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## **YU TAK INTERNATIONAL HOLDINGS LIMITED**

**御德國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 08048)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION**

This announcement is made by Yu Tak International Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **MEMORANDUM OF UNDERSTANDING**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 17 April 2026 (after trading hours), the Company, as purchaser, entered into a memorandum of understanding (the “**MOU**”) with FLCYLY Management Limited (the “**Potential Vendor**”), Think Technology Solutions Limited (the “**Target Holding**”), Guangzhou Xunhui Computers Co., Ltd. \* (廣州迅輝計算機有限公司) (“**Target Subsidiary 1**”) and Weisi Technology (Shanghai) Co., Ltd. \* (韋思技術(上海)有限公司) (“**Target Subsidiary 2**”). Pursuant to the MOU, the Company intends to acquire, and the Potential Vendor intends to dispose of, 100% of the issued share capital of Target Holding (the “**Proposed Acquisition**”).

As at the date of the MOU, the Target Holding is wholly-owned by the Potential Vendor. And Target Holding wholly owns Target Subsidiary 1 and Target Subsidiary 2 (collectively the “**Target Group**”). The Target Group is principally engaged in the provision of information technology solutions, computer hardware and software services in the People’s Republic of China through its subsidiaries, including Guangzhou Xunhui Computers Co., Ltd. and Weisi Technology (Shanghai) Co., Ltd..

## PRINCIPAL TERMS OF THE MOU

### Date

17 April 2026 (after trading hours).

### Parties

- (i) The Company;
- (ii) FLCYLY Management Limited (the “**Potential Vendor**”);
- (iii) Think Technology Solutions Limited (the “**Target Holding**”);
- (iv) Guangzhou Xunhui Computers Co., Ltd. \* (廣州迅輝計算機有限公司) (“**Target Subsidiary 1**”); and
- (v) Weisi Technology (Shanghai) Co., Ltd. \* (韋思技術(上海)有限公司) (“**Target Subsidiary 2**”).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Potential Vendor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the GEM Listing Rules).

### Consideration

The exact amount of the consideration and the manner of payment for the Proposed Acquisition will be negotiated between the parties to the MOU based on the results of the due diligence investigation to be conducted on the Target Group. It is proposed that the consideration will be satisfied by the issue of convertible bond of the Company. The consideration and the formal terms will be subject to the terms and conditions of the Formal Agreement (as defined below) which may or may not be entered into.

### Due diligence review

Pursuant to the MOU, the Potential Vendor and the Target Group shall provide the Company and its advisers with reasonable access to all records, documents and information of the Target Group for the purpose of conducting legal, financial and commercial due diligence (“**Due Diligence**”). The Due Diligence is expected to be completed within 2 weeks from the date of the MOU. If the results of the Due Diligence are not satisfactory to the Company, the Company may terminate the MOU by written notice without any liability to the other parties.

## **Exclusivity**

For a period of 8 weeks from the date of the MOU (the “**Exclusivity Period**”), the Potential Vendor and the Target Group shall not solicit, discuss or enter into any agreement with any third party in relation to any competing transaction involving the Target Group or its business. The Company shall have the exclusive right to negotiate with the Potential Vendor in relation to the Proposed Acquisition during the Exclusivity Period.

## **Formal Agreement**

Following satisfactory Due Diligence, the parties shall negotiate in good faith and use their best endeavours to execute a formal sale and purchase agreement (the “**Formal Agreement**”) within 2 weeks, containing such terms and conditions as are customary for transactions of this nature. The Proposed Acquisition shall only become legally binding upon execution of the Formal Agreement.

## **Termination**

The MOU will terminate upon the earlier of:

- (i) the execution of the Formal Agreement;
- (ii) the expiry of the Exclusivity Period (unless extended in writing);
- (iii) written notice by the Company following unsatisfactory Due Diligence; or
- (iv) written notice by any party after good faith negotiations have failed.

## **Binding effect**

Save for the provisions relating to Exclusivity, Confidentiality, Costs, Binding Provisions, Termination and General (Governing Law), the MOU does not constitute a legally binding agreement on the parties. The Proposed Acquisition is subject to the execution of the Formal Agreement.

## **REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION**

The Directors consider that it is in the interest of the Company to enter into the MOU to explore the possibility of diversifying and/or enhancing the business portfolio of the Group. The Proposed Acquisition, should it materialise, will be in line with the corporate development strategy of the Group and is expected to create long-term value for the Company and its shareholders as a whole.

## **GENERAL**

As at the date of this announcement, the terms and conditions of the Proposed Acquisition are still being negotiated and no legally binding agreement has been entered into. The Proposed Acquisition, if materialised, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

**As the Proposed Acquisition may or may not proceed, Shareholders and investors are reminded to exercise caution when dealing in the shares of the Company.**

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange has been suspended since 1 April 2025 and will remain suspended until further notice.

By Order of the Board  
**Yu Tak International Holdings Limited**  
**Pang Wai Ho**  
*Executive Director*

Hong Kong, 17 April 2026

*As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Pang Wai Ho and Mr. Li Jinsheng and three independent non-executive Directors, namely, Mr. Poon Hon Yin, Ms. Bao Manman and Ms. Lin Feifei.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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: – (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters, the omission of which would make any statement in this announcement misleading.*

*This announcement will remain on the latest “Latest Listed Company Information” page of the GEM website (<http://www.hkgem.com>) for at least seven days from the date of its posting and on the website of the Company at [www.hkjewelry.com.cn](http://www.hkjewelry.com.cn).*

\* *For identification purpose only*