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Time2U International Holding Limited

時間由你國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1327)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

This voluntary announcement is made by Time2U International Holding Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (the “**SFO**”).

The board of directors of the Company (the “**Board**”) is pleased to announce that on 5 February 2016 (after trading hours), Touch Moment Group Limited, a wholly owned subsidiary of the Company (the “**Purchaser**”) entered into a memorandum of understanding (the “**MOU**”) with Ms. Chen Huisui, a natural person of Chinese nationality (the “**Vendor**”), pursuant to which the Purchaser intends to acquire and the Vendor intends to sell the entire issued share capital of Pok Chiu Development Limited 博超發展有限公司 (the “**Target Company**”) (the “**Possible Acquisition**”).

To the best knowledge of the Board and having made all reasonable enquiries, the Vendor is a third party independent of and not connected with the Company and the directors, chief executive or substantial shareholder of the Company or any of its subsidiaries or any of their respective associates as defined in the Listing Rules.

The Target Company is an investment holding company. To the best knowledge of the Board, the Target Company and its wholly-owned subsidiaries are principally engaged in (i) development of clocks, watches, calculation software, and other various types of technological products; (ii) manufacturing of various electronic products, hardware products and precision machinery accessories in the People’s Republic of China.

Under the MOU, the Vendor has agreed not to enter into any negotiation or agreement with any third party on any proposed disposal of the equity interests in the Target Company for a period of 120 days from the date of the MOU or such longer period as the parties to the MOU may agree. Save for the clause on confidentiality, exclusively and the governing law of the MOU, the MOU is not legally binding on the parties thereto. The consideration for the Possible Acquisition shall be subject to negotiation and agreement between the Purchaser and the Vendor after the Purchaser has finished the due diligence review on the Target Company and its wholly-owned subsidiaries.

As the Group is principally engaged in the manufacture and sales of own-branded watches, OEM watches and third-party watches, the Board considers that the Possible Acquisition, if materialized, will have substantial synergy effects with the Group's existing business.

The Board wishes to emphasize that the Possible Acquisition is subject to the signing of a legally binding agreement and the terms of the Possible Acquisition are subject to further negotiation between the Vendor and the Purchaser. As at the date of this announcement, no legally binding agreement in relation to the Possible Acquisition has been entered into. The Possible Acquisition, if materialised, may constitute a notifiable transaction of the Company pursuant to the Listing Rules. Further announcement(s) in respect of the Possible Acquisition will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

As the Possible Acquisition may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
Time2U International Holding Limited
Lin Zhiqiang
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 5 February 2016

As at the date of this announcement, the Board comprises three executive directors of the Company, being Mr. Lin Zhiqiang (chairman and chief executive officer), Mr. See Ching Chuen and Mr. Zheng Qingjie; and three independent non-executive directors of the Company, being Mr. Chang Wei, Mr. Nie Xing and Mr. Yu Chon Man.