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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)

**SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING
FOR EXTENSION OF EXCLUSIVITY PERIOD IN RELATION TO
THE PROPOSED RESTRUCTURING OF THE COMPANY**

This announcement is made by Centron Telecom International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), 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 Rules 13.09 and 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

References are made to the Company’s announcements dated 4 May and 24 May 2018 in relation to the non-legally binding memorandum of understanding (the “**2018 MOU**”) entered into between the Company and Shine Wonders Limited (the “**Investor**”) in relation to the proposed restructuring of the finances of the Group and the relevant details of a proposed Subscription by the Investor (together, the “**2018 MOU Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as ascribed thereto in the 2018 MOU Announcements.

THE SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING

Pursuant to the terms of the 2018 MOU, the Company agreed that during the Exclusivity Period (being a period of twelve (12) months from and inclusive of the date of the 2018 MOU or such other later time as the Company and the Investor may agree in writing), neither any member of the Group nor their directors, advisers, agents or employees shall, directly or indirectly, enter into any discussion or agreement with any person except the Investor, its advisers, agents and employees relating to the restructuring of the Group. The Exclusivity Period will end on 1 May 2019.

The Board of Directors of the Company announces that on 30 April 2019, the Company and the Investor entered into a supplemental memorandum of understanding (the “**Supplemental Memorandum**”) to extend the Exclusivity Period to 30 September 2020 and all references to “Exclusivity Period” as referred to in the 2018 MOU shall be construed accordingly. Notwithstanding anything contained in the 2018 MOU and the Supplemental Memorandum to the contrary, the 2018 MOU and the Supplemental Memorandum are only intended to set forth the intentions of the Company and the Investor with respect to the Proposed Restructuring and as a basis for negotiations and finalisation of the Restructuring Documents during the Exclusivity Period, and save for several provisions expressed therein, are not intended to be, and shall not constitute, binding or legally enforceable agreements between the parties.

Save for the extension of the Exclusivity Period and as disclosed above, all other terms shall be the same as stated in the 2018 MOU.

The Company will make further announcement(s) relating to any further material development of the above matters as and when appropriate. The Company will also inform the market of all material information for the shareholders and potential investors of the Company to appraise the Company’s position as and where appropriate.

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).

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 fulfillment of the Resumption Conditions.

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

Hong Kong, 30 April 2019

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