

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



BLOCKCHAIN GP
區塊鏈集團有限公司

BLOCKCHAIN GROUP COMPANY LIMITED
區塊鏈集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

VOLUNTARY ANNOUNCEMENT
IN RESPECT OF A PROPOSED TRANSACTION

This announcement is made by Blockchain Group Company Limited (the “**Company**”) on a voluntary basis.

The board of directors of the Company (the “**Board**”) is pleased to announce that on 4 April 2018, Blockchain Research Centre Limited (區塊鏈研究中心有限公司) (“**BRC**”), a wholly-owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Hanzhong Trading Co., Limited (“**Hanzhong**”).

MAJOR TERMS OF THE MOU

Pursuant to the Hanzhong MOU, BRC intends to distribute to Hanzhong a total number of 120,000 of the Product (as defined below) within a period of 1 year for sales by Hanzhong in the global market (the “**Proposed Transaction**”).

The MOU is intended to record the preliminary mutual understanding between BRC and Hanzhong, and is not intended to be legally binding. Further terms including consideration are subject to further negotiation and the signing of the formal agreement by relevant parties.

The MOU shall terminate and be of no further effect if the relevant formal agreement is not entered into by the relevant parties within 2 months of the date of entering into the MOU unless the relevant parties have agreed in writing to extend this deadline.

REASONS FOR ENTERING INTO THE MOU

The Company intends to sell to the global market the Bitcoin Brothers cryptocurrency computer (the “**Product**”) – a brand to be produced by subsidiaries of the Company, through Hanzhong. Hanzhong has a strong global presence as a sales agent of cryptocurrency computing products and components, with customers from various countries including the U.S.A, Australia, New Zealand, South Korea, Japan and Vietnam, etc. The average sales volume via the sales channels of Hanzhong was over 20,000 per month in global cryptocurrency computing products last year, which evidences its strength and reach in the blockchain-related products sales market. The Board is of the view that the entering into of the MOU could provide an opportunity to the Company to leverage the connection and reputation of Hanzhong and expand the reach into the global market of its blockchain-related products, including but not limited to the Product.

As the Company targets to strengthen its global position of its blockchain technology, products, services, solutions and other related matters, the Board is of the view that the entering into of the MOU is in the interest of the Company and its shareholders as a whole.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, Hanzhong and its ultimate beneficial owners are independent third parties who are not connected persons of the Company as at the date of this announcement.

By Order of the Board of
Blockchain Group Company Limited
Cai Yangbo
Executive Director

Hong Kong, 4 April 2018

As at the date of this announcement, the executive Directors are Mr. Cai Zhenrong, Mr. Li Dongfan, Mr. Cai Zhenyao, Mr. Cai Zhenying, Mr. Cai Yangbo, Mr. Choi Wing Toon, Mr. Chen Wenfang and Mr. Yan Ximao. The non-executive Director is Mr. Su Yichao. The independent non-executive Directors are Mr. Lawrence Gonzaga, Mr. Chin Hon Siang, Mr. Lin Hann Ruey and Mr. Wang Qidong.