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**TK Group (Holdings) Limited**

**東江集團(控股)有限公司**

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

**(Stock Code: 2283)**

**VOLUNTARY ANNOUNCEMENT  
IN RESPECT OF A POSSIBLE ACQUISITION OF ASSETS**

This announcement is made by the Company voluntarily.

On 16 September 2014, the Purchaser entered into the Term Sheet with the Vendor pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Assets for a consideration of RMB9,600,000 (equivalent to approximately HK\$12,096,000).

The applicable percentage ratios in respect of the Proposed Acquisition, if materialized, are not expected to exceed 5% under Rule 14.07 of the Listing Rules. The Proposed Acquisition is therefore not expected to constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

**The Board wishes to emphasize that no binding agreement in relation to the Proposed Acquisition has been entered into as at the date of this announcement. The Proposed Acquisition is subject to the entering into of definitive agreements and therefore may or may not materialize. The Shareholders and potential investors of the Company are advised to exercise caution in the dealing in the Shares.**

This announcement is made by the Company voluntarily.

## **THE PROPOSED ACQUISITION**

On 16 September 2014, the Purchaser entered into the Term Sheet with the Vendor pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Assets for a consideration of RMB9,600,000 (equivalent to approximately HK\$12,096,000). Major terms of the Term Sheet are set out below.

### **Term Sheet**

Date 16 September 2014

Parties: (i) The Company or its subsidiary as the Purchaser; and  
(ii) A tooling subsidiary of a multinational company as the Vendor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficiary owner(s) are third parties independent of and not connected with the Company and its connected persons (as defined under the Listing Rules).

### **Assets to be acquired**

The Purchaser has agreed to acquire and the Vendor has agreed to sell the following assets and transfer the following lease to the Purchaser:

- (i) All leasehold improvements, machinery and equipment, furniture and fixtures, computer equipment existing and owned by the Vendor at completion of the Proposed Acquisition;
- (ii) Other assets to be determined in the definitive agreements for facilitating the continuous operation of the business in the premises existing at completion of the Proposed Acquisition; and
- (iii) the existing lease at 1st and 3rd Floors of Block 7, Brightman Industrial Zone, Shawan, South Bay Street, Longgang District, Shenzhen, the PRC (the "**Lease**").

The Purchaser will not assume or become responsible for any liabilities of the Vendor (whether known or unknown, asserted or unasserted, absolute or contingent, accrued or unaccrued, liquidated or unliquidated, due or to become due), including any liability for national or local taxes.

### **Consideration for the Proposed Acquisition**

The Consideration for the Proposed Acquisition of the Assets is RMB9,600,000 (equivalent to approximately HK\$12,096,000), which was determined after arm's length negotiations between the parties to the Proposed Acquisition.

The Consideration will be financed by the internal resources of the Purchaser.



“Board”	the board of Directors
“Company”	TK Group (Holdings) Limited, an exempt company incorporated in the Cayman Islands with limited liability and the securities of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“Proposed Acquisition”	the proposed acquisition of the Assets
“Purchaser”	the Company or its subsidiaries
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term Sheet”	the term sheet entered into by the Company and the Vendor on 16 September 2014 in respect of the Proposed Acquisition
“Vendor”	a tooling subsidiary of a multinational company
“%”	per cent.

By Order of the Board  
**TK Group (Holdings) Limited**  
**Li Pui Leung**  
*Chairman*

Hong Kong, 16 September 2014

*As at the date of this announcement, the executive Directors are Mr. Li Pui Leung, Mr. Yung Kin Cheung Michael, Mr. Lee Leung Yiu and Mr. Cheung Fong Wa; and the independent non-executive Directors are Dr. Chung Chi Ping Roy, Mr. Ho Kenneth Kai Chung and Mr. Tsang Wah Kwong.*

*In this announcement, unless stated otherwise, RMB has been translated into HK\$ at the rate close to the date of this announcement of RMB1= HK\$1.26 for reference purpose only and no representation has been made that any amounts in RMB or HK\$ can be or could have been converted at the relevant dates at the above rate or any other rates.*