incorporated in the British Virgin Islands with limited liability and is ultimately and beneficially owned as to 65% by Mr. Lau Ching Kei (through Romp Victory Limited) and 35% by Mr. Kuok Hoi Sang (through Harbour Riches Limited). The Investor is principally engaged in, among other matters, investment holding.

GENERAL

The MOU may or may not lead to the entering into of the definitive subscription agreement in respect of the Subscription and/or the Proposed Restructuring, and the transaction contemplated thereunder may or may not be consummated. The Subscription, if materialised, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement(s) will be made by the Company in respect thereof as and when appropriate or required in accordance with the Listing Rules.

At this time, no firm offer or proposal has been communicated to the Company and there is no certainty that the Subscription will proceed and/or the whitewash waiver will be obtained. Shareholders and/or potential investors in the Company should therefore exercise caution when dealing in the shares of the Company.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

WARNINGS: There is no assurance that the Subscription will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. The Subscription and/or the Proposed Restructuring may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 April 2018 and will continue to suspend until further notice.

By order of the Board
Centron Telecom International Holding Limited
Dai Guoliang
Chairman

Hong Kong, 24 May 2018

As at the date of this Supplemental Announcement, the Board comprises Mr. Dai Guoliang as executive Director, Mr. Wong Tang Thomas as non-executive Director and Mr. Chung Wai Man, Mr. Lam Tin Faat and Mr. Xiao Zufa as independent non-executive Directors.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in the Announcement and this Supplemental Announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Announcement and this Supplemental Announcement have been arrived at after due and careful consideration and there are no other facts not contained in this Supplemental Announcement, the omission of which would make any statement in the Announcement and this Supplemental Announcement misleading.