

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.

Lapco Holdings Limited

立高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8472)

INSIDE INFORMATION

MEMORANDUM OF UNDERSTANDING IN RELATION TO PROPOSED FORMATION OF JOINT VENTURE

This announcement is made by Lapco Holdings Limited (the “Company”) pursuant to Rule 17.10 (2) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “Board”) of the Company is pleased to announce that, on 28 January 2019 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “MOU”) with Noble Sovereignty Capital Group Limited (“Noble Sovereignty”) in relation to, among other things, the proposed formation of a joint venture company (the “Proposed Joint Venture”) for the purpose of development of training, recruitment and export of blockchain and internet technology and financial technology application talents, outsourcing services for blockchain and internet technology projects, investment advisory services, talent community ecosystem for blockchain and internet technology projects, and business operated under <https://www.senbit.cc>, etc.

Pursuant to the MOU, it is agreed that the shareholding ratio of the Proposed Joint Venture, if established, shall be 68% to the Company and 32% to Noble Sovereignty, and in view that Noble Sovereignty currently carries out training, recruitment and export of blockchain and internet technology and financial technology application talents, outsourcing services for blockchain and internet technology projects, investment advisory services, talent community ecosystem for blockchain and internet technology projects, and business operated under <https://www.senbit.cc>, etc, Noble Sovereignty undertakes to take a lead to operate all its current business under the Proposed Joint Venture after its establishment and subject to the conditions that the above-mentioned business and the relevant assets will comply with all the applicable laws and regulations to which they are subject. Noble Sovereignty shall be responsible for the primary operation and management. The operation and management will be provided for in the definitive agreement constituting the Proposed Joint Venture and on terms to be agreed.

The MOU was intended to record the preliminary mutual understanding between the parties to the MOU and to serve as a platform for further negotiations and no legally binding agreement in relation to the Proposed Joint Venture has been entered into by the relevant parties.

Due diligence review

Pursuant to the MOU, the Company may conduct due diligence review on, including but without limitation, the financial conditions, business and operations of Noble Sovereignty and the Proposed Joint Venture for three months commencing from the date of the MOU (or such later date as agreed by both parties) (the "Due Diligence Review Period"). Noble Sovereignty shall use their best endeavours to provide such assistance and information as is necessary for the Company to complete its due diligence review.

Within seven days after the end of the Due Diligence Review Period (or such later date as agreed by both parties), the Company shall notify in writing Noble Sovereignty as to whether or not the Company would proceed with the Proposed Joint Venture. The terms and conditions of the formation of the Proposed Joint Venture shall be further negotiated and confirmed by the parties after completion of, and the Company being satisfied with, the due diligence review.

REASONS FOR THE PROPOSED JOINT VENTURE

The Group is an established and one-stop environmental hygiene service provider based in Hong Kong.

Taking into account the prospects and growing popularity of financial technology and big data application globally, and to keep up the Company's ability to embrace the rapid and incessant infiltration of technology across different sectors, the Company intends to explore the development in this business together with the possibility of diversification of the business of the Company, with a view to maximizing return to the Company and the shareholders as a whole in the long run. The Board considers that the Proposed Joint Venture, should it be materialized, would be beneficial and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON NOBLE SOVEREIGNTY

Noble Sovereignty is a company with limited liability incorporated in England and is wholly and beneficially owned by Mr. Hu ChangYi (胡長義先生). According to Noble Sovereignty, it is principally engaged in information technology big data internet and big health project investment, big data technology development outsourcing service, big data talent training and talent export, training, recruitment and export of blockchain and internet technology and financial technology application talents, outsourcing services for blockchain and internet technology projects, investment advisory services, talent community ecosystem for blockchain and internet technology projects, and business operated under <https://www.senbit.cc>, etc.

To the best knowledge, information and belief of the directors ("Directors") of the Company after having made all reasonable enquiries, Noble Sovereignty and its ultimate beneficial owner are independent third parties who are not connected persons (as defined under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") of the Company.

Shareholders and potential investors of the Company should note that the MOU may or may not lead to the entering into of the definitive agreement and transactions contemplated thereunder may or may not be consummated. The Board wishes to emphasize that no binding agreement in relation to the Proposed Joint Venture has been entered into by the Company as at the date of this announcement. The Proposed Joint Venture, if materialized, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement will be made in respect thereof as and when required by the GEM Listing Rules.

Shareholders and potential investors of the Company are strongly advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Lapco Holdings Limited
Tam Yiu Shing Billy
Executive Director

Hong Kong, 28 January 2019

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Lam Pak Ling, Mr. Cai Weiming, Mr. Wong Tsz Chun, Jacky and Mr. Tam Yiu Shing, Billy; and three independent non-executive Directors, namely Mr. Mak Kwok Kei, Ms. Lam Kit Yan and Mr. Ho Kin Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.lapco.com.hk. In case of any inconsistency, the English text of this report shall prevail over the Chinese text.