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CIL Holdings Limited

華建控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 00479)

FURTHER ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION

This announcement is made by CIL Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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 (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 20 November 2017 in relation to the entering into of the MOU on 20 November 2017 (the “**Announcement**”). Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 23 January 2018, the Company and the Potential Vendor entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) pursuant to which:

- (a) the parties thereto agreed to extend the 60 days’ period from the date of the MOU for entering into the Definitive Agreement to 31 March 2018, such that if, by 31 March 2018, (i) the Potential Vendor and the Company have not entered into Definitive Agreement; or (ii) after receipt of a written notice by the Company notifying that it does not satisfy with the due diligence review on the Target Company, the MOU will be terminated; and

* *For identification purpose only*

- (b) the parties thereto agreed that by 31 March 2018 (instead of 28 February 2018 as stated in the MOU), the Company shall have the exclusive rights to negotiate the Proposed Acquisition with the Potential Vendor and the Potential Vendor is restricted from soliciting the sale of, or disposing of, the Sale Shares or any other equity interests in any member of the Target Company with/to any third party.

Save as disclosed above, all other terms and conditions of the MOU remain unchanged.

WARNING

As at the date of this announcement, no definitive and binding agreement in relation to the Proposed Acquisition has been entered into between the Company and the Potential Vendor and the Proposed 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
CIL Holdings Limited
Ke Jun Xiang
Chairman

Hong Kong, 23 January 2018

As at the date of this announcement, the executive directors of the Company are Mr. Ke Jun Xiang (Chairman and Chief Executive Officer), Mr. Wilson Wong (Deputy Chairman), Ms. Lo Yuen Chung and Mr. Fu Daoding; the non-executive directors of the Company are Mr. Chow Yeung Tuen, Richard and Mr. Li Chung Kai, Philip; and the independent non-executive directors of the Company are Mr. Kwok Yam Sheung, Mr. Chan Siu Kay and Mr. Choi Chin Yu.