BASETROPHY GROUP HOLDINGS LIMITED
基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING
IN RELATION TO POSSIBLE COOPERATION

This announcement is made by Basetrophy Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis in order to keep its shareholders and potential investors updated with the latest business development of the Group.

The board (the "**Board**") of directors (the "**Directors**") of the Company is pleased to announce that, on 18 October 2018, the Company and Shenzhen Daqian Living Technology Limited*（深圳大千生活科技有限公司）("**Daqian Living**") entered into a memorandum of understanding (the "**Cooperation MOU**"), pursuant to which both parties agreed to explore possible cooperation and investment opportunities in the mobile applications and mini-programs of Daqian Living, serving as the online-to-offline social platform (the "**O2O Social Platform**").

THE COOPERATION MOU

Subject Matters

The Cooperation MOU sets out the intentions of the parties thereto (the "**Parties**") to cooperate in, among other things, the following aspects:

(1) Daqian Living shall offer the O2O Social Platform developed by it to the Company.

(2) Daqian Living shall cooperate with the Company to: (i) develop multi-scene marketing function for participants' stores to further expand their client base; (ii) enhance the user experience and connectivity based on social attributes and community mechanism; (iii) share their resources to further maximize the benefit of developing and operating the O2O Social Platform.

(3) The Company shall enjoy priority of participation in any cooperation that may be established between Daqian Living and any third parties, including but not limited to investment in and acquisition of the O2O Social Platform in the PRC or overseas, and setting up of and managing relevant investment funds in the online-to-offline social platform industry.

Exclusivity

Pursuant to the Cooperation MOU, the Parties shall refrain from, directly or indirectly, exploring, cooperating, negotiating any business opportunity or enter into any agreement or memorandum of understanding with any third parties in relation to the subject matters under the Cooperation MOU for a period of 1 year from the date of the Cooperation MOU. Depending on the progress of the possible cooperation, the Parties may assess whether the exclusivity clause should be adjusted at 6 months from the date of the Cooperation MOU.

INFORMATION ABOUT DAQIAN LIVING

Daqian Living is a company incorporated in the PRC with limited liabilities. It operates the O2O Social Platform (including mobile applications and mini-programs), which is a one-stop consumption-based platform offering users with various services including food and beverages, food delivery, beauty and wellness, movie ticketing, KTV, entertainment, car-hailing, hotel and travelling, living, etc. Daqian Living strives to create a marketing platform with community attributes for businesses. Besides acquiring consumers through the platform, it can also develop various marketing features through the platform and introduce more consumers to the physical stores.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Daqian Living and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined in The Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")).

REASONS FOR ENTERING INTO THE COOPERATION MOU

Given the solid background of Daqian Living in O2O as a social media, the Board considers that the possible cooperation with Daqian Living will enable the Group to broaden and diversify its business, thereby enhancing the profitability of the Group's business as a whole. Accordingly, the entering into the Cooperation MOU is in the interests of the Company and its shareholders as a whole.

The Board wishes to emphasize that the cooperation contemplated under the Cooperation MOU is subject to the execution of definitive agreement(s) by the relevant parties thereto and therefore may or may not proceed. Further announcement in respect of the possible cooperation will be made by the Company as and when appropriate in accordance with the GEM Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Basetrophy Group Holdings Limited
Lau Chung Ho
Executive Director

Hong Kong, 18 October 2018

As at the date of this announcement, the Board comprises Ms. Yuen Suk Har and Mr. Lau Chung Ho as executive Directors; and Mr. Ng Ki Man, Mr. Iu Tak Meng Teddy and Mr. Chong Kam Fung as independent non-executive Directors.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Information" page for at least 7 days from the date of its posting and will be published on the Company's website at www.wbgroupfw.com.hk.

* *For identification purposes only*