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**Titan Wise Group Limited**  
**宏睿集團有限公司**

*(Incorporated in the British Virgin Islands with limited liability)*

**OFFER ANNOUNCEMENT**

**VOLUNTARY CONDITIONAL CASH OFFER BY**



**FOR AND ON BEHALF OF**  
**TITAN WISE GROUP LIMITED**

**TO ACQUIRE ALL ISSUED SHARES IN THE SHARE CAPITAL OF**  
**ICO GROUP LIMITED**  
**(Stock code: 1460)**

**(OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO**  
**BE ACQUIRED BY TITAN WISE GROUP LIMITED**  
**AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



## **THE OFFER**

The Offeror notified the Company on 24 January 2020 after trading hours that it has firm intention to make the Offer (in compliance with the Takeovers Code) through Head & Shoulders Securities to acquire all the Shares not already owned by the Offeror and parties acting in concert with it at the Offer Price of HK\$0.05 per Offer Share.

Based on the published information of the Company available to the public as at the date of this announcement, there were 6,225,393,129 Shares in issue and the Company does not have in issue any warrants, options, derivatives, convertible securities or other securities convertible into Shares under Rule 13 of the Takeovers Code.

As at the date of this announcement, the Offeror held 990,937,960 Shares, representing approximately 15.92% of the issued share capital of the Company. Save for the aforesaid, the Offeror and parties acting in concert with it do not have any other interests in the share capital or voting rights of the Company.

The Offeror intends to finance the total consideration payable under the Offer by (i) its own resources; and (ii) the Offer Facility. Merdeka Corporate Finance, as the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration in respect of full acceptance of the Offer.

The principal terms and conditions of the Offer are summarised below in the section headed “THE OFFER”.

## **WARNING**

**Shareholders and/or potential investors of the Company should be aware that the Offer is subject to the Conditions as described in the section headed “Conditions to the Offer” in this announcement and accordingly, the Offer may or may not become unconditional. The Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.**

## **GENERAL**

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, among other things, the terms and conditions of the Offer and the forms of acceptance and transfer or cancellation, within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 24 February 2020.

Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

## **THE OFFER**

The Offeror notified the Company on 24 January 2020 after trading hours that it intends to make the Offer (in compliance with the Takeovers Code) through Head & Shoulders Securities to acquire all the Shares not already owned or agreed to be acquired by it and parties acting in concert with it.

As at the date of this announcement, the Offeror held 990,937,960 Shares, representing approximately 15.92% of the issued share capital of the Company. Save for the aforesaid, the Offeror and parties acting in concert with it do not have any other interests in the share capital or voting rights of the Company.

Each of the Offeror, Mr. Leong and parties acting in concert with any of them is an independent third party of the Company and its connected persons immediately prior to the acquisition of the Sale Shares pursuant to the Sale and Purchase Agreement.

Set out below are the terms and conditions of the Offer to be made by Head & Shoulders Securities for and on behalf of the Offeror.

### **Consideration for the Offer**

Head & Shoulders Securities, on behalf of the Offeror, is making the Offer on the following basis:

For each Offer Share . . . . . HK\$0.05 in cash

All the Offer Shares to be acquired under the Offer shall be (a) fully-paid; (b) free from any mortgage, charge, pledge, lien, (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same; and (c) with all rights attached to the Shares including all rights to any dividends and other distributions hereafter declared, paid or made in respect thereof on or after the date of despatch of the Offer Document. To the best of the Offeror's knowledge and according to the published financial information of the Company, there has been no dividend or distribution declared by the Company for the financial year ended 31 March 2019, for the six months ended 30 September 2019 and up to the date of this announcement. In the event that any dividends or distributions are declared after the date of despatch of the Offer Document, paid or made in respect thereof until the close of the Offer, the amount of such dividends or other distributions will be deducted from the Offer Price.

The Offer Price was determined after taking into account (i) the consideration for acquiring the Sale Shares at HK\$0.05 per Share; (ii) the market price of the Shares; and (iii) the Offeror's review of the Group's business based on the publicly available financial information of the Group.

The Offer Price shall be payable in cash. The Offeror reserves the right to revise the terms of the Offer in compliance with the Takeovers Code.

