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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)

## INSIDE INFORMATION MEMORANDUM OF UNDERSTANDING

This announcement is made by Tenwow International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions 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 12 June 2018, 17 August 2018, 27 August 2018, 12 November 2018, 12 February 2019, 19 February 2019, 4 April 2019, and 13 May 2019 (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

### MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that on 30 September 2019 (after trading hours), the Company and 上海智陽投資有限公司 (the “**Potential Investor**”, together with the Company, the “**Parties**”) have entered into a non-legally binding (save for the provision on confidentiality) memorandum of understanding (the “**MOU**”) on potential investment in the Company’s shares and participation in the Group’s affairs in relation to, among other things, the reorganisation and resumption of trading of the Company’s shares (the “**Possible Transaction**”).

### DUE DILIGENCE

Pursuant to the MOU, the Potential Investor shall conduct due diligence on the Group upon the signing of the MOU, which is to be completed within 3 months from the date of signing of the MOU.

### INFORMATION OF THE POTENTIAL INVESTOR

The Potential Investor is a company incorporated in the People’s Republic of China (the “**PRC**”). To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Potential Investor and its ultimate beneficial owner(s) are third party(ies) independent of and not connected person(s) with the Company and its connected persons (as defined in the Listing Rules).

## **NON-BINDING NATURE OF THE MOU**

The MOU is non-legally binding (save for a provision on confidentiality) and only records the direction of the strategic cooperation between the Parties.

Details of the Possible Transaction shall be subject to negotiations between the Parties and the execution of formal agreement. The Company will make further announcement(s) as and when appropriate pursuant to the requirements of the Listing Rules and the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, if applicable.

## **REASONS AND BENEFITS FOR ENTERING INTO THE MOU**

The Company is principally engaged in the manufacturing, distribution and trading of beverages, food and snacks and others in the PRC.

As advised by the Potential Investor, the Potential Investor is principally engaged in business of investment holding.

The Directors consider that the Potential Investor would provide a good opportunity for the Group to alleviate from its financial situation and forms part of the plan to fulfil Resumption Conditions.

The terms of the MOU were arrived at after arm's length negotiations between the Parties. The Directors consider that the Possible Transaction are on normal commercial terms and the terms of the MOU are fair and reasonable and in the interest of the Company and its shareholders as a whole.

**The Possible Transaction or other provisions contemplated under the MOU are subject to, among others, further negotiation between the Parties. There is no assurance that the Possible Transaction will materialise or eventually be consummated. At present, discussions between the Parties are still on-going and the terms and conditions of a formal agreement are yet to be finalized and agreed between the Parties. As such, the Possible Transaction or other provisions contemplated under the MOU may or may not proceed. Further announcement(s) in respect of the Possible Transaction or any other provisions contemplated under the MOU shall be made by the Company in the event that any formal agreement has been entered into. Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the shares of the Company and if they are in any doubt about their position, they should consult their professional adviser(s).**

## **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 pending fulfilment of the Resumption Conditions and such other further conditions that may be imposed by the Stock Exchange. The Company will keep its shareholders and the public informed of the latest developments by making further announcement(s) as and when appropriate.

**Subject to the application and grant of a validation order, any transfer of Shares may be restricted as Hong Kong Securities Clearing Company Limited may at any time, and without notice, exercise its powers to temporarily suspend any of its services in respect of the Company's shares, including the suspension of acceptance of deposits of share certificates of the Company into CCASS. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares or other securities of the Company.**

By Order of the Board  
**Tenwow International Holdings Limited**  
*(In Provisional Liquidation)*  
**Lin Qi**  
*Chairman*

Hong Kong, 30 September 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 directors of the Company are Mr. Liu Zhao and Mr. Hu Hongwei; and the independent non-executive directors of the Company are Mr. Lam Tin Faat, Mr. Lau Fai Lawrence and Ms. Shen Congju.*