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**MATRIX**  
**MATRIX HOLDINGS LIMITED**  
**美力時集團有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 1005)**

**FURTHER ANNOUNCEMENT  
IN RESPECT OF THE POSSIBLE DISPOSAL**

**Financial Adviser to Matrix Holdings Limited**



This announcement is made by Matrix Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 29 January 2015 (the “**Announcement**”) in relation to the non-legally binding memorandum of understanding (the “**MOU**”) regarding the Possible Disposal. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

**TERMINATION OF THE MOU AND CONTINUING NEGOTIATIONS IN  
RESPECT OF THE POSSIBLE DISPOSAL**

Pursuant to the MOU, if no Formal Agreement in respect of the Possible Disposal has been entered into on or before 16 March 2015 or such later date as agreed in writing by the parties thereto, the MOU shall, save and except for the Binding Provisions, be terminated forthwith.

\* *For identification purpose only*

The Board wishes to announce that, as at the date of this announcement, no Formal Agreement in respect of the Possible Disposal has been entered into between the Vendor and the Purchaser nor have the Vendor and the Purchaser reached any agreement to extend the effective date of the MOU. As such, the MOU, save and except for the Binding Provisions, has been terminated. Nonetheless, the Vendor and the Purchaser are still in the process of discussing and negotiating the terms and conditions of the Possible Disposal. The Company shall make further announcement should the Vendor and the Purchaser enter into any Formal Agreement in respect of the Possible Disposal or in the event that discussion in relation to the Possible Disposal is terminated.

**The Board wishes to emphasise that the Possible Disposal is subject to, amongst other things, the signing of the Formal Agreement, the terms and conditions of which are yet to be agreed. Shareholders and potential investors of the Company should note that the Possible Disposal may or may not materialize and the final structure and terms of the Possible Disposal, which are still subject to further negotiations between the parties to the MOU, are yet to be finalised and may deviate from that set out in the MOU. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and other securities of the Company.**

By order of the Board  
**Matrix Holdings Limited**  
**Cheng Yung Pun**  
*Chairman*

Hong Kong, 16 March 2015

*As at the date of this announcement, the Board comprises Mr. Cheng Yung Pun, Mr. Arnold Edward Rubin, Mr. Yu Sui Chuen, Ms. Cheng Wing See, Nathalie, Mr. Cheng King Cheung, Mr. Leung Hong Tai, Mr. Tsang Chung Wa and Mr. Tse Kam Wah as executive Directors; Dr. Loke Yu alias Loke Hoi Lam, Mr. Mak Shiu Chung, Godfrey, Mr. Wan Hing Pui and Mr. Heng Victor Ja Wei as independent non-executive Directors.*