### **Comparison of value**

The Offer Price of HK\$0.05 for each Offer Share represents:

- (a) a premium of approximately 25.00% over the closing price of HK\$0.0400 per Share as quoted on the Stock Exchange on 24 January 2020, being the Last Trading Day immediately before the date of this announcement;
- (b) a premium of approximately 17.92% over the average closing price of HK\$0.0424 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day;
- (c) a premium of approximately 14.42% over the average closing price of HK\$0.0437 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- (d) a premium of approximately 7.30% over the average closing price of HK\$0.0466 per Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day; and
- (e) a discount of approximately 15.68% to the Company's unaudited consolidated net assets per Share of approximately HK\$0.0593 based on the Company's unaudited consolidated net assets attributable to the owners of the Company of approximately HK\$369.47 million as at 30 September 2019 and 6,225,393,129 Shares in issue as at the date of this announcement.

### **Highest and lowest closing prices for each Share**

The highest and lowest closing prices for each Share as quoted on the Stock Exchange during the six-month period preceding the Last Trading Day were HK\$0.059 on 25 October 2019 and 28 October 2019 and HK\$0.040 on 2 December 2019 and 3 December 2019 respectively.

### **Conditions to the Offer**

The Offer is conditional upon the satisfaction or waiver (as applicable) of the following Conditions:

- (a) valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date in respect of such number of Shares which together with Shares acquired or agreed to be acquired before or during the Offer, will result in the Offeror and the parties acting in concert with it together holding more than 50% of the voting rights of the Company;

- (b) the Shares remaining listed and traded on the Stock Exchange up to the Closing Date (or, if earlier, the Unconditional Date) save for any temporary suspension(s) of trading in the Shares as a result of the Offer and no indication being received on or before the Closing Date (or, if earlier, the Unconditional Date) from the SFC and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn, other than as a result of either of the Offer or anything done or caused by or on behalf of the Offeror or the parties acting in concert with it;
- (c) no event, up to the Closing Date, having occurred which would make the Offer or the acquisition of any of the Shares under the Offer void, unenforceable or illegal or their implementation being prohibited or which would impose material conditions, limitations or obligations with respect to the Offer;
- (d) no relevant authority(ies) in Hong Kong, the Cayman Islands, and the British Virgin Islands having taken or instigated any action, proceeding, suit, investigation or enquiry, or enacted or made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order that would make the Offer or the acquisition of any of the Shares under the Offer void, unenforceable or illegal or prohibit the implementation of, or which would impose any material conditions, limitations or obligations with respect to, the Offer (other than such items or events above as would not have a material adverse effect on the legal ability of the Offeror to proceed with or consummate the Offer);
- (e) no event occurring or having occurred which is an event of default or other event giving any lender to any member of the Group a right to accelerate the repayment of any obligations prior to their stated maturity date arising from any financing documentation to which any member of the Group is a party or by which it is bound and no lender to any member of the Group indicating on or prior to the date to be stated in the offer document regarding the Offer as the Closing Date that it will exercise such rights to accelerate repayment or claim an event of default; and
- (f) since the date of the last audited consolidated financial statements of the Company, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or to cause a material adverse change in, the general affairs, management, financial position, business, prospects, conditions (whether financial, operational, legal or otherwise), earnings, solvency, current or future consolidated financial position, shareholders' equity or results of operations of the Company or any other member of the Group.

The Offeror reserves the right to waive, in whole or in part, all or any of the Conditions set out above save that Conditions (a) and (c) cannot be waived. For the avoidance of doubt, based on the publicly available information of the Company, the Offeror has no knowledge and information as to whether any event mentioned in Condition (e) above exists as at the date of this announcement.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke the above Conditions as a basis for not proceeding with the Offer only if the circumstances which give rise to a right to invoke such Conditions are of material significance to the Offeror in the context of the Offer. If any of the Conditions cannot be fulfilled or waived by the Closing Date, the Offer will lapse.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfillment (or if permissible, waiver) of the Conditions in accordance with the Takeovers Code and the Listing Rules.

The latest time on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the Offer Document (or such later date to which the Executive may consent).

**The Offer may or may not become unconditional. Shareholders and 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 licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

#### **Value of the Offer**

Based on the published information of the Company available to the public as at the date of this announcement, there were 6,225,393,129 Shares in issue and the Offeror is not aware of any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement.

