

**NUTRYFARM INTERNATIONAL LIMITED**

(Company Registration Number: 32308)

(Incorporated in Bermuda)

---

**TERMINATION OF THE SHAREHOLDERS' AGREEMENT AND THE DEED OF SALE AND PURCHASE  
ENTERED INTO IN CONNECTION WITH THE PROPOSED ACQUISITION**

---

**1. INTRODUCTION**

The Board refers to the announcements dated 15 March 2018, 20 July 2018 and 10 February 2019 respectively (collectively, the “**Announcements**”) in respect of the Proposed Acquisition.

*Capitalised terms not otherwise defined herein shall have the meanings respectively ascribed to them in the Announcements.*

**2. TERMINATION OF SHAREHOLDERS' AGREEMENT AND THE DEED OF SALE AND PURCHASE**

Further to the announcement dated 10 February 2019, Lottvision Internet Management has on 3 December 2019 entered into a deed of termination with the Vendor and First Linkage (the “**Deed of Termination**”), pursuant to which, the parties thereto have mutually agreed to terminate the SHA and the Deed of S&P in accordance with the terms and conditions set out in the Deed of Termination, and to, *inter alia*, release and discharge each party from all claims and other actions arising from the SHA and the Deed of S&P, save for the refundable deposit provided by Lottvision Internet Management, through LottVision (Hong Kong) Limited (“**LVHK**”), a wholly-owned subsidiary of Lottvision Internet Management’s parent company, LottVision Holdings Limited, to the Vendor as agreed between the respective parties thereto.

**3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

- 3.1 None of the Directors, and to the best knowledge of the Directors, none of the controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition.
- 3.2 To the Director’s best knowledge, there is no relationship between Zhonglian Shengtong, Shengyuantong, Xinjiang Zhongtong or their directors or controlling shareholders to any of the customers of Zhonglian Shengtong and/or the Shengyuantong Group. There is also no relationship between the Company and its directors or controlling shareholders to any of the customers of Zhonglian Shengtong and/or the Shengyuantong Group.

**4. DIRECTORS' RESPONSIBILITY STATEMENT**

- 4.1 The Directors (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.
- 4.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

**5. DOCUMENTS AVAILABLE FOR INSPECTION**

- 5.1 While the registered office of the Company is in Bermuda, the principal office of the Company is in Hong Kong and the office of the Company’s share transfer agent is in Singapore. Taking into account that Hong Kong and Singapore are more accessible locations than Bermuda, copies of the following documents will be available for inspection at the principal office of the Company at Room 1916, 19/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, and the office of the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles

Place, #32-01 Singapore Land Tower, Singapore 048623 during normal business hours for three (3) months from the date of the announcement:

- (a) the memorandum and bye-laws of the Company;
- (b) the VIE Agreements;
- (c) the Deed of S&P;
- (d) the SHA;
- (e) a copy of the Valuation Report; and
- (f) the Deed of Termination.

**BY ORDER OF THE BOARD**

**Luk Chung Po, Terence**

Executive Director

3 December 2019