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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO DISCLOSEABLE TRANSACTION SUBSCRIPTION OF SHARES IN CLEARMOON

Reference is made to the announcement of Computime Group Limited (the “**Company**”) dated 15 December 2020 (the “**Announcement**”) in relation to the Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement. As disclosed in the Announcement, pursuant to the Subscription Agreement, Clearmoon will grant to the Subscriber a put option (the “**Put Option**”) upon Completion. The Company wishes to provide the Shareholders and potential investors of the Company with the following additional information in relation to the Put Option.

Pursuant to the Subscription Agreement, when the Put Option becomes exercisable, the Subscriber may require Clearmoon to purchase all of the 300,000 Subscription Shares at the subscription price of US\$1,000,000 (the “**Exercise Price**”) by giving a notice in writing. No separate consideration was paid for the grant of the Put Option in addition to the consideration for the Subscription Shares.

The Put Option is one of the terms of the Subscription Agreement which have been negotiated on arm’s length basis with the aim to protect the Subscriber’s interest and to recoup its investment at the subscription price from Clearmoon upon the occurrence of certain triggering events as disclosed in the Announcement. The Board is of the view that the Exercise Price was negotiated at arm’s length basis and on normal commercial terms and is fair and reasonable.

IMPLICATIONS UNDER THE LISTING RULES

The exercise of the Put Option is at the discretion of the Subscriber. According to Rule 14.75(1) of the Listing Rules, on the grant of the Put Option, only the premium will be taken into consideration for the purpose of classification of notifiable transactions. As no premium was payable for the grant of the Put Option to the Subscriber, such grant will not constitute a notifiable transaction of the Company.

In the event the Put Option becomes exercisable in accordance with the terms of the Subscription Agreement and the Subscriber exercises such Put Option at its discretion, the Company will comply with the relevant Listing Rules requirements in connection with the exercise of the Put Option.

As the Subscription and the grant of the Put Option are subject to the fulfillment of the Conditions Precedent, the Subscription and the grant of the Put Option may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

By order of the Board
Computime Group Limited
AUYANG Ho
Chairman

Hong Kong, 22 December 2020

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. AUYANG Ho (*Chairman*)

Mr. AUYANG Pak Hong Bernard (*Chief Executive Officer*)

Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony

Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. LUK Koon Hoo

Mr. Patrick Thomas SIEWERT

Mr. HO Pak Chuen Patrick

Mr. Roy KUAN

* *For identification purposes only*