

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.*



## **CHINA E-INFORMATION TECHNOLOGY GROUP LIMITED**

### **中國網絡信息科技集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08055)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE ACQUISITION**

This announcement is made by China E-Information Technology Group Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that after trading hours of the Stock Exchange on 10 November 2020, the Company entered into a memorandum of understanding (the “**MOU**”) with two vendors (the “**Vendor**”). Pursuant to the MOU, the Company intends to acquire, and the Vendor intends to dispose part or all of the issued share capital of Tianjin Mars Technology Co., Ltd. (the “**Target Company**”) (the “**Possible Acquisition**”). The Target Company is principally engaged in the business of software technology development and consultation, computer system integration, software development and wholesale and retail of computer and foreign equipment in China.

## **Principal Terms of the MOU**

Date: 10 November 2020 (after trading hours)

Parties

- (i) The Company
- (ii) the Vendor; and

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

### **Consideration**

The number of share equity and consideration for the Possible Acquisition and the manner of payment shall be further negotiated between the Company and the Vendor and be determined in the Formal Agreement (as defined below).

### **Due diligence review**

Pursuant to the MOU, the Company may conduct due diligence review on, including but without limitation, the assets, liabilities, business, operations and subsisting status of the Target Company upon signing of the MOU. The Vendor shall use their best endeavours to procure the Target Company and its agent to provide such assistance and information as is necessary for the Company to complete its due diligence review on the Target Company.

### **Exclusivity**

During a 180 days period after the date of execution of the MOU (the "**Exclusivity Period**"), the Company have exclusive right to negotiate with the Vendor in relation to the terms of the Proposed Acquisition. During the Exclusivity Period, the Vendor shall not directly or indirectly negotiate or agree with any other party with respect to the disposal of the Target Company or any of its businesses.

### **Formal Agreement**

The Company and the Vendor shall use their best endeavours to procure a legally binding formal agreement in relation to the Possible Acquisition ("**Formal Agreement**") within the Exclusivity Period. The Company has the right to nominate one of its subsidiaries as the purchaser to enter into the Formal Agreement.

## **Termination**

The MOU will be terminated at the earlier of:

- (i) the expiry of the Exclusivity Period; or
- (ii) the date of execution of the Formal Agreement;

## **Binding effect**

Save for the provisions relating to exclusivity, confidentiality, binding effect, governing law and jurisdiction, the MOU does not constitute a legally binding agreement on the parties to the MOU.

## **REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION**

The Group (the “**Group**”) is principally engaged in the provision of an internet platform for the facilitation of education program in Chinese medicine and other advisory and training programs. The Company has decided to enter into the Memorandum of Cooperation with the Vendor with a view to maximizing return to the Company and its shareholders in the long run. The Possible Acquisition, when materialized, will strengthen the positive cash flow and earnings for the Group in the long run.

## **GENERAL**

As at the date of this announcement, the terms and conditions of the Possible Acquisition are still being negotiated and no legally binding agreement has been entered into. The Possible Acquisition, if materialised, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders and other investors of the Company should note that the Possible Acquisition may or may not proceed and are advised to exercise caution when dealing in the shares of the Company.

By order of the Board  
**China E-Information Technology Group Limited**  
**Yuan Wei**  
*Executive Director*

Hong Kong, 10 November 2020

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Yuan Wei, Ms. Zhang Jianxin, Mr. Zheng Zhijing, Ms. Lin Yan, Ms. Wong Hiu Pui and Mr. Lin Ruiping; and three independent non-executive Directors, namely Ms. Yang Qingchun, Mr. Tang Jiuda and Ms. Lu Xiaowei.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page and the website of the Company at [www.irasia.com/listco/hk/chieinfotech/](http://www.irasia.com/listco/hk/chieinfotech/) for at least 7 days from the date of its publication.*