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**Jiyi Household International Holdings Limited**

**集一家居國際控股有限公司**

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

**(Stock Code: 1495)**

**VOLUNTARY ANNOUNCEMENT  
STRATEGIC COOPERATION FRAMEWORK AGREEMENT IN  
RELATION TO  
POSSIBLE ACQUISITION**

The Board is pleased to announce that on 11 February 2019 (after trading hours of the Stock Exchange), the Company has entered into the Strategic Cooperation Framework Agreement with the Vendor and the Consultant in relation to the Possible Acquisition by the Company of the equity interest of the Vendor.

Shareholders and potential investors of the Company should be aware that the terms of the Possible Acquisition are subject to further negotiation among the parties to the Strategic Cooperation Framework Agreement and are subject to the parties entering into the Definitive Agreement. As the Possible Acquisition may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Definitive Agreement is entered into and the Possible Acquisition materialises, it may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules and further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

This announcement is published on a voluntary basis to keep the Shareholders and potential investors informed of the business development of the Company.

The Board is pleased to announce that on 11 February 2019 (after trading hours of the Stock Exchange), the Company has entered into the Strategic Cooperation Framework Agreement with the Vendor and the Consultant in relation to the Possible Acquisition by the Company of the equity interest of the Vendor.

## **THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT**

Set out below are the principal terms of the Strategic Cooperation Framework Agreement:

Date: 11 February 2019

- Parties: (1) Jiyi Household International Holdings Limited, as purchaser;
- (2) Shanghai Gaojing Culture Media Co., Ltd.\* (上海高競文化傳媒有限公司), as Vendor; and
- (3) Sino Asia Capital\* (深圳市中亞資本投資管理有限公司), as Consultant

The Vendor is principally engaged in the business of setting up e-sports events including WUCG. The WUCG includes three major events, which are cyber game competition, campus music event and animation event. The potential investors of the Vendor also include top and leading well-known e-sports investors and investment institutions in PRC. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner(s) are third parties independent of the company and its connected persons (as defined in the Listing Rules).

The Consultant is principally engaged in equity investment and investment advisory services. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Consultant and its ultimate beneficial owner(s) are third parties independent of the company and its connected persons (as defined in the Listing Rules).

## **Subject Matter**

Under the Strategic Cooperation Framework Agreement, it is proposed that the Company will acquire the equity interest of the Vendor subject to the terms and conditions of the Definitive Agreement. As at the date of the Strategic Cooperation Framework Agreement and based on information available to the Company, the Vendor will continue to host the e-sports events including WUCG in the next three years, and the Company might under certain conditions precedent acquire the equity interest of the Vendor.

## **Non-legally binding effect**

The Strategic Cooperation Framework Agreement does not constitute a legally-binding commitment of the parties to the Strategic Cooperation Framework Agreement in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Definitive Agreement.

## **REASONS FOR AND BENEFIT OF THE POSSIBLE ACQUISITION**

The Group is principally engaged in the business of sale and distribution of building and home improvement materials and furnishings; and provision of interior design and engineering services in the PRC.

As disclosed in the Company's interim report for the six months ended 30 June 2018, the Group is actively looking for new investment opportunities to enhance the Group's profitability and the return of the Shareholders. The Board considers that the entering into of the Strategic Cooperation Framework Agreement provides a valuable opportunity for the Company to develop a new business, which is beneficial to the Group and the Shareholders as a whole in the long run.

In view of the above, the Directors (including all independent non-executive Directors) are of the view that the terms and conditions of the Strategic Cooperation Framework Agreement are fair and reasonable and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

## **GENERAL**

The Possible Acquisition may constitute a notifiable transaction on the part of the Company pursuant to the Listing Rules and the terms and conditions of the Definitive Agreement are still subject to further negotiations. The Company will comply with the relevant disclosure and/or Shareholders' approval requirements under the Listing Rules where appropriate.

As at the date of this announcement, no formal agreement in relation to the Possible Acquisition has been entered into and the Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when making any decision related to dealing in the Shares of the Company.

## **DEFINITIONS**

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

“Board”	the board of Directors
“Company”	Jiyi Household International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Consultant”	Sino Asia Capital* ( 深圳市中亞資本投資管理有限公司 ), a company incorporated in PRC with limited liability
“Definitive Agreement”	the formal sale and purchase agreement which may or may not be entered into by the Company and the Vendor in relation to the Possible Acquisition
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Possible Acquisition”	the possible acquisition of equity interest of the Company as contemplated under the Strategic Cooperation Framework Agreement and subject to the execution of the Definitive Agreement
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Framework Agreement”	the non-legally binding Strategic Cooperation Framework Agreement dated 11 February 2019 entered into between the Vendor, the Consultant and the Company setting out the preliminary understanding in relation to the Possible Acquisition
“Vendor”	Shanghai Gaojing Culture Media Co., Ltd.* (上海高競文化傳媒有限公司), a company incorporated in PRC with limited liability
“WUCG”	World University Cyber Games (世界大學生電子競技聯賽) whose predecessor is University Cyber Games hosted in China in 2016(中國大學生電子競技聯賽)

By order of the Board  
**Jiyi Household International Holdings Limited**  
**Hou Wei**  
*Chairlady*

Hong Kong, 11 February 2019

*As at the date of this announcement, Ms. Hou Wei, Mr. Liu Xianxiu and Mr. Yang Baikang are the executive directors of the Company, Mr. Hou Bo is the non-executive director of the Company, and Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang are the independent non-executive directors of the Company.*

\* For identification purpose only