

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.



Sino Vision Worldwide Holdings Limited
新維國際控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8086)

**NON-LEGALLY BINDING MEMORANDUM OF UNDERSTANDING
IN RELATION TO THE POSSIBLE ACQUISITION**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

MOU IN RESPECT OF THE POSSIBLE ACQUISITION

The Board is pleased to announce that on 4 October 2018 (after trading hours), the Company entered into a non-legally binding MOU with the Vendor in relation to the Possible Acquisition. The principal terms of the MOU are set out as follows:

Date: 4 October 2018 (after trading hours)

Parties: (i) the Company; and

(ii) the Vendor.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement, the Vendor and its ultimate beneficial owner(s) are Independent Third Party(ies) of the Company.

Pursuant to the MOU, the Company intends to acquire and the Vendor intends to sell the entire issued share capital of the Target Company. The Target Company and its subsidiary(ies) would be principally engaged in the design, procurement and sales of high-end consumer goods and luxury goods in the PRC. ATTOS Luxury Department Boutique platform* (“ATTOS”), which would be owned by the Target Company, is a large-scale officially licensed international

brand concept store in the PRC. ATTOS' product line includes shoes, bags, apparel, glasses, perfumes, accessories, etc., and it has more than 40 first-tier international brand and owns two proprietary designer brands, namely Attos Milano and Attos Ap29.

Consideration

The consideration for the Possible Acquisition is expected to be no more than HK\$260,000,000. The consideration for the Possible Acquisition and the manner of payment shall be further negotiated between the Company and the Vendor after completion of the due diligence review on the Target Company and its subsidiaries for the purpose of the Possible Acquisition and be determined in the Formal Agreement.

Profit guarantee

It is currently intended that Vendor would guarantee that the Target Company and its subsidiaries will achieve net profit after tax of HK\$30,000,000, HK\$40,000,000 and HK\$50,000,000 for the year of 2019, 2020 and 2021 respectively.

Due Diligence Review

The Company shall conduct the due diligence on the Target Company and its subsidiaries for the purpose of the Possible Acquisition after entering into the MOU.

Validity Period

The Validity Period of the MOU commenced from the date of signing of the MOU and will expire upon the earlier of:

- (i) the signing of the Formal Agreement; or
- (ii) a date which is six month from the date of signing of the MOU.

During the Validity Period, the Company will have exclusive right to acquire interests in the Target Company.

Formal Agreement

Save for the provisions on confidentiality, governing law and dispute resolution, the MOU does not constitute a legally binding commitment between the Company and the Vendor. The Company and the Vendor shall use their best endeavours to negotiate and enter into a Formal Agreement before the expiry of the Validity Period.

REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION

The Group is principally engaged in (i) e-commerce and provision of online sales platform; (ii) money lending business; (iii) property management and property agency services; (iv) intellectual property rights licensing and international intellectual property development, media integrated marketing; and (v) distribution agency of sports goods business.

It is expected that the Possible Acquisition would create a new revenue stream for the Company and create synergies with the Company's existing businesses. The officially-licensed first-tier brands and proprietary brands under ATTOS may enrich the Group's e-commerce and online sales platform business, expand customer base and product lines, and provide new development momentum. ATTOS' intellectual property rights in fashion and consumer industry would allow cross-over opportunities with the Group's existing business of intellectual property rights licensing and international intellectual property development. The current partnership between ATTOS and first-tier international brands may also bring more opportunities for the Group to carry out media integrated marketing in the PRC. Accordingly, the Directors are of the view that the Possible Acquisition would maximize the Company's return and, if materialised, would be in the interests of the Company and shareholders of the Company as a whole.

GENERAL

If the Possible Acquisition materialises, it may constitute a notifiable transaction of the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the GEM Listing Rules as and when appropriate.

As the MOU is not legally binding, 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.

DEFINITIONS

In this announcement, unless the context otherwise requires, the expressions below have the following meanings:

“Board”	the board of Directors
“Company”	Sino Vision Worldwide Holdings Limited (新維國際控股有限公司), a company incorporated under the laws of the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM (stock code: 8086)
“Director(s)”	the director(s) of the Company

“Formal Agreement”	the formal sale and purchase agreement in relation to the Possible Acquisition which may or may not be entered into by the parties to the MOU
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Company and connected persons of the Company
“MOU”	the non-legally binding memorandum of understanding dated 4 October 2018 entered into among the Vendor and the Company in relation to the Possible Acquisition
“Possible Acquisition”	the possible acquisition by the Company of the entire issued share capital of the Target Company pursuant to the MOU and subject to the entering of the Formal Agreement
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	a limited liability company to be established in the PRC to carry on the Vendor’s design, purchase and distribution of high-end consumer goods and luxury goods business in the PRC
“Validity Period”	the validity period of the MOU
“Vendor”	Shanghai Attos Luxury Trading Co., Ltd.* (上海愛徒奢惠貿易有限公司), a company established under the laws of the PRC with limited liability and an Independent Third Party
“Vendor Group”	the Vendor and its subsidiaries
“*”	for identification purpose only

For and on behalf of the Board
Sino Vision Worldwide Holdings Limited
Poon Man Sum
Chairman

Hong Kong, 4 October 2018

As at the date of this announcement, the executive Directors are Mr. Poon Man Sum and Mr. Ai Kuiyu; and the independent non-executive Directors are Mr. Fong Fuk Wai, Mr. Huang Zhiying and Mr. Tong Kar Hing.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and on the website of the Company at <http://www.sinovisionworldwide.com>.