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**Centron Telecom International Holding Limited  
(In Provisional Liquidation)**

**星辰通信国际控股有限公司  
(臨時清盤中)**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1155)**

**CLARIFICATION ANNOUNCEMENT  
IN RELATION TO THE PROFIT WARNING**

References are made to the announcements made by Centron Telecom International Holding Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated:

- (i) 4 May 2018 (the “**MOU Announcement**”) in relation to the non-legally binding memorandum of understanding entered into between the Company and Shine Wonders Limited (the “**Investor**”) relating to the proposed restructuring of the finances of the Group;
- (ii) 24 May 2018 in supplement to the MOU Announcement setting forth the relevant details of the Subscription by the Investor;
- (iii) 3 January 2019 in relation to the monthly progress update on the proposed Subscription pursuant to Rule 3.7 of the Takeovers Code (the “**Monthly Update Announcement**”); and
- (iv) 8 January 2019 in relation to the expected consolidated loss for the year ended 31 December 2017 (the “**Profit Warning**”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the MOU Announcement and the Monthly Update Announcement. This clarification announcement is published for the purposes of complying with Practice Note 2 to the Takeovers Code.

The Profit Warning constitutes a profit forecast under Rule 10 of the Takeovers Code (the “**Profit Forecast**”) and would need to be reported on by the Company’s financial adviser and its accountants or auditors in accordance with Rule 10 of the Takeovers Code. Since the Profit Warning is made pursuant to Rule 13.09 of the Listing Rules, which requires the Company to publish the Profit Warning as soon as practicable once the information is brought to the attention of the Company, as such the Company has encountered practical difficulties in meeting the requirements set out under Rule 10.4 of the Takeovers Code. Consequently, the Profit Warning did not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Rule 10.4 of the Takeovers Code, the reports from the Company’s auditors and financial adviser on the Profit Forecast are required to be included in the next document to be sent to the Shareholders in connection with the Proposed Restructuring and Subscription (the “**Circular**”). As disclosed in the Monthly Update Announcement, among other things, whilst discussions between the Company and the Investor in relation to the Proposed Restructuring are still on-going, no commitment or any formal or legally binding agreement in respect of the Subscription has been reached or entered into. The Company has been provided with the first draft of the 2017 FS by ANDA and is working closely with ANDA to finalise the 2017 FS as soon as practicable. In light of the current progress, it is considered likely that the 2017 FS will be finalised and the 2017 annual results announcement of the Company (the “**2017 Annual Results Announcement**”) will be published before the publication of the Circular. Upon the publication of the 2017 Annual Results Announcement, according to Practice Note 2 to the Takeovers Code, the requirement of “reporting on” under Rule 10 of the Takeovers Code for the Profit Forecast will be superseded by the publication of the 2017 Annual Results Announcement.

Save for the clarification stated above, all the information in the Profit Warning Announcement remains unchanged.

**Shareholders and potential investors of the Company are also advised to exercise caution in placing reliance on such forecasts in assessing the merits and demerits of the Proposed Restructuring and the Subscription.**

**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 the 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).**

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, 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 pending the fulfilment of the trading resumption conditions imposed by the Stock Exchange on the Company set forth in the announcement of the Company dated 8 June 2018.

By order of the Board  
**Centron Telecom International Holding Limited**  
**(In Provisional Liquidation)**  
**Dai Guoliang**  
*Chairman*

Hong Kong, 10 January 2019

*As at the date of this announcement, the Board comprises Mr. Dai Guoliang and Mr. Dai Guohuang as executive Directors, 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 this announcement and the Profit Warning announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement and the Profit Warning announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement and the Profit Warning announcement, the omission of which would make any statement in this announcement and the Profit Warning announcement misleading.*