

*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.*

*This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.*



**Time2U International Holding Limited**

**時間由你國際控股有限公司**

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

**(Stock code: 1327)**

## **CLARIFICATION ANNOUNCEMENT IN RELATION TO THE PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES**

Reference is made to the announcement of Time2U International Holding Limited (the “Company”) dated 5 August 2015 (the “Announcement”) in relation to the placing of existing shares and subscription of new shares. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board wishes to clarify that Visual Wise Limited (the “Vendor”) is a controlling shareholder of the Company. The entire issued share capital of the Vendor is beneficially owned by Mr. Lin Zhiqiang, an executive Director and Chairman of the Company, as to 62% and by Ms. Yan Xiaotong, an executive Director and Chief Executive Officer of the Company, as to 38%. Mr. Lin and Ms. Yan are spouses to each other and they are deemed to be interested in the shares in which his/her spouse is interested.

The Vendor has confirmed that, as at the date of this announcement, the Vendor has been holding more than 50% of the issued share capital and voting rights of the Company continuously for more than 12 months immediately preceding the Placing and Subscription Agreement. As a result of the Placing, the aggregate percentage shareholding of the Vendor will reduce from approximately 56.05% to approximately 36.05% (a decrease of approximately 20.0%) and as a result of the Subscription, its aggregate percentage shareholding will be increased from approximately 36.05% to

approximately 46.70% (an increase of approximately 10.65%). Pursuant to Note 6 on dispensations from Rule 26 of the Takeovers Code, a waiver under Rule 26 of the Takeovers Code is not required where a shareholder, together with persons acting in concert with him, have continuously held more than 50% of the voting rights of a company for at least 12 months immediately preceding the relevant placing and top-up transaction. Given the Vendor has continuously held more than 50% of the voting rights of the Company for the past 12 months immediately preceding the Placing and Subscription, a waiver under Rule 26 of the Takeovers Code is not required for the Subscription.

Save for the aforesaid, the contents of the Announcement remain unchanged.

By Order of the Board  
**Time2U International Holding Limited**  
**Lin Zhiqiang**  
*Chairman*

Hong Kong, 10 August 2015

*As at the date of this announcement, the Board comprises Mr. Lin Zhiqiang, Ms. Yan Xiaotong, Mr. Dang Shuguo and Mr. See Ching Chuen as executive Directors; and Mr. Chang Wei, Mr. Nie Xing and Mr. Yu Chon Man as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*