

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

MONTHLY PROGRESS UPDATE ON THE POSSIBLE WHITEWASH TRANSACTION REGARDING A POSSIBLE SHARE SUBSCRIPTION PURSUANT TO THE TAKEOVERS CODE

This announcement is made by Tenwow International Holdings Limited (the “**Company**”) pursuant to the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to the announcements of the Company dated 18 February 2020 (the “**Announcements**”) in relation to, among other things, the non-legally binding Term Sheet regarding a possible subscription of new shares of the Company and possible application for whitewash waiver and subsequent update dated 18 March 2020. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

PROGRESS OF THE POSSIBLE SHARE SUBSCRIPTION

The Company wishes to update its Shareholders and potential investors that, the Investor and the Company are still negotiating the Restructuring including the Share Subscription and no concrete terms has been finalised as at the date of this announcement. While discussions on the definitive terms are ongoing, the Investor needs to assess the impacts of COVID-19 on the operation, performance and financial position of the Group, particularly in the Wuhan region where the Group operates and lockdown restrictions have just been recently lifted/relaxed.

The Company will continue to issue monthly announcement(s) setting out the progress of the discussions with the Investor regarding the Restructuring including the Share Subscription until announcement of the signing of the Restructuring Agreement and the agreement in relation to the Share Subscription (the “**Formal Agreements**”) or of a decision not to proceed with the Restructuring including the Share Subscription. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

Completion of Restructuring including the Share Subscription, if materialises, will be subject to the terms of the Formal Agreements. As the Term Sheet may or may not lead to the entering into of the Formal Agreements, and Restructuring including the Share Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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
Director

Hong Kong, 17 April 2020

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

The Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.