At the Offer Price of HK\$0.05 per Share, the entire issued share capital of the Company is valued at approximately HK\$311,269,656. Based on 5,234,455,169 Shares not already held by the Offeror and parties acting in concert with it, the Offer is valued at approximately HK\$261,722,758.

#### **Financial resources**

The Offeror intends to finance the total consideration payable under the Offer through (i) the Offeror's own resources; and (ii) the Offer Facility provided by Head & Shoulders Securities. Under the terms of the Offer Facility, Mr. Leong has agreed to provide personal guarantee in favour of Head & Shoulders Securities and the Offer Shares to be acquired by the Offeror under the Offer will also be the collateral for the Offer Facility. Merdeka Corporate Finance is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration in respect of full acceptance of the Offer.

## **Effects of accepting the Offer**

By accepting the Offer, the relevant Shareholders will sell their respective Shares to the Offeror at the Offer Price free from any mortgage, charge, pledge, lien, (otherwise than arising by statute or operation of law), equities, hypothecation or other encumbrance, priority or security interest, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same, and together with all rights accruing or attaching thereto, including (without limitation) all rights to any dividends and other distributions hereafter declared, paid or made in respect thereof on or after the date of despatch of the Offer Document. To the best of the Offeror's knowledge and according to the published financial information of the Company, there has been no dividend or distribution declared by the Company for the financial year ended 31 March 2019, for the six months ended 30 September 2019 and up to the date of this announcement. In the event that any dividends or distributions are declared after the date of despatch of the Offer Document, paid or made in respect thereof until the close of the Offer, the amount of such dividends or other distributions will be deducted from the Offer Price.

The making of the Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

## **Stamp duty**

Seller's ad valorem stamp duty payable by the Shareholders who accept the Offer and calculated at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable by the Offeror to the relevant Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Shareholders and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

## **Settlement of consideration**

Provided that the Offer has become, or have been declared, unconditional in all respects, settlement of the consideration in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within seven (7) Business Days of the date on which (i) the relevant documents of title are received by or on behalf of the Offeror to render each such acceptance complete and valid; and (ii) when the Offer has become or is declared unconditional, whichever is later.

## **INFORMATION ON THE OFFEROR**

The Offeror is a company incorporated in the British Virgin Islands on 11 July 2019 with limited liability. The principal activity of the Offeror is investment holding.

The Offeror is directly wholly-owned by Mr. Leong. Mr. Leong, aged 47, is a lawyer and banker by profession. He is currently a practicing lawyer practicing in partnership at the legal firm of Leong Yeng Kit & Co. which he founded and now serves as its Managing Partner. Mr. Leong was the founder director of OSK Indochina Bank Limited and OSK Indochina Securities Limited and was an independent non-executive director of RHB Indochina Bank Limited and RHB Indochina Securities Limited and had previously served on its remuneration and nominations committee, audit committee, risk management committee and new activities and products committee of both RHB Indochina Bank Limited and RHB Indochina Securities Limited. Mr. Leong is an experienced investor with over a decade of investment experience in various industries, including advertising and media, securities services, rubber and palm oil plantation, real estate, property development, electronics testing and product assurance facility, restaurant chains and private equity fund. Mr. Leong is interested in investing in industries with great potential and he is constantly looking for investment opportunities in Asia.

Mr. Leong acquired the Sale Shares and decided to make the Offer after having considered (i) the price-to-earnings ratio of the Company as compared to other listed companies in Hong Kong with similar principal business activities is low; (ii) the financial performance of the Company since the date of listing demonstrated a general increasing trend; and (iii) future prospects and potential growth of the Company is optimistic.

Having considered the abovementioned, despite the fact that Mr. Leong does not have experience in the operation of the principal business of the Company as at the date of this announcement, Mr. Leong has decided to acquire the Sale Shares and make the Offer in order to seize this investment opportunity. Besides, as set out in the section headed “INTENTION OF THE OFFEROR IN RELATION TO THE GROUP”, the Offeror may consider changes to the Board composition and the Offeror has no existing plan or contemplation to terminate the employment of any other employees or other personnel of the Group. The Offeror will ensure the existing principal business of the Company will be operated and managed by (i) existing key personnel of the Company, which may include but not limited to Directors and senior management of the Company; and/or (ii) engaging relevant management team with expertise in the IT industry.



