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This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares of ETS Group Limited.



MILLION TOP ENTERPRISES LIMITED

萬士達企業有限公司

(Incorporated in Hong Kong with limited liability)

ETS GROUP LIMITED

易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8031)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Financial adviser to Million Top Enterprises Limited



禹銘投資管理有限公司

YU MING INVESTMENT MANAGEMENT LIMITED

The making of the Offer by the Offeror is subject to Completion having taken place and Completion is, subject to fulfilment and/or waiver (as the case maybe) of the Conditions, scheduled to take place on the Completion Date (being 4 September 2015 unless the Vendor and the Offeror agree on another date). As Completion is not expected to take place within 21 days from the date of the Joint Announcement, the despatch of the Composite Document will be delayed.

An application has been made to the Executive for an extension of time for the despatch of the Composite Document to a date falling within 7 days of the completion of the Conditions or 11 September 2015, whichever is earlier, and the Executive has granted its consent for such extension.

The Offer is a possibility only. Completion is conditional upon fulfillment and/or waiver (as the case may be) of the Conditions and the Offer will only be made if Completion takes place. Accordingly, Completion may or may not take place and the Offer may or may not be made. Shareholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

Reference is made to the joint announcement jointly issued by ETS Group Limited (the “**Company**”) and Million Top Enterprises Limited (the “**Offeror**”) dated 10 June 2015 (the “**Joint Announcement**”) in relation to, among other matters, (i) the conditional purchase of approximately 66.07% of the entire issued share capital of the Company by the Offeror; and (ii) the possible Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days from the date of the Joint Announcement, which is on or before 1 July 2015, unless consent is sought from the Executive to extend the deadline for the despatch of the Composite Document.

The making of the Offer by the Offeror is subject to Completion having taken place and Completion is, subject to fulfilment and/or waiver (as the case maybe) of the Conditions, scheduled to take place on the Completion Date (being 4 September 2015 unless the Vendor and the Offeror agree on another date). As Completion is not expected to take place within 21 days from the date of the Joint Announcement, the despatch of the Composite Document will be delayed.

An application has been made to the Executive for an extension of time for the despatch of the Composite Document to a date falling within 7 days of the completion of the Conditions or 11 September 2015, whichever is earlier, and the Executive has granted its consent for such extension.

Further announcement will be made when the Composite Document (accompanied by the Form of Acceptance and Transfer) in respect of the Offer is despatched.

The Offer is a possibility only. Completion is conditional upon fulfillment and/or waiver (as the case may be) of the Conditions and the Offer will only be made if Completion takes place. Accordingly, Completion may or may not take place and the Offer may or may not be made. Shareholders and potential investors of the Company are advised to exercise caution in dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the board of directors
MILLION TOP ENTERPRISES LIMITED
Tang Shing Bor
Director

By Order of the Board
ETS GROUP LIMITED
Wong Wai Hon, Telly
Chairman

Hong Kong, 30 June 2015

As at the date of this joint announcement, the directors of the Offeror are Mr. Tang Shing Bor and Mr. Tang Yiu Sing. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Vendor and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Group, the Vendor and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Ling Chiu Yum (Honorary Chairman), Mr. Wong Wai Hon Telly (Chairman), Ms. Chang Men Yee Carol (Chief Executive Officer) and Mr. Suen Fuk Hoi (Company Secretary) as executive Directors; and Mr. Wong Sik Kei, Mr. Ngan Chi Keung and Mr. Yung Kai Tai. as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statements in this joint announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at 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.