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## **CRAZY SPORTS GROUP LIMITED**

**瘋狂體育集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 82)**

### **VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE PROPOSED SALE AND PURCHASE AND PROPOSED SUBSCRIPTIONS OF SHARES OF AN ASSOCIATE, BANK OF ASIA (BVI) LIMITED**

The Board is pleased to announce that on 30 September 2021 (after trading hours), the BOA Shareholders, the Investor and BOA entered into a non-legally binding MOU, pursuant to which (i) the BOA Shareholders agreed to sell, and the Investor agreed to purchase, 51% of the issued share capital of BOA; and (ii) BOA agreed to allot and issue, and the BOA Shareholders and the Investor agreed to subscribe for, ordinary shares of BOA in the ratio of 49 to 51.

**The Board wishes to emphasise that no legally binding agreement in relation to the Proposed Transactions has been entered into as at the date of this announcement and the Proposed Transactions may or may not materialise. Shareholders and potential investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Transactions will be made by the Company in the event any formal agreement(s) has been signed.**

This is a voluntary announcement made by the Company.

## **THE MOU**

The Board is pleased to announce that on 30 September 2021 (after trading hours), the BOA Shareholders, the Investor and BOA entered into a non-legally binding MOU in respect of sale and purchase of existing shares and subscription of new shares of BOA.

## **MAJOR TERMS OF THE MOU**

Date: 30 September 2021

Parties: (i) the BOA Shareholders;  
(ii) the Investor; and  
(iii) BOA.

Pursuant to the MOU, the Investor shall perform and complete its due diligence on BOA within eight weeks from the date of the MOU. Completion of the Proposed Transactions is subject to formal documentation and the approval by the British Virgin Islands Financial Services Commission.

Pursuant to the Proposed Sale and Purchase, the Investor will acquire from the BOA Shareholders in aggregate 51% of the existing issued share capital of BOA.

Under the Proposed Subscriptions, the BOA Shareholders on one hand and the Investor on the other hand will subscribe for new ordinary shares in BOA in the ratio of 49 to 51 for a total subscription price of US\$100 million.

The Parties shall enter into legal agreements reflecting the terms of the MOU within 14 days after signing the MOU.

## REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Group is principally engaged in the development and operation of paid sports information platform and sports social interactive platform, operation and publishing of sports and leisure games and provision of sales services of lottery tickets through retail channels in the PRC. It is intended that the sale proceeds as a result of the completion of the Proposed Sale and Purchase will be partially utilised for settlement in full of the subscription consideration for the Proposed Subscriptions on the part of the BOA Shareholders, and the remaining balance of the sale proceeds will be allocated for the Group's future potential investment opportunities or working capital for the Group's core business.

Over the past 12 months, BOA delivered strong growth momentum despite the COVID-19 pandemic. It has built a diversified client portfolio across 78 countries, with the number of clients increased by over 300% and transactions processed increased over 10 times. The incremental capital injected as a result of the Proposed Subscriptions is expected to be utilised in supporting BOA to further grow its client base and product offerings. The continuing investment in BOA after the Proposed Sale and Purchase allows the Group to further maximize corporate value and realise the integration of resource advantages.

## GENERAL

The Investor is an investment holding company incorporated in the British Virgin Islands with limited liability. The Investor is 100% beneficially owned by Mr. Shen Yang, a PRC private investor.

The Company will make further announcement in respect of the Proposed Transactions as and when appropriate.

**The Board wishes to emphasise that no legally binding agreement in relation to the Proposed Transactions has been entered into as at the date of this announcement and the Proposed Transactions may or may not materialise. Shareholders and potential investors of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Proposed Transactions will be made by the Company in the event any formal agreement(s) has been signed.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“BOA”	Bank of Asia (BVI) Limited, an associate of the Group which holds 45.49% of its equitable interest
“BOA Shareholders”	the existing shareholders of BOA
“Board”	the board of Directors
“Company”	Crazy Sports Group Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Director(s)”	directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investor”	Duwaya Investment Ltd, a company incorporated in the British Virgin Islands with limited liability
“MOU”	the non-legally binding memorandum of understanding dated 30 September 2021 entered into between the BOA Shareholders, the Investor and BOA in relation to the Proposed Transactions
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Sale and Purchase”	the proposed sale by the BOA Shareholders and purchase by the Investor of the Sale Shares
“Proposed Subscriptions”	the proposed subscriptions by the BOA Shareholders and the Investor of the Subscription Shares
“Proposed Transactions”	collectively, the Proposed Sale and Purchase and the Proposed Subscriptions

“Sale Shares”	the shares of BOA proposed to be sold by the BOA Shareholders to the Investor at completion of the Proposed Sale and Purchase, which represents 51% of the existing issued share capital of BOA
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Shares”	the shares of BOA proposed to be allotted and issued by BOA to the BOA Shareholders and the Investor in the ratio of 49 to 51 at completion of the Proposed Subscriptions
“%”	per cent.

By order of the Board  
**Crazy Sports Group Limited**  
**ZHANG Lijun**  
*Chairman*

Hong Kong, 3 October 2021

As at the date of this announcement, the Directors are:

*Executive Directors:*

Dr. ZHANG Lijun (*Chairman*)  
Mr. PENG Xitao  
Ms. CHENG Po Chuen

*Independent non-executive Directors:*

Dr. LOKE Yu (alias LOKE Hoi Lam)  
Mr. ZANG Dongli  
Mr. ZHOU Jingping