## OFFEROR'S INTERESTS IN SECURITIES OF THE COMPANY

The Offeror confirms that as at the date of this announcement:

- (a) save for 990,937,960 Shares, representing approximately 15.92% of the issued share capital of the Company, held by the Offeror, none of the Offeror and parties acting in concert with it owned or had control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (b) save for the acquisition of 990,937,960 Shares by the Offeror pursuant to the Sale and Purchase Agreement on 21 January 2020, none of the Offeror and any parties acting in concert with the Offeror had dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior to the date of this announcement;
- (c) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the Shares and shares of the Offeror and which might be material to the Offer;
- (d) there is no agreement or arrangement to which the Offeror and parties acting in concert with the Offeror, is a party which relates to circumstances in which the Offeror may or may not seek to invoke a pre-condition or a condition to the Offer;
- (e) none of the Offeror nor any parties acting in concert with the Offeror has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (f) none of the Offeror nor any parties acting in concert with the Offeror has received any irrevocable commitment to accept the Offer;
- (g) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror, or any parties acting in concert with the Offeror;
- (h) save for the total consideration of HK\$49,546,898 for the Sale Shares, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror or any parties acting in concert with it to the Vendor or any party acting in concert with the Vendor in connection with the sale and purchase of the Sale Shares;
- (i) there is no understanding, or arrangement, or agreement or special deal between the Offeror or any party acting in concert with it on the one hand, and the Vendor or any party acting in concert with the Vendor on the other hand;
- (j) there is no understanding, or arrangement or agreement or special deal between any Shareholders; and (a) the Offeror and any party acting in concert with it, or (b) the Company, its subsidiaries or associated companies; and

(k) the Vendor and its beneficial owners (i.e. Mr. Teoh, Mr. Lau and Mr. Tan) are not connected with and not acting in concert with the Offeror or Mr. Leong.

## **INFORMATION ON THE COMPANY**

The Company is incorporated in the Cayman Islands with limited liability. The Shares are currently listed on the main board of the Stock Exchange. According to the interim report of the Company for the six months ended 30 September 2019, the Company is an investment holding company and its subsidiaries are principally engaged in the businesses of IT application and solution development, IT infrastructure solutions, secondment services and maintenance and support services.

## **INTENTION OF THE OFFEROR IN RELATION TO THE GROUP**

It is the Offeror's intention to acquire a majority interest in the Company pursuant to the Offer. The intention of the Offeror is that the Group's existing principal activities will be maintained, and at the same time after completion of the Offer, the Offeror will conduct a review on the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. In this regard, the Offeror may look into business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. Should such corporate actions materialise, further announcement(s) will be made in accordance with the Listing Rules. The Offeror had not identified any investment or business opportunities for the Company nor had the Offeror entered into any related agreement, arrangements, understandings or negotiation and there is no plan on any injection or disposal of any assets or businesses into/of the Group as at the date of this announcement.

The Offeror may consider convening a general meeting to appoint new member(s) to the Board if such appointment is considered to be beneficial to the future development of the Group as permitted under the Takeovers Code. Any change to the composition of the Board will be made in compliance with the Takeovers Code and the Listing Rules.

The Offeror has no intention to introduce major changes to the business of the Group, including any redeployment of fixed assets other than those in its ordinary course of business. Save for the potential change(s) to the composition of the Board, the Offeror has no existing plan or contemplation to terminate the employment of any other employees or other personnel of the Group. However, after the Offer the Offeror will continuously review the operation of the Group and the Offeror reserves the right to make any changes that it deems necessary or appropriate to the Group's businesses and operations to optimise the value of the Group.

## **MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Offeror intends the issued Shares to remain listed on the Stock Exchange after the close of the Offer. According to the Listing Rules, if, at the close of the Offer, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

In such case that at the close of the Offer, less than 25% of the issued Shares are held by the public, the Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after the close of the Offer.

## **GENERAL**

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the Offer Document containing, amongst other things, the terms and conditions of the Offer and the forms of acceptance and transfer or cancellation, to the Shareholders within 21 days of the date of this announcement. It is expected that such Offer Document will be issued on or before 24 February 2020. Further announcement(s) regarding the despatch of the Offer Document will be made by the Offeror in due course.

