

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Offeror or the Company nor is it a solicitation of any vote or approval in any jurisdiction.*

*This joint announcement is not for release, publication or distribution, in whole or in part in or from any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.*

**Lotus Atlantic Limited**  
*(Incorporated in the British Virgin Islands with limited liability)*

 **PFC Device Inc.**  
**節能元件有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8231)**

**Financial Adviser to the Offeror**

 **SOMERLEY CAPITAL LIMITED**

**Independent Financial Adviser to the Independent Board Committee**

**ALTUS CAPITAL LIMITED**  
**浩德融資有限公司**

**JOINT ANNOUNCEMENT**

**(1) THE PROPOSAL FOR THE PRIVATISATION OF  
PFC DEVICE INC. BY LOTUS ATLANTIC LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT UNDER  
SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN  
ISLANDS**

**(2) OPTION OFFER**

**(3) PROPOSED WITHDRAWAL OF LISTING**

**AND**

**(4) NOTICE OF PETITION HEARING FOR CAPITAL REDUCTION**

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

FSD CAUSE 357 OF 2021 (DDJ)

IN THE MATTER OF SECTION 15, 16, AND 86 OF THE COMPANIES ACT (2021  
REVISION)

AND IN THE MATTER OF PFC DEVICE INC.

AND GRAND COURT RULES 1995 ORDER 102

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE  
ATTENTION**

References are made to (i) the scheme document dated 21 January 2022 (the “**Scheme Document**”) jointly issued by PFC Device Inc. (the “**Company**”) and Lotus Atlantic Limited (the “**Offeror**”) in relation to, among others, the Proposal (including the Option Offer) and the Scheme; and (ii) the announcement dated 16 February 2022 jointly issued by the Company and the Offeror in relation to, among other things, the results of the Court Meeting and the EGM. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

**INTRODUCTION**

The Court Meeting was held on Wednesday, 16 February 2022, during which the Scheme was approved by the Disinterested Shareholders. On the same day, the EGM was held and the relevant resolutions to give effect to, among other things, the reduction and the restoration of the number of issued Shares in the share capital of the Company were approved by the Shareholders.

Accordingly, Conditions (a), (b) and (c) as set out in the section headed “Conditions of the Proposal” in the Explanatory Statement forming part of the Scheme Document are fulfilled.

Save as disclosed above, none of the Conditions have been fulfilled or waived as at the date of this joint announcement.

## **NOTICE OF PETITION HEARING FOR CAPITAL REDUCTION**

As directed by the Grand Court, the Company hereby gives notice as follows:

**NOTICE IS HEREBY GIVEN** that a Petition was on the 17 February 2022 presented to the Grand Court of the Cayman Islands for confirmation of the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares and, in consideration therefor, the payment to the Scheme Shareholders of the Cancellation Price of HK\$1.40 for each Scheme Share so cancelled.

Pursuant to the terms of the scheme of arrangement dated 21 January 2022 (the “**Scheme of Arrangement**”) between the Company and the Scheme Shareholders, on the Effective Date, subject to and forthwith upon such reduction of capital as described above taking effect, the issued share capital of the Company will be increased to the amount immediately before the cancellation of the Scheme Shares by means of the issuance of new Shares in the same number as the Scheme Shares (which were cancelled) to the Offeror credited as fully paid out of the credit arising in the Company’s books of account as a result of the Capital Reduction.

**AND NOTICE IS FURTHER GIVEN** that the Petition is directed to be heard before a Judge of the Financial Services Division of the Grand Court of the Cayman Islands, Edward Street, George Town, Grand Cayman, Cayman Islands, on 8 March 2022 at 10:00 a.m. (Cayman Islands time) or as soon thereafter as the Petition may be heard.

**ANY** creditor of the Company or Shareholder desiring to oppose the making of an order for the confirmation of the reduction of capital should appear at the time of hearing in person or by counsel for that purpose.

A copy of the Petition will be furnished to any such person requiring the same by the under-mentioned Attorneys-at-Law (*Note*) on payment of the regulated charge for the same.

*Note: Travers Thorp Alberga is the Attorneys-At-Law for the Company located at Harbour Place, 2nd Floor, P.O. Box 472, 103 Church Street, Grand Cayman, Cayman Islands KY1-1106.*

## WARNING

**Shareholders and potential investors of the Company should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the board of  
**Lotus Atlantic Limited**  
**YUNG Kwok Kee, Billy**  
*Director*

By Order of the Board of  
**PFC Device Inc.**  
**CHOW Kai Chiu, David**  
*Executive Director*

Hong Kong, 25 February 2022

*As at the date of this joint announcement, the board of director of the Offeror comprises three directors namely Mr. YUNG Kwok Kee, Billy, Mr. TANG Che Yin and Mr. CHOW Kai Chiu, David.*

*As at the date of this joint announcement, the board of director of Sybond Venture Limited comprise of two directors namely Mr. YUNG Kwok Kee, Billy and Mr. CHOW Kai Chiu, David.*

*As at the date of this joint announcement, the board of director of Shell Holdings comprises four directors namely Mr. YUNG Kwok Kee, Billy, Madam HSU Vivian, Mr. CHOW Kai Chiu, David, and Madam LI Pik Mui, Cindy.*

*As at the date of this joint announcement, the sole director of Red Dynasty Investments Limited is Mr. YUNG Kwok Kee, Billy.*

*The directors of the Offeror, Sybond Venture Limited, Shell Holdings and Red Dynasty Investments Limited jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement 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 statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises two executive Directors, namely, Mr. HONG James Man-fai and Mr. CHOW Kai Chiu, David; two non-executive Directors, namely, Mr. YUNG Kwok Kee, Billy and Mr. TANG Che Yin; and three independent non-executive Directors, namely, Mr. LAM, Peter, Mr. LEUNG Man Chiu, Lawrence and Mr. FAN Yan Hok, Philip.*

*This joint announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*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 confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement 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 statement in this joint announcement misleading.*

*This joint announcement will remain on the GEM's website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the day of its posting and on the Company's website at [www.pfc-device.com](http://www.pfc-device.com).*