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## **Karrie International Holdings Limited**

**嘉利國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1050)**

### **THIRD SUPPLEMENTAL AGREEMENT RELATING TO DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE COOPERATION AGREEMENT**

Reference is made to the circular of the Company dated 26 June 2015 (the “**Circular**”) and the announcements of the Company dated 28 August 2015 and 24 December 2015 (collectively, the “**Announcements**”) in relation to the Supplemental Agreement and Second Supplemental Agreement for the extension of the Long Stop Date under the Cooperation Agreement respectively. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcements.

### **THIRD SUPPLEMENTAL AGREEMENT AND EXTENSION OF LONG STOP DATE**

As disclosed in the announcement of the Company dated 24 December 2015, the parties (“**Parties**”) to the Cooperation Agreement entered into the Second Supplemental Agreement on 24 December 2015 to further extend the Long Stop Date from 31 December 2015 to 30 April 2016 so that the Parties would have additional time to fulfill certain outstanding conditions precedent under the Cooperation Agreement.

However, as additional time is required for completing the PRC administrative procedures for the Reorganisation and the due diligence procedures (some of the conditions precedent under the Cooperation Agreement, the “**Outstanding CP**”), it is expected that the Outstanding CP will not be fulfilled by 30 April 2016. Based on the current progress, the Outstanding CP may require approximately additional 4 months to complete.

In light of the above, the Parties entered into the third supplemental agreement (the “**Third Supplemental Agreement**”) on 29 April 2016 to further extend the Long Stop Date from 30 April 2016 to 31 August 2016. As the extension of the Long Stop Date will provide additional time for the Parties to fulfill the Outstanding CP, the Board considers that the Third Supplemental Agreement is in the interests of the Company and the Shareholders as a whole. Save for the above, all other terms and conditions of the Cooperation Agreement shall remain unchanged.

The Third Supplemental Agreement, as agreed by the Parties, will be the final agreement between the Parties for extension of the Long Stop Date. If the Outstanding CP is not fulfilled on or before 31 August 2016, the Parties may consider to alter the terms of the Cooperation Agreement so as to facilitate the Cooperation. Further announcement(s) and updates will be made in this respect as and when appropriate.

By Order of the Board  
**Karrie International Holdings Limited**  
**Ho Cheuk Fai**  
*Chairman and Executive Director*

Hong Kong, 29 April 2016

*As at the date of this announcement, the executive Directors are Mr. Ho Cheuk Fai, Ms. Chan Ming Mui, Silvia and Mr. Zhao Kai; the non-executive Directors are: Mr. Ho Cheuk Ming and Mr. Ho Kai Man; the independent non-executive Directors are Mr. So Wai Chun, Mr. Fong Hoi Shing and Mr. Yam Chung Shing.*

\* *For identification purpose only*