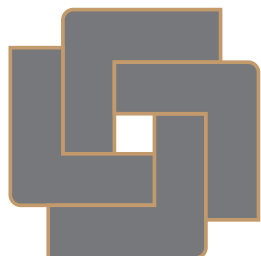


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林達控股有限公司  
LAMTEX HOLDINGS LTD.

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 ACQUISITION OF SHARES**

The board of directors (the “**Directors**”) of the Company are pleased to announce that on 23 April 2020 (after trading hours), the Company entered into a memorandum of understanding (the “**MOU**”) with Asian Capital Partners Group Company Limited (“**ACP**”) in relation to a possible acquisition of 49% the entire issued shares held by ACP in CITIC Merchant Co., Limited (the “**Target Company**”).

As at the date of this announcement, the entire issued shares in the Target Company is owned as to 49% and 51% by ACP and CITIC International Assets Management Limited (“**CITIC IAML**”) respectively. ACP is wholly owned by Concorde Asia Group Limited (“**Concorde Asia**”) in which Concorde Asia is in turn wholly-owned by Mr. Huang Bin, the chairman and an executive Director of the Company, who is also a director of both Concorde Asia and ACP. Accordingly, the Target Company is an associate of Mr. Huang Bin and the transaction(s) contemplated under the MOU will constitute a connected transaction for the Company.

**Shareholders and potential investors of the Company should note that the MOU only sets out the intention of the Company in relation to the possible acquisition of 49% of the entire issued shares held by ACP 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 ACQUISITION OF SHARES**

The Directors of the Company are pleased to announce that on 23 April 2020 (after trading hours), the Company entered into the MOU with ACP in relation to a possible acquisition of 49% the entire issued shares held by ACP in the Target Company.

### **Date**

23 April 2020 (after trading hours)

### **Parties**

- (1) the Company as the purchaser; and
- (2) Asian Capital Partners Group Company Limited as vendor.

As at the date of this announcement, the entire issued shares in the Target Company is owned as to 49% and 51% by ACP and CITIC IAML respectively. ACP is wholly owned by Concorde Asia in which Concorde Asia is in turn wholly-owned by Mr. Huang Bin, the chairman and an executive Director of the Company, who is also a director of both Concorde Asia and ACP. Accordingly, the Target Company is an associate of Mr. Huang Bin and the transaction(s) contemplated under the MOU will constitute a connected transaction for the Company.

### **Consideration**

Pursuant to the MOU, the consideration will be subject to the formalization of the formal agreement. The Company will pay a refundable deposit of HK\$5 million (the “**Refundable Deposit**”) within 21 days upon execution of the MOU (or such other date as both the Company and Concorde Asia may agree). Such Refundable Deposit would be deducted from the total consideration if a formal agreement is entered into between the Company and Concorde Asia. On the other hand, if such formal agreement could not be entered into between the Company and Concorde Asia within 90 days upon execution of the MOU, Concorde Asia will refund the Refundable Deposit to the Company (without interest).

## **Formal Agreement**

The Company (or another entity designated by the Company) and Concorde Asia 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 Precedents**

The sale and purchase of the entire equity interests in the Target Company between the Company and Concorde Asia shall be conditional upon, among others the following conditions precedent:

- (a) the Company being satisfied, in its absolute discretion, the due diligence results on the Target Company;
- (b) the acquisition of the entire equity interests in CITIC Merchant Enterprise Management Limited\* (中信國通企業管理有限公司) by the Company or its wholly-owned subsidiaries having been completed;
- (c) all necessary approvals in relation to the acquisition of the entire equity interests in the Target Company, including but not limited to, the independent shareholders' approval as required under the Listing Rules (if necessary); and
- (d) other conditions precedent agreed between the Company and Concorde Asia to be included in the formal agreement.

## **Exclusivity**

Pursuant to the MOU, the Company shall be granted an exclusivity period of 90 days upon execution of the MOU for acquiring the entire equity interests held by Concorde Asia in the Target Company.

## **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 company established in Hong Kong. As at the date of this announcement, the entire issued shares in the Target Company is owned as to 49% and 51% by ACP and CITIC IAML respectively. ACP is wholly-owned by Concorde Asia in which Concorde Asia is in turn wholly-owned by Mr. Huang Bin, the chairman and an executive Director of the Company, who is also a director of both Concorde Asia and ACP.

The Target Company belongs to CITIC International Financial Holdings, a subsidiary of CITIC Group. It relies on and cooperates with CITIC International Assets Management Limited (“CITIC IAML”) to provide comprehensive financial solutions through integration of resources and organization of transactions, providing corporate mergers and acquisitions and investment advisory services, as well as applying comprehensive investment and investment banking business model for fund management and asset management to help companies achieve business development. Since its establishment, the Target Company has always adhered to the “development financial” business philosophy and development strategy. The Target Company integrates its business into the national development strategy and policy tasks, undertakes the national “Belt and Road” projects, implements the “innovation-driven” strategy, and serves state-owned enterprises to carry out reform and industrial restructuring. Through the expansion of technology, land, financial business integration and system innovation within the framework of development plan for the Guangdong-Hong Kong-Macao Greater Bay Area, it has contributed to the long-term prosperity and stability of Hong Kong.

In the field of cross-border business, the Company, through the Target Company, would be able to cooperate with national sovereign funds and development investment and financing institutions, focuses on China’s factor economy development and factor market construction, carries out energy and resource mergers and acquisitions along the “Belt and Road” to promote introduction and transformation of overseas advanced scientific and technological achievements and talents, push forward international engineering contracting, and facilitate high-end equipment manufacturing industry upgrades and international cooperation on competitive industrial capacity.

In terms of cross-market collaboration, the Company would be able to rely on CITIC Group’s brand and resource advantages. Through the business collaboration with the group’s internal member companies and external central enterprises, local government capital operation platforms, local state-owned enterprises, famous local enterprises in Hong Kong and overseas Chinese businessmen, the Company would be able to grasp market opportunities such as the disposal of non-performing assets, carries out mixed ownership reform and equity diversification cooperation, optimizes resource allocation, helping local economic restructuring and industrial transformation and upgrading.

The Board is of the view that by entering into the transaction, the Board is confident that this new business stream will be able to deliver a promising return and will be in the interests of the Company and Shareholders as a whole.

**Shareholders and potential investors of the Company should note that the MOU only sets out the intention of the Company in relation to the possible acquisition of 49% of the entire equity interests 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. As such, the acquisition may or may not proceed. As at the date of this announcement, no legally binding agreement in relation thereto has been entered into. The acquisition, if materialize, may constitute a connected transaction of the Company and may require independent shareholder's approval under the Listing Rules. Further announcement(s) will be made by the Company in respect of the possible acquisition 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**  
**Wu Xiaolin**  
*Executive Director*

Hong Kong, 23 April 2020

*As at the date of this announcement, the Board comprises four Executive Directors, namely, Mr. Huang Bin (Chairman), Mr. Wu Xiaolin, Mr. Cheng Tun Nei and Mr. Wen Wenfeng; two Non-Executive Directors, namely Ms. Zang Yanxia and Mr. Pan Xian; and four Independent Non-Executive Directors, namely Mr. Li Changhui, Mr. Xu Lin, Mr. Liu Kam Lung and Mr. Li Ming Guo.*

\* *indicates the English translation of the entity for identification purposes only*