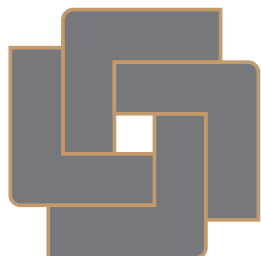


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**林達控股有限公司**  
**LAMTEX HOLDINGS LTD.**

STOCK CODE 股份代號1041

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1041)**

**INSIDE INFORMATION  
IN RELATION TO STRATEGIC COOPERATION  
WITH CONNECTED PERSONS**

Reference is made to the announcements of the Company both dated 23 April 2020 in relation to (i) a possible acquisition of the entire equity interests held by CITIC Merchant HK in CITIC Merchant Beijing; and (ii) a possible acquisition of 49% of the entire issued shares held by ACP in CITIC Merchant HK.

The Directors of the Company is pleased to announce that on 24 April 2020 (after trading hours), the Company entered into a Strategic Cooperation Memorandum with CITIC Merchant HK, CITIC Merchant Beijing and CIAM.

Pursuant to the Strategic Cooperation Memorandum, each of the Company, CITIC Merchant HK, CITIC Merchant Beijing and CIAM have agreed to cooperate in various areas.

As at the date of this announcement, the entire equity interests of CITIC Merchant Beijing is wholly-owned by CITIC Merchant HK whereas the entire issued shares of CITIC Merchant HK is owned as to 49% and 51% by ACP and CIAM 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, each of CITIC Merchant HK and CITIC Merchant Beijing is an associate of Mr. Huang Bin and the transaction(s) contemplated under the Strategic Cooperation Memorandum will constitute connected transaction(s) for the Company.

**The transactions contemplated under the Strategic Cooperation Memorandum may amount to notifiable and connected transactions of the Company. As the completion of the transactions contemplated under the Strategic Cooperation Memorandum is subject to the entering into of formal agreements and other approvals as may be required under the Listing Rules, Shareholders and potential investors are reminded that such transactions may or may not proceed.**

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**”).

Reference is made to the announcements of the Company both dated 23 April 2020 in relation to (i) a possible acquisition of the entire equity interests held by CITIC Merchant Co., Limited (“**CITIC Merchant HK**”) in CITIC Merchant Enterprise Management Limited\* (中信國通企業管理有限公司) (“**CITIC Merchant Beijing**”); and (ii) a possible acquisition of 49% of the entire issued shares held by Asian Capital Partners Group Company Limited (“**ACP**”) in CITIC Merchant HK (together the “**Acquisitions**”).

The board of directors (the “**Directors**”) of the Company is pleased to announce that on 24 April 2020 (after trading hours), the Company entered into a strategic cooperation memorandum of understanding (“**Strategic Cooperation Memorandum**”) with CITIC Merchant HK, CITIC Merchant Beijing and CITIC International Assets Management Limited (“**CIAM**”). Pursuant to the Strategic Cooperation Memorandum, each of the Company, CITIC Merchant HK, CITIC Merchant Beijing and CIAM have agreed to cooperate in various areas.

Set out below are the major terms of the Strategic Cooperation Memorandum.

## **STRATEGIC COOPERATION MEMORANDUM**

### **Objective**

Pursuant to the Strategic Cooperation Memorandum, the Company, CITIC Merchant HK, CITIC Merchant Beijing and CIAM have agreed, among other things, the following:

- A. The Company would set up a joint due diligence task force to carry out due diligence work on CITIC Merchant Beijing’s assets, the total net asset value and total asset value of which amounting to approximately RMB50 million and RMB500 million respectively such that the Company would acquire the assets portfolio of CITIC Merchant Beijing mainly based on shareholder’s loan granted by CITIC Merchant HK upon the completion of the acquisition of the entire equity interests of CITIC Merchant Beijing held by CITIC Merchant HK, details of which are set out in the announcement of the Company dated 23 April 2020; CITIC Merchant Beijing will

change the name and merge in the organization of the Company after the acquisition. Through the acquisition of related domestic financial license business, CITIC Merchant Beijing aims at expanding the Company's business scope and source of revenue, and cooperates with CIAM in the field of non-performing assets, and provides corporate advisory services and investment and fund management in a way to meet the needs of Chinese and foreign customers in the field of debt restructuring and corporate restructuring; and

- B. The Company would, upon the completion of the Acquisitions, invest in CITIC Merchant HK together with CIAM, such that the net asset value and total asset value of CITIC Merchant HK would not be less than HK\$50 million and HK\$500 million respectively. Base on the new capital injection, the Company would build up a comprehensive strategic partnership with CIAM so as to explore potential out-bound and in-bound investment opportunities. As the Group is authorized to carry out Types 1, 4 and 9 regulated activities under the Securities and Futures Ordinance, the company and CITIC Merchant HK will joint the other Chinese and foreign capital partners to initiate the establishment of special opportunity fund in the near future. The fund will aim for the opportunities in the field of non-performing assets.

