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FUTURE DATA GROUP LIMITED

未來數據集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8229)

VOLUNTARY ANNOUNCEMENT

CHANGE IN SHAREHOLDING OF CONTROLLING SHAREHOLDERS

This announcement is made by Future Data Group Limited (the “**Company**”) on a voluntary basis.

THE ACQUISITION

The Company was informed by Ms. Tao, the chairlady and executive Director of the Company, and Mr. GL Tao, executive Director of the Company, that on 11 September 2023 (after trading hours), Gorgeous Real, a company beneficially and wholly owned by Ms. Tao has acquired 50,000,000 Shares (the “**Acquisition**”) from Variant Wealth, a company beneficially and wholly owned by Mr. GL Tao, at the Acquisition Price.

The Acquisition Price represents:

- (i) a discount of approximately 30.23% to the closing price of HK\$0.86 per Share as quoted on the Stock Exchange on 11 September 2023, being the date of the Acquisition; and
- (ii) a discount of approximately 33.72% to the average of the closing prices per Share of HK\$0.89 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Acquisition.

The Board considers the Acquisition will not have any impact on the financial position and operations of the Company. The composition of the Board remains unchanged.

SHAREHOLDING OF THE CONCERT GROUP

As at the date of this announcement, the Company has a total issued share capital of 546,005,000 Shares.

Ms. Tao, Mr. GL Tao and Mr. J Tao are siblings, they together with Gorgeous Real and Variant Wealth are all members of the Concert Group and controlling shareholders of the Company.

The shareholdings of the Concert Group and its members in the Company immediately before and after the Acquisition as at the date of this announcement is set out below:

	Immediately before the Acquisition		Immediately after the Acquisition	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Gorgeous Real (Notes 1 & 3)	142,411,750	26.08	192,411,750	35.24
Variant Wealth (Notes 2 & 3)	100,000,000	18.32	50,000,000	9.16
Mr. GL Tao (Notes 2 & 3)	22,917,327	4.20	22,917,327	4.20
Mr. J Tao (Note 3)	20,000,000	3.66	20,000,000	3.66
Subtotal	285,329,077	52.26	285,329,077	52.26
LiquidTech Limited (Note 4)	14,000,000	2.56	14,000,000	2.56
Public Shareholders	246,675,923	45.18	246,675,923	45.18
Total	546,005,000	100.00	546,005,000	100.00

Notes:

- Gorgeous Real was at the material times beneficially and wholly owned by Ms. Tao.
- Variant Wealth was at the material times beneficially and wholly owned by Mr. GL Tao.
- Mr. GL Tao, Mr. J Tao and Ms. Tao are siblings.
- LiquidTech Limited was at the material times wholly owned by Asia Media Systems Pte. Ltd. (“AMS”) which in turn was owned by Mr. Suh Seung Hyun (“Mr. Suh”), Mr. Lee Seung Han (“Mr. Lee”), