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天喔國際控股有限公司 Tenwow International Holdings Limited

(in Provisional Liquidation)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01219)

ANNOUNCEMENT IN RELATION TO (1) RESUMPTION CONDITIONS; AND (2) CONTINUED SUSPENSION OF TRADING

This announcement is made by Tenwow International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities of the Stock Exchange (the “**Listing Rules**”) and provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated (a) 10 May 2018, 12 June 2018, 29 June 2018, 23 July 2018, 17 August 2018 and 27 August 2018, respectively, in relation to, among others, (i) the investigation of Mr. Lin Jianhua (“**Mr. Lin**”); (ii) the existence of certain abnormal transactions; and (iii) the resignation of independent non-executive directors of the Company; and (b) 12 November 2018, 19 November 2018, 30 November 2018 and 12 February 2019, respectively, in relation to, among others, (i) the winding up petition presented against the Company by a creditor in the Grand Court of the Cayman Islands on the ground that the Company is unable to pay debts; (ii) the appointment of joint provisional liquidators; and (iii) the winding up petition hearing being adjourned to 30 May 2019 (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

Reference is also made to the amendments to the delisting framework under the Listing Rules which comes into effect on 1 August 2018.

RESUMPTION CONDITIONS

In view of the Company’s circumstances, the Stock Exchange has on 24 August 2018 imposed on the Company the following resumption conditions:

- (i) conduct a forensic investigation on certain abnormal transactions conducted during 2016 and/or 2017, including (i) the Financial Assistance under the Comprehensive Credit Line Contract; (ii) the arrangement in relation to the Prepayment and (iii) the Purchase Agreement (together as the “**Transactions**”), disclose details of the investigation, the

findings and rectifying actions taken and to be taken by the Company, and the implications on the Company's financial position (including but not limited to the financial results for the year ended 31 December 2016 and 2017) and operations;

- (ii) conduct an appropriate investigation on the incident (the “**Incident**”) in relation to the PRC investigation by the relevant authority in the PRC, the Asset Freeze and the involvement of Mr. Lin, Nanpu Food (and any related entities) and the Group, disclose details of the investigation(s), the findings and rectifying actions taken and to be taken by the Company, and the implications of the Incident on the Company's financial positions and operations;
- (iii) conduct an independent internal control review and demonstrate adequate internal control systems being in place to meeting the obligations under the Listing Rules;
- (iv) demonstrate that there is no reasonable regulatory concern about the management integrity, and/or the integrity of any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (v) demonstrate (with an appropriate level of professional assurance to the Stock Exchange's satisfaction) that the Company's published financial results remains accurate and complete in all material respects and not be misleading or deceptive; and
- (vi) inform the market all material information (including but not limited to the Incident and the Transactions) for shareholders and other investors to appraise the Company's position.

The Stock Exchange has on 18 February 2019 imposed the following additional resumption condition to the Company:

- (vii) have the winding up petition(s) (or order(s), if made) against the Company withdrawn or dismissed and the appointment of any liquidator(s) (provisional or not) discharged (collectively, the “**Resumption Conditions**”).

The Stock Exchange may modify the Resumption Conditions and/or give further guidance as and when appropriate.

CONTINUED SUSPENSION OF TRADING

All dealings in the shares of the Company have been suspended with effect from 9:00 a.m. on 13 August 2018. Trading in the shares of the Company will remain suspended until further notice. The Company will keep its shareholders and the public informed of the latest developments by making further announcement(s) as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Tenwou International Holdings Limited
(in Provisional Liquidation)
Lin Qi
Chairman

Hong Kong, 19 February 2019

As at the date of this announcement, the executive directors of the Company are Mr. Lin Qi and Mr. Yeung Yue Ming; the non-executive director of the Company is Mr. Liu Zhao; and the independent non-executive directors of the Company are Mr. Lam Tin Faat, Mr. Hu Hongwei and Mr. Lau Fai Lawrence.