

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



HL Technology Group Limited

泓淋科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

SUPPLEMENTAL AGREEMENT IN RESPECT OF SUBSCRIPTION OF SHARES AND OPTIONS

SUPPLEMENTAL AGREEMENT

On 27 May 2016, the Company entered into a supplemental agreement to the Subscription Agreement with the Subscriber to amend certain terms of the Subscription Agreement.

THE SPECIFIC MANDATE

The Subscription Shares and the Conversion Shares will not be allotted and issued pursuant to the General Mandate. The Company will seek the grant of a specific mandate from the Shareholders to allot and issue the Subscription Shares and the Conversion Shares.

GENERAL

The Subscription is subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules. An EGM will be convened and held to consider and, if thought fit, approve, the Subscription Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder (including the issue of the Options and the grant of the Specific Mandate).

A circular containing, amongst others, (i) further details on the terms of the Subscription Agreement; (ii) details of the allotment and issue of the Subscription Shares and the Conversions Shares under the Specific Mandate; and (iii) a notice convening the EGM, will be despatched to the Shareholders on or before 20 June 2016.

The Subscription Agreement (as amended by the Supplemental Agreement) may or may not complete. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

* For identification purposes only

Reference is made to the announcement of HL Technology Group Limited (the “**Company**”) dated 20 May 2016 in relation to the Subscription (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT

On 27 May 2016, the Company entered into a supplemental agreement to the Subscription Agreement (the “**Supplemental Agreement**”) with the Subscriber to amend certain terms of the Subscription Agreement. Set out below are the major terms of the Supplemental Agreement:

Amendments to the conditions precedent for the Shares Subscription:

Pursuant to the Supplemental Agreement, an additional condition precedent is inserted for the completion of the Shares Subscription:

The passing of resolution(s) by the Shareholders at the general meeting approving the Subscription Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder, including the grant of a specific mandate for the allotment and issue of the Subscription Shares.

Amendments to the conditions precedent for the Options Subscription:

Pursuant to the Supplemental Agreement, an additional condition precedent is inserted for the completion of the Options Subscription:

The passing of resolution(s) by the Shareholders at the general meeting approving the Subscription Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder, including the issue of the Options and the grant of a specific mandate for the allotment and issue of the Conversion Shares.

Long Stop Date

Pursuant to the Subscription Agreement, the Completion shall take place by no later than 27 May 2016 (the “**Long Stop Date**”) or such later date as may be agreed by all the parties in writing. Pursuant to the Supplemental Agreement, the Long Stop Date was amended to be 10 business days from the date the Company having obtained the specific mandate for the issue of the Subscription Shares and Conversion Shares.

Saved as disclosed above, there is no other change to the terms of the Subscription Agreement and all terms and conditions of the Supplemental Agreement were arrived at after arm’s length negotiations between the Company and the Subscriber, and the Directors believe that the terms of the Supplemental Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

THE SPECIFIC MANDATE

The Subscription Shares and the Conversion Shares will not be allotted and issued pursuant to the General Mandate. The Company will seek the grant of a specific mandate from the Shareholders to allot and issue the Subscription Shares and the Conversion Shares (the “**Specific Mandate**”) at the extraordinary general meeting of the Company (the “**EGM**”).

GENERAL

The Subscription is subject to the reporting, announcement, circular and shareholders’ approval requirements under the Listing Rules. An EGM will be convened and held to consider and, if thought fit, to approve, the Subscription Agreement (as amended by the Supplemental Agreement) and the transactions contemplated thereunder (including the issue of the Options and the grant of the Specific Mandate).

A circular containing, amongst others, (i) further details on the terms of the Subscription Agreement; (ii) details of the allotment and issue of the Subscription Shares and the Conversions Shares under the Specific Mandate; and (iii) a notice convening the EGM, will be despatched to the Shareholders on or before 20 June 2016.

The Subscription Agreement (as amended by the Supplemental Agreement) may or may not complete. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board
HL Technology Group Limited
Chan Sek Keung, Ringo
Chairman

Hong Kong, 27 May 2016

As at the date of this announcement, the executive Directors are Mr. Wu Chi Luen (CEO), Mr. Lu Chengye and Ms. Wang Fang, the non-executive Directors are Mr. Chan Sek Keung, Ringo (Chairman) and Mr. Wong Kui Shing, Danny and the independent non-executive Directors are Mr. Qu Wen Zhou, Mr. Lu, Brian Yong Chen and Mr. Huang Liangkuai.