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**ETS GROUP LIMITED**

**易通訊集團有限公司**

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

**(Stock Code: 8031)**

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO  
(1) DISCLOSEABLE AND CONNECTED TRANSACTION  
IN RESPECT OF POSSIBLE ACQUISITION  
OF SALE SHARES OF  
EPRO BRO SERVICES LIMITED; AND  
(2) CONTINUING CONNECTED TRANSACTION**

The Board announces that on 18 July 2013 (after trading hours), the Vendor and the Purchaser entered into the Supplemental Agreement after arm's length negotiations to amend certain terms and conditions of the Agreement, details of which are set out in this announcement.

Reference is made to the announcement of ETS Group Limited (the “**Company**”) dated 5 July 2013 (the “**Announcement**”) in relation to, inter alia, the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement.

**THE SUPPLEMENTAL SALE AND PURCHASE AGREEMENT**

On 18 July 2013 (after trading hours), the Vendor and the Purchaser entered into a supplemental sale and purchase agreement (the “**Supplemental Agreement**”) after arm's length negotiations to amend certain terms and conditions of the Agreement. The conditions precedent as set out in the section headed “The Agreement – conditions precedent” in the Announcement shall be amended as follows:

The Completion is conditional upon the fulfillment or waiver (if applicable) of the following conditions precedent:

- (a) all necessary consents and approvals required to be obtained on the part of the Vendor in respect of the Agreement and the matters contemplated thereunder having been obtained;
- (b) all necessary consents and approvals required to be obtained on the part of the Purchaser in respect of the Agreement and the matters contemplated thereunder having been obtained;
- (c) the warranties in respect of the operation of the Target Group given by the Vendor as set out in the Agreement remaining true and accurate in all respects; and
- (d) the Purchaser being satisfied with the results of the due diligence review on the Target Group to be conducted by the Purchaser.

Conditions (c) and (d) above may be waived by the Purchaser by notice in writing to the Vendor and the other conditions are incapable of being waived.

Save as disclosed above, all other terms and conditions of the Agreement remain in full force and effect.

## **ADDITIONAL INFORMATION OF THE TARGET GROUP**

### **Financial Information**

Set out below is a summary of the key financial data of the Target based on the audited accounts of the Target for the past two financial years as provided by the Vendor which were prepared in accordance with the generally accepted accounting principles in Hong Kong:

	<b>For the year ended 31 December 2012</b>	<b>For the year ended 31 December 2011</b>
	<i>HK\$</i>	<i>HK\$</i>
	<b>(audited)</b>	<b>(audited)</b>
Turnover	—	2,349,000
Loss before and after taxation	380,000	2,251,000

The audited net assets value of the Target as at 31 December 2012 and 31 December 2011 were approximately HK\$4,443,000 and HK\$20,483,000 respectively.

Set out below is a summary of the key financial data of the WOFE based on the audited accounts of the WOFE for the past two financial years as provided by the Vendor which were prepared in accordance with the generally accepted accounting principles in the PRC:

	<b>For the year ended 31 December 2012</b>	<b>For the year ended 31 December 2011</b>
	<i>RMB</i>	<i>RMB</i>
	<b>(audited)</b>	<b>(audited)</b>
Turnover	2,041,000	2,573,000
Loss before and after taxation	594,000	5,000

The audited net assets value of the WOFE as at 31 December 2012 and 31 December 2011 were approximately RMB2,910,000 and RMB3,505,000 respectively.

Set out below is a summary of the key financial data of the PRC Company based on the audited accounts of the PRC Company for the past two financial years as provided by the PRC Company which were prepared in accordance with the generally accepted accounting principles in the PRC:

	<b>For the year ended 31 December 2012</b>	<b>For the year ended 31 December 2011</b>
	<i>RMB</i>	<i>RMB</i>
	<b>(audited)</b>	<b>(audited)</b>
Turnover	30,378,000	28,192,000
Profit before taxation	1,185,000	1,028,000
Profit after taxation	916,000	663,000

The audited net assets value of the PRC Company as at 31 December 2012 and 31 December 2011 were approximately RMB2,887,000 and RMB1,971,000 respectively.

## GEM LISTING RULES IMPLICATION

The Company would like to clarify that apart from the Acquisition being a discloseable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules, the transactions contemplated under the Control Agreements also constitute a discloseable transaction on the part of the Company under Chapter 19 of the GEM Listing Rules as the relevant applicable percentage ratio calculated in accordance with the GEM Listing Rules is more than 5% but less than 25%.

Also, under Rule 17.15 of the GEM Listing Rules, a general disclosure obligation arises where the relevant advances to an entity by the Company and its subsidiaries exceed 8% of the Company's latest published consolidated total assets. The amount of the Loan constitutes an advance to entity under Rule 17.15 of the GEM Listing Rules and the details of which is disclosed in the Announcement in compliance with Rule 17.15 of the GEM Listing Rules.

Save as aforesaid, all the information of the Announcement remains unchanged.

By order of the Board  
**ETS Group Limited**  
**Wong Wai Hon Telly**  
*Chairman and Executive Director*

Hong Kong, 18 July 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Ling Chiu Yum (Honorary Chairman), Mr. Wong Wai Hon Telly (Chairman), Ms. Chang Men Yee Carol (Chief Executive Officer), Mr. Suen Fuk Hoi (Company Secretary) and Mr. Phung Nhuong Giang; and the independent non-executive directors of the Company are Mr. Wong Sik Kei, Mr. Ngan Chi Keung and Mr. Yung Kai Tai.*

*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 "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company's website at [www.etsgroup.com.hk](http://www.etsgroup.com.hk).*