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Telefield

TELEFIELD INTERNATIONAL (HOLDINGS) LIMITED

中慧國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1143)

HOLDING ANNOUNCEMENT

References are made to (i) the announcement of Telefield International (Holdings) Limited (the "**Company**") dated 27 April 2015 (the "**Announcement**") in respect of the memorandum of understanding entered into between the Controlling Shareholders and the Potential Purchaser in relation to the Possible Transaction; (ii) the holding announcement of the Company dated 9 June 2015 for the purpose of updating the public of the current status of the Possible Transaction; and (iii) the announcement of the Company dated 22 May 2015 in relation to the halt in trading of shares of the Company (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") with effect from 9:00 a.m. on 22 May 2015. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board wishes to inform the public of the current status of the Possible Transaction. On 23 July 2015, the Board received a letter from the Stock Exchange in relation to their concern that, upon the completion of the disposal of the entire issued share capital of Telefield Holdings Limited by the Company, the Company would cease to have sufficient operations and assets to support its listing status under the Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange.

To address the Stock Exchange's concern, the Board is currently considering various options in relation to, amongst other things, the Disposal Agreement, the Share Sale Agreement and the respective transactions contemplated thereunder, and the Offer. The Company will make further announcement(s) as and when appropriate.

The Offer is a possibility only. As the Company is currently considering various options which are subject to further negotiations between the Controlling Shareholders and the Potential Purchaser and a number of conditions, the Offer may or may not proceed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the securities of the Company.

Trading in the Shares on the Stock Exchange will remain suspended until further notice.

By Order of the Board
TELEFIELD INTERNATIONAL (HOLDINGS) LIMITED
Cheng Han Ngok Steve
Chairman

Hong Kong, 27 July 2015

As at the date of this announcement, the executive directors are Cheng Han Ngok Steve, Poon Ka Lee Barry, Ng Kim Yuen, Fok Pui Yin and Lee Kai Bon, and the independent non-executive directors are Au-Yang Cheong Yan Peter, Kwan Pun Fong Vincent and Xue Quan.

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.