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林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

**INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING
IN RELATION TO A POSSIBLE INVESTMENT IN FUND**

The board of directors of the Company (the “**Directors**”) are pleased to announce that on 30 July 2019 (after trading hours), the Company entered into a memorandum of understanding (the “**MOU**”) with Shanghai JZ Equity Investment Fund Management Partnership (L.P.)* (上海吉喆股權投資基金管理合夥企業 (有限合夥)) (the “**Target Company**”) in relation to a possible investment by the Company in the Target Company. The current intention of the amount of investment to be made by the Company will not be less than HK\$80 million, subject to the formalization of the formal agreement.

Shareholders and potential investors of the Company should note that the MOU only sets out the intention of the Company and Target Company in relation to the possible investment in the Target Company, and is subject to, amongst others, the signing of the formal agreement in which the terms and conditions of which are yet to be confirmed and agreed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Lamtex Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE INVESTMENT

The Directors are pleased to announce that on 30 July 2019 (after trading hours), the Company entered into the MOU with the Target Company in relation to a possible investment by the Company in the Target Company.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, the Target Company and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Listing Rules).

SALIENT TERMS OF THE MOU

Investment Terms

Pursuant to the MOU, the current intention of the amount of investment to be made by the Company will not be less than HK\$80 million (“**Investment Amount**”), subject to the formalization of the formal agreement. The Investment Amount will be payable by way of cash. The Company will pay a refundable deposit of HK\$5 million (“**Refundable Deposit**”) within 45 days upon the execution of this MOU. Such Refundable Deposit would be deducted from the Investment Amount if a formal agreement is entered into between the Company and Target Company. On the other hand, if such formal agreement could not be entered into between the Company and Target Company within 90 days upon execution of this MOU, the Target Company will refund the Refundable Deposit to the Company.

Formal Agreement

The Company and the Target Company shall use their endeavours to enter into a formal agreement within 90 days (or such other date as agreed between them) upon execution of the MOU in which the formal agreement shall contain the terms stated in the MOU therein together with other general commercial terms usually prevailing in similar agreements and transactions.

Conditions precedent

Completion of the formal agreement will be subject to, amongst others, the following conditions precedent:

- (1) the Company having completed its due diligence review on the Target Company and both parties being satisfied with the results thereof;
- (2) the Company having obtained all necessary consents, approvals and permits from its Board, its shareholders and The Stock Exchange of Hong Kong Limited (if applicable) in respect of the possible investment; and
- (3) the Company and Target Company having agreed all the other terms of the formal agreement.

REASONS FOR ENTERING INTO THE MOU

The Group is principally engaged in securities trading and investment, securities brokerage and provision of securities margin finance, property investment, hotel operation, loan financing services, and trading and manufacturing of electronic products business.

The Target Company is a limited partnership fund set up in 2012 in the People's Republic of China. It is a general partner to a fund portfolio which invests in, amongst others, the medical health sector and cultural tourism projects in the People's Republic of China and is responsible for overseeing and managing such fund.

As disclosed in an announcement of the Company dated 9 July 2019 regarding the proposed issue of convertible bonds under general mandate, China United Capital Limited (being the subscriber therein) and the Company will have to agree on the usage of the net proceeds. The investment in the Target Company is one of the projects being considered between the Company and China United Capital Limited and it is envisaged that the investment in the Target Company could bring valuable return and add on the portfolio of the Company and hence bring long term value to the Company and return to the Company's shareholders.

Shareholders and potential investors of the Company should note that the MOU only sets out the intention of the Company and Target Company in relation to the possible investment, and is subject to, amongst others, the signing of the formal agreement in which the terms and conditions of which are yet to be confirmed and agreed. As such, the investment into the Target Company may or may not proceed and as at the date of this announcement, no legally binding agreement in relation thereto has been entered into. The possible investment, if materialize, may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement(s) will be made by the Company in respect of the possible investment will be made by the Company as and when appropriate in compliance with the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Lamtex Holdings Limited
Pan Xian
Executive Director

Hong Kong, 30 July 2019

As at the date of this announcement, the Board comprises three Executive Directors, namely, Mr. Tse Ping (Chairman), Mr. Wu Xiaolin and Mr. Pan Xian; three Non-Executive Directors, namely Ms. Zang Yanxia, Mr. Liu Zhanqing and Mr. Xiao Shen; and three Independent Non-Executive Directors, namely Mr. Zeng Zhaolin, Dr. Loke Yu (alias Loke Hoi Lam) and Mr. Tse Long.

* *for identification purposes only*