#### **Term**

The term of the Strategic Cooperation Memorandum shall be 2 years upon execution and shall be automatically extended for a further term of 1 year upon expiration if none of the Company, CITIC Merchant HK, CITIC Merchant Beijing and CIAM have raised any written objection.

#### **INFORMATION OF EACH OF CITIC MERCHANT HK, CITIC MERCHANT BEIJING AND CIAM**

CITIC Merchant HK is a company incorporated in Hong Kong with limited liability and provides the company mergers and acquisitions and investment advisory services, helps enterprises realize the business development by utilizing the integrated investment and investment banking business model integrating funds management and asset management and provides comprehensive financial solutions. It also involves its business into the national development strategy and policy task, undertakes the project of "Road and Belt Initiative", carries out the "innovation driven" strategy, serves the reform and industrial structure adjustment of state-owned enterprises, promotes the integration of technology, land and financial business and the innovation of systems within the framework of the development plan for Guangdong, Hong Kong, Macao Greater Bay Area.

CITIC Merchant Beijing is a wholly-owned subsidiary of CITIC Merchant HK and is a company established in Beijing, the People's Republic of China. By leverage of CITIC Group brand equity and corporate resources, CITIC Merchant Beijing has developed a powerful network and quality deals flow, so uniquely posited to deliver investment management and asset management business in the People's Republic of China.

CIAM is a member of the CITIC group of companies, one of the biggest conglomerates in the People's Republic of China. The core business of CIAM is equity investment and asset management focusing on the Mainland market. CIAM has diversified shareholders background and is a boutique financial firm that has a comparative advantage in managing non-performing assets with an international view and business network.

As at the date of this announcement, the entire equity interests of CITIC Merchant Beijing is wholly-owned by CITIC Merchant HK whereas the entire issued shares of CITIC Merchant HK is owned as to 49% and 51% by ACP and CIAM 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, each of CITIC Merchant HK and CITIC Merchant Beijing is an associate of Mr. Huang Bin and the transaction(s) contemplated under the Strategic Cooperation Memorandum will constitute connected transaction(s) for the Company.

However, upon completion of the Acquisitions, CITIC Merchant Beijing will become a wholly-owned subsidiary of the Company whereas CITIC Merchant HK will be owned as to 49% and 51% by the Company and CIAM respectively. Thereafter, any transaction(s) contemplated under the Strategic Cooperation Memorandum will no longer constitute connected transaction(s) for the Company after completion of the Acquisitions.

The Company will comply with the applicable Listing Rules as and when necessary and will seek all necessary approvals as required under the Listing Rules if any further agreements in relation to the transaction(s) contemplated under the Strategic Cooperation Memorandum are entered into by the Company with each of CITIC Merchant HK, CITIC Merchant Beijing and CIAM.

## **REASONS FOR ENTERING INTO THE STRATEGIC COOPERATION MEMORANDUM**

By entering into the Strategic Cooperation Memorandum, the Company would be able to expand its current investment portfolio and increase its brand name recognition through the cooperation with each of CITIC Merchant HK, CITIC Merchant Beijing and CIAM.

The Company would be able to cooperate with national sovereign funds and development investment and financing institutions by relying on the brand and resource advantages of each of CITIC Merchant HK, CITIC Merchant Beijing and CIAM. Through the business collaboration with each of CITIC Merchant HK, CITIC Merchant Beijing and CIAM and their respective associated 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 management of non-performing assets by setting up the special opportunity fund with CITIC Merchant HK as CITIC Merchant HK and CITIC Merchant

Beijing are both renowned in the asset management sector in the People's Republic of China and have a comparative advantage in managing non-performing assets.

**Shareholders and potential investors of the Company should note that the Strategic Cooperation Memorandum only sets out the intention of the Company in relation to the future cooperation between the Company and each of CITIC Merchant HK, CITIC Merchant Beijing and CIAM, and is subject to, amongst others, the signing of formal agreement(s) in which the terms and conditions of which are yet to be confirmed and agreed. As at the date of this announcement, no legally binding agreement in relation to any transaction(s) contemplated under the Strategic Cooperation Memorandum has been entered into. Any transaction contemplated under the Strategic Cooperation Memorandum, if materialize, may constitute a connected transaction and/or notifiable transaction of the Company and may require independent shareholder's approval under the Listing Rules. Further announcement(s) will be made by the Company as and when necessary. 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, 26 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*