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## **F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**

**F 8 企 業 ( 控 股 ) 集 團 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8347)**

### **VOLUNTARY ANNOUNCEMENT IN RELATION TO MEMORANDUM OF UNDERSTANDING**

This is a voluntary announcement made by F8 Enterprises (Holdings) Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”). Reference is made to the announcement made by the Group on 1 December 2017 regarding the memorandum of understanding (the “**Memorandum of Understanding**”) entered into between Virtue Ever Limited (永德有限公司) (“**Virtue Ever**”, together with the Company the “**Parties**”) and the Company, in relation to a possible acquisition (the “**Possible Acquisition**”) of certain equity interests in China Forest Food Limited (中國森林食品有限公司), a company incorporated in Hong Kong.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that on 15 March 2018 (after trading hours), a supplemental agreement (the “**Supplemental Agreement**”) was entered into between the Company and Virtue Ever to amend the Memorandum of Understanding as follows:

- (i) The exclusivity period will extend from 31 March 2018 to 30 June 2018.
- (ii) The Memorandum of Understanding shall terminate upon the earlier of the following events:
  - (a) the execution of the sale and purchase agreement relating to the Possible Acquisition (the “**Sales and Purchase Agreement**”) by the Parties;
  - (b) the Parties fail to enter into the Sale and Purchase Agreement on 30 June 2018 (or such other date as the Parties may agree in writing); or
  - (c) the expiry of the aforesaid exclusivity period.
- (iii) The Company shall pay RMB1.0 million to Virtue Ever as earnest money which shall be non-refundable.

The Possible Acquisition as contemplated under the Memorandum of Understanding (as supplemented by the Supplemental Agreement), if materialized, may constitute a notifiable transaction for the Company under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rule**”). The Company may make further announcements as and when appropriate and comply with other applicable requirements under the GEM Listing Rules.

**The Board wishes to emphasize that no legally binding agreement in respect of the Possible Acquisition has been entered into as at the date of this announcement and the terms and transaction structure of the Possible Acquisition, which are still subject to further negotiations among the parties, have yet to be finalised. Accordingly, there is no assurance that the Possible Acquisition will materialize or eventually be consummated. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the shares and/or other securities of the Company.**

By Order of the Board  
**F8 Enterprises (Holdings) Group Limited**  
**Fong Chun Man**  
*Executive Director and Chairman*

Hong Kong, 15 March 2018

*As at the date of this announcement, the chairman and executive Director is Mr. Fong Chun Man, the executive Directors are Ms. Lo Pui Yee and Mr. Chan Chi Fai; and the independent non-executive Directors are Mr. Chui Chi Yun, Robert, Mr. Kwong Yuk Lap and Mr. Wang Anyuan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.f8.com.hk>.*