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**美捷滙控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1389)**

## **INSIDE INFORMATION**

### **LETTER OF INTENT IN RELATION TO POSSIBLE ACQUISITION**

This announcement is made by Major Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the rules governing the listing of securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **LETTER OF INTENT**

The board of directors (the “**Board**”) of the Company is pleased to announce that on 11 October 2016 (after trading hours), the Company, as purchaser, entered into a non-legally binding letter of intent (the “**LOI**”) with a vendor (the “**Vendor**”, together with the Company, the “**Parties**”) in relation to the possible acquisition (the “**Possible Acquisition**”) of 13.42% issued share capital of a company (the “**Target Company**”) (the “**Sale Shares**”). The principal activity of the Target Company is the operation of stock exchanges that provide facility for, among others, the listing of equity securities, corporate debt and investment scheme units.

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the Vendor is a third party independent of the Company and its connected persons (as defined under the Listing Rules) as at the date of this announcement.

#### **Due Diligence**

The Vendor shall procure that the Company and its advisers are given access to the offices, properties, books and records and employees of the Target Company and its subsidiaries (if any) in conducting due diligence review on the business, legal and financial aspects of the Target Company (including its subsidiaries (if any)).

The Company shall conduct the due diligence review during the Exclusivity Period (as defined below). The Parties may through negotiations, extend the Exclusivity Period to be agreed between the Parties.

\* *For identification purposes only*

## **Exclusivity Period**

The Vendor and persons acting in concert with it shall not negotiate with or solicit offers from any other parties in relation to the acquisition or disposal of the Sale Shares within 180 days from the date of the LOI (or such other dates as may be agreed by the Parties) (“**Exclusivity Period**”).

In the event that the Parties do not enter into any binding agreement for the Possible Acquisition after the expiry of the Exclusivity Period, the LOI shall lapse and all obligations of the Parties shall cease.

## **Binding effect**

Save for certain provisions such as the provisions on confidentiality, exclusivity, costs and governing law, the other terms of the LOI are not intended to be legally binding.

## **REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION**

The Company has been actively seeking new business opportunities from time to time in order to diversify its business and enhance the long-term growth potential of the Company and its shareholders’ value. By investing in the Target Company, it is expected that the Group can enter into the financial services industry, being a new business segment to the Group, and to benefit from diversifying its revenue stream. As such, the Company considers that the Possible Acquisition is in the interest of the Company and its shareholders as a whole.

## **GENERAL**

**The Possible Acquisition, if materialised, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. The Company will make further announcement in respect of the Possible Acquisition as and when appropriate in compliance with the Listing Rules.**

**The LOI is not intended to be legally binding (save for certain provisions such as the provisions on confidentiality, exclusivity, costs and governing law). If the Company proceeds with the Possible Acquisition, it will enter into legally binding agreement(s) with the Vendor in respect of the Possible Acquisition.**

**The Board wishes to emphasize that the Possible Acquisition may or may not proceed and that the Company has not entered into any binding agreement in relation to the Possible Acquisition as at the date of this announcement. 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  
**Major Holdings Limited**  
**CHEUNG Chun To**  
*Chairman*

Hong Kong, 11 October 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Cheung Chun To, Mr. Leung Chi Kin Joseph and Ms. Cheung Wing Shun, the independent non-executive directors of the Company are Mr. Wong Siu Ki, Mr. Ngai Hoi Ying and Mr. Yue Kwai Wa Ken.*

*In case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*