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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)

RESUMPTION CONDITIONS UPDATE
AND
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 on 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 10 May 2018, 12 June 2018, 17 August 2018, 27 August 2018, 19 February 2019, and 4 April 2019 (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

RESUMPTION CONDITIONS UPDATE

The Stock Exchange had 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 Prepayment Agreement; 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 in relation to the PRC investigation by the relevant authority in the PRC, the Asset Freeze and the involvement of Mr. Lin Jianhua, 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 had on 18 February 2019 imposed the following additional resumption condition on 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.

The Stock Exchange had on 3 April 2019 further imposed the following additional resumption condition on the Company:

- (viii) publish all outstanding financial results and address any audit modifications.

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

- (ix) demonstrate the Company's compliance with Rule 13.24.

The Stock Exchange may modify the Resumption Conditions set out above 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 pending fulfilment of the above-stated 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 the Company's 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 shares or other securities of the Company.

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

Hong Kong, 21 October 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.