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比速科技集團國際有限公司

Bisu Technology Group International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1372)

**EXCLUSIVITY AGREEMENT IN RELATION TO THE POSSIBLE
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL
OF THE TARGET COMPANY**

The Board announces that on 16 June 2017, the Prospective Vendor and the Prospective Purchaser, a wholly-owned subsidiary of the Company, entered into the Exclusivity Agreement in relation to the Possible Acquisition.

The Board wishes to emphasise that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Board announces that on 16 June 2017, the Prospective Vendor and the Prospective Purchaser, a wholly-owned subsidiary of the Company, entered into the Exclusivity Agreement in relation to the Possible Acquisition.

EXCLUSIVITY AGREEMENT

Date: 16 June 2017

Parties:

The Prospective Purchaser: Future Marvel Limited, a wholly-owned subsidiary of the Company

The Prospective Vendor: Mr. Au Kwai Ting, an Independent Third Party

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Prospective Vendor is an Independent Third Party.

Assets to be acquired

Under the Exclusivity Agreement, the Company intends to acquire the entire issued share capital in the Target Company.

Consideration

The exact amount, the manner and the method of payment of the consideration for the sale and purchase of the Target Group will be negotiated and to be agreed upon entering into of the Formal Agreement.

The consideration for the Possible Acquisition payable by the Prospective Purchaser may be satisfied by way of cash, allotment and issue of new Shares by the Company and/or issue of convertible bonds carrying rights to convert into new Shares and is subject to further negotiation between the parties to the Formal Agreement.

Due diligence review

The Prospective Purchaser shall commence the due diligence review on assets, liabilities and operation of the Target Group after the execution of the Exclusivity Agreement.

Exclusivity Period

Pursuant to the Exclusivity Agreement, the shareholders of the Target Company will not during the Exclusivity Period, (i) negotiate; or (ii) enter into any formal agreement; or (iii) enter into any related agreement with any third party with respect of the sale and purchase of the shares or business of the Target Group.

Non-legally binding effect

Save for the provisions regarding due diligence, counterparts, exclusivity, confidentiality, expenses, governing law and jurisdiction and the right of third parties, the Exclusivity Agreement does not constitute any legally binding commitment in respect of the Possible Acquisition.

Termination

If the Formal Agreement is not entered into in respect of the Possible Acquisition within the Exclusivity Period, the Exclusivity Agreement shall cease and terminate and neither party shall have any obligations and liabilities to each other (save and except for any antecedent breach of the terms of the Exclusivity Agreement).

INFORMATION OF THE TARGET GROUP

The Target Company is a company incorporated in the BVI and is principally engaged in investment holding. As at the date of this announcement, the Prospective Vendor is the majority shareholder of the Target Company.

The Target Group is principally engaged in the research, development, manufacture and sale of automobile engines, components and parts.

REASONS FOR THE POSSIBLE ACQUISITION

The Group is principally engaged in two business segments, which are (i) development production and sale of automotive engines; and (ii) civil engineering works and building construction and maintenance works.

On 4 February 2016, the Group completed an acquisition of an engine production line for low emission multipurpose vehicles and sport utility vehicles (the “**Engine Production Line Acquisition**”). As disclosed in the announcement and circular of the Company dated 12 October 2015 and 19 January 2016, the Group believes that the Engine Production Line Acquisition provides an excellent opportunity for the Group to expand its business portfolio into the automobile sector. The Possible Acquisition will further allow the Group to strengthen its position in the automobile sector. The Directors therefore believe that the Possible Acquisition is in the interests of the Company and its Shareholders as a whole.

GENERAL

The Exclusivity Agreement does not constitute legally-binding commitment in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

The Board wishes to emphasise that no binding agreement in relation to the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition is materialised, it may constitute a notifiable transaction on the part of the Company. Shareholders and investors are urged to exercise caution when dealing in the securities of the Company.

Further announcement in respect of the Possible Acquisition will be made by the Company if the Possible Acquisition materialises.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	Bisu Technology Group International Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1372)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Exclusivity Agreement”	the non-legally binding exclusivity agreement dated 16 June 2017 entered into between the Prospective Purchaser and the Prospective Vendor setting out the preliminary understanding in relation to the Possible Acquisition

“Exclusivity Period”	the period from the date of the Exclusivity Agreement and up to the date falling two months from the date of the Exclusivity Agreement (or such other date the Prospective Vendor and the Prospective Purchaser may determine)
“Formal Agreement”	the formal sale and purchase agreement which may or may not be entered into in respect of the Possible Acquisition
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Possible Acquisition”	the proposed acquisition by the Company of the entire issued share capital of the Target Company as contemplated under the Exclusivity Agreement
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Prospective Purchaser”	Future Marvel Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company

“Prospective Vendor”	Mr. Au Kwai Ting
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Lofty Champion Holdings Limited, a company incorporated in the BVI with limited liability
“Target Group”	the Target Company and its subsidiaries

By order of the Board
Bisu Technology Group International Limited
Lo Kin Ching Joseph
Chairman

Hong Kong, 16 June 2017

As at the date of this announcement, the executive Directors are Mr. Lo Kin Ching Joseph, Mr. Wong Hin Shek and Mr. Xing Bin; and the independent non-executive Directors are Ms. Chu Yin Yin, Georgiana, Mr. Yip Tai Him and Mr. Chan Kai Wing.