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**珠光控股**  
ZHUGUANG HOLDINGS

**ZHUGUANG HOLDINGS GROUP COMPANY LIMITED**

**珠光控股集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1176)**

**LAPSE OF THE SP AGREEMENT IN RELATION TO THE  
MAJOR TRANSACTION:  
ACQUISITION OF 100% EQUITY INTEREST OF THE TARGET**

Reference is made to (i) the announcement (“**First Announcement**”) of Zhuguang Holdings Group Company Limited (“**Company**” and its subsidiaries, the “**Group**”) dated 23 June 2017 in relation to the acquisition (“**Acquisition**”) of 100% equity interest of All Flourish Investments Limited by the Group; (ii) the announcements (“**Delay Announcements**”) of the Company dated 27 October 2017, 14 February 2018, 29 June 2018, 31 October 2018 and 28 December 2018 in relation to the further delay in despatch of the circular (“**Circular**”) regarding the Acquisition; and (iii) the announcements of the Company dated 28 March 2018 and 2 August 2018 in relation to the amendments to the terms and conditions of the Acquisition (“**Amendment Announcements**”, together with the First Announcement and the Delay Announcements, collectively referred to as the “**Announcements**”). Capitalised terms used in this announcement have the same meanings as defined in the Announcements, unless defined herein or the context requires otherwise.

*\* For identification purpose only*

## LAPSE OF THE SP AGREEMENT

Pursuant to the SP Agreement (as amended and supplemented by the first supplemental agreement to the SP Agreement dated 28 March 2018, the second supplemental agreement to the SP Agreement dated 2 August 2018 and the third supplemental agreement to the SP Agreement dated 28 December 2018), completion of the Acquisition is conditional upon and subject to the satisfaction of certain conditions precedent (unless having been otherwise waived) on or before the Long Stop Date, being 30 June 2019 (or such later date as South Trend and the Vendor may agree in writing). As the conditions precedent of the Acquisition have not been fulfilled on or before the Long Stop Date, the SP Agreement lapsed on the Long Stop Date and no circular in relation to the Acquisition will be despatched by the Company.

On behalf of the Board  
**Zhuguang Holdings Group Company Limited**  
**Chu Hing Tsung**  
*Chairman*

Hong Kong, 1 July 2019

*As at the date of this announcement, the Board comprises (i) six executive Directors, namely Mr. Chu Hing Tsung (alias Mr. Zhu Qing Yi) (Chairman), Mr. Liu Jie (Chief Executive Officer), Mr. Liao Tengjia (Deputy Chairman), Mr. Huang Jiajue (Deputy Chairman), Mr. Chu Muk Chi (alias Mr. Zhu La Yi) and Ms. Ye Lixia; and (ii) three independent non-executive Directors, namely Mr. Leung Wo Ping JP, Mr. Wong Chi Keung and Dr. Feng Ke.*