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*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1360)**

## **PROFIT GUARANTEE IN RELATION TO THE MAJOR ACQUISITION OF CHEER SINO INVESTMENT HOLDINGS LIMITED**

Reference is made to the announcement of the Mega Expo Holdings Limited (the “**Company**”) dated 24 November 2017 (the “**Announcement**”) in relation to the major acquisition of entire issued share capital of Cheer Sino Investment Holdings Limited. Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated.

As disclosed in the Announcement, pursuant to the Agreement, the Vendor guarantees to the Purchaser that the Net Profit for the year ending 31 December 2018 (the “**First Relevant Period**”), the two years ending 31 December 2019 (the “**Second Relevant Period**”) and the three years ending 31 December 2020 (the “**Third Relevant Period**”) shall not be less than HK\$27,000,000, HK\$73,000,000 and HK\$133,000,000 respectively. If there is a shortfall on the Net Profit in each of the above relevant period, the Purchaser is entitled to deduct from the First Convertible Notes or the Second Convertible Notes or the Third Convertible Notes (as the case maybe) an amount equal to the difference between the Guaranteed Profit and the Actual Profit. The audited consolidated accounts of Cheer Sino Investment Holdings Limited for the First Relevant Period indicated that the Net Profit had exceeded HK\$27,000,000. Therefore the Board is pleased to announce the Guaranteed Profit of Cheer Sino Investment Holdings Limited for the First Relevant Period has been met. The First Convertible Notes with principal amount of HK\$34,000,000 will be released and delivered to the Vendor within 14 business days.

By Order of the Board  
**Mega Expo Holdings Limited**  
**Deng Zhonglin**  
*Chairman*

Hong Kong, 8 May 2019

*As at the date of this announcement, the Board comprises Mr. Deng Zhonglin and Mr. Xu Feng as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. Qiu Peiyuan as independent non-executive Directors.*