### **Dealings Disclosure**

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Takeovers Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and the Offeror are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in relation to the responsibilities of stockbrokers, banks and other intermediaries:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings including identities of clients, as part of that co-operation.”*

**WARNING**

Shareholders and/or potential investors of the Company should be aware that the Offer is subject to the Conditions as described in the section headed “Conditions to the Offer” in this announcement and accordingly, the Offer may or may not become unconditional. The Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.

**Definitions**

Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as set forth below:

“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate(s)”	has the meaning ascribed to it in the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a business day is a day on which the Stock Exchange is open for the transaction of business

“Closing Date”	the date to be stated in the Offer Document as the first closing date of the Offer (or any subsequent closing date as may be decided and announced by the Offeror and approved by the Executive)
“Company”	ICO Group Limited, incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 01460)
“Condition(s)”	the condition(s) to the Offer, as set out under the section headed “Conditions to the Offer” in this announcement
“Directors”	director(s) of the Company from time to time
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Group”	the Company and its subsidiaries
“Head & Shoulders Securities”	Head & Shoulders Securities Limited, a licensed corporation authorized to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities under the SFO and the offer agent to the Offeror
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	24 January 2020, being the last trading day for the Shares before publication of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Merdeka Corporate Finance”	Merdeka Corporate Finance Limited, a corporation licensed under the SFO to conduct Type 6 (advising on corporate finance) regulated activity as defined under the SFO, the financial adviser to the Offeror
“Mr. Lau”	Lau Chuen Yien, Calvin, one of the ultimate beneficial owners and a director of the Vendor
“Mr. Leong”	Mr. Leong Yeng Kit, the sole beneficial owner and director of the Offeror

“Mr. Tan”	Tan Yun Harn, one of the ultimate beneficial owners and a director of the Vendor
“Mr. Teoh”	Teoh Teng Guan, one of the ultimate beneficial owners and a director of the Vendor
“Offer”	the voluntary conditional cash offer to be made by Head & Shoulders Securities for and on behalf of the Offeror for all Offer Shares on the terms and conditions set out in this announcement and in compliance with the Takeovers Code
“Offer Document”	the document to be issued by the Offeror to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, amongst other things, information relating to the Offeror, the terms and conditions of the Offer and the forms of acceptance and transfer or cancellation (where appropriate)
“Offer Facility”	a facility up to a maximum amount of HK\$70,000,000 granted by Head & Shoulders Securities to the Offeror to finance the amount payable by the Offeror upon acceptance of the Offer by cash in full
“Offer Period”	has the meaning ascribed to it in the Takeovers Code, being the period commencing from 3 February 2020 (being the date of this announcement) and ending on the Closing Date
“Offer Price”	the cash offer price of HK\$0.05 per Offer Share payable by the Offeror to the Shareholders for each Offer Share accepted under the Offer, subject to the terms and conditions of the Offer
“Offer Share(s)”	all the Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it
“Offeror”	Titan Wise Group Limited, a company incorporated in the British Virgin Islands with limited liability wholly-owned by Mr. Leong
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Sale and Purchase Agreement”	the sale and purchase agreement entered into on 21 January 2020 between the Offeror and the Vendor pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares at a total consideration of HK\$49,546,898 representing a price of HK\$0.05 per Sale Share

“Sale Shares”	990,937,960 Shares acquired off-market by the Offeror from the Vendor pursuant to the Sale and Purchase Agreement
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers published by the SFC
“Unconditional Date”	the date on which the Offer becomes or is declared unconditional in all respects, the latest time on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the posting of the Offer Document (or such later date to which the Executive may consent)
“Vendor”	Rainbow Field Investment Limited, which to the best of the information, knowledge and belief of the Offeror, is beneficially owned as to 40% by Mr. Teoh, 29% by Mr. Tan and 31% by Mr. Lau
“%”	per cent

For and on behalf of  
**Titan Wise Group Limited**  
**Leong Yeng Kit**  
*Director*

Hong Kong, 3 February 2020

*As at the date of this announcement, the sole director of the Offeror is Mr. Leong Yeng Kit.*

*The sole director of the Offeror, accepts full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of his 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.*

*The information relating to the Company in this announcement has been extracted from or based on the published information of the Company. The only responsibility accepted by the Offeror in respect of such information is for the correctness and fairness of the extraction of such information and/or its reproduction or presentation.*