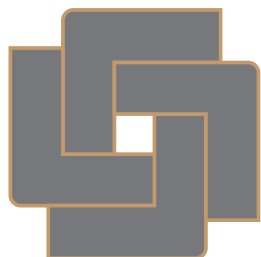


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林達控股有限公司  
LAMTEX HOLDINGS LTD.

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 of the Company (the “**Directors**”) are pleased to announce that on 20 January 2020 (after trading hours), Best Mind International Group Limited (“**Best Mind**”), an indirect wholly-owned subsidiary of the Company, entered into a memorandum of understanding (the “**MOU**”) with Mr. Li GuoLin (“**Mr. Li**”) in relation to a possible acquisition of 51% of the shares by Best Mind in Ambre Investing Inc. (the “**Target Company**”). As at the date of this announcement, Mr. Li is the sole legal and beneficial owner of the entire issued shares of the Target Company. The current intention of the consideration to be made by Best Mind will not be less than HK\$25 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 Best Mind in relation to the possible acquisition of 51% of shares 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 are pleased to announce that on 20 January 2020 (after trading hours), Best Mind entered into the MOU with Mr. Li in relation to a possible acquisition of 51% of shares by Best Mind in the Target Company. Set out below are the salient terms of the MOU.

### **Date**

20 January 2020 (after trading hours)

### **Parties**

- (1) Best Mind International Group Limited as the purchaser; and
- (2) Mr. Li GuoLin as vendor.

To the best of knowledge, information and belief of the Directors, having made all reasonable enquiries, Mr. Li is an independent third party independent of the Company and its connected persons (as defined in the Listing Rules).

### **Consideration**

Pursuant to the MOU, the current intention of the consideration to be made by Best Mind will not be less than HK\$25 million, subject to the formalization of the formal agreement. Best Mind will pay a refundable deposit of HK\$5 million (the “**Refundable Deposit**”) within 7 days upon execution of the MOU. Such Refundable Deposit would be deducted from the total consideration if a formal agreement is entered into between the Best Mind and Mr. Li. On the other hand, if such formal agreement could not be entered into between Best Mind and Mr. Li within 90 days upon execution of the MOU, Mr. Li will refund the Refundable Deposit to Best Mind (without interest).

### **Formal Agreement**

Best Mind and Mr. Li 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.

### **Exclusivity**

Pursuant to the MOU, Best Mind shall be granted an exclusivity period of 90 days upon execution of the MOU for acquiring 51% of the shares 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 incorporated in the British Virgin Islands with limited liability whose entire issued shares are legally and beneficially owned by Mr. Li as at the date of this announcement. The principle business of the Target Company is investment holding. The Target Company holds an indirect wholly-owned subsidiary which operates the trading of metals (including import and export) in the People's Republic of China ("PRC").

Mr. Li has been in the business of trading of metals for over 30 years in the PRC and is a prominent figure in the metal trading market. The Board is of the view that by acquiring 51% of shares in the Target Company, the financial results of the Target Company will be consolidated into the financial results of the Company and in the meantime, the Company would be able to expand its business segments and income streams which will generate a stable income, allowing the Company to further enhance its financial position and bring long term value to the Company and return to the Company's shareholders. With the assistance of Mr. Li and his expertise, the Board is confident that this new business stream will be able to deliver a promising return.

**Shareholders and potential investors of the Company should note that the MOU only sets out the intention of Best Mind in relation to the possible acquisition of 51% of shares 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 notifiable transaction of the Company 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, 20 January 2020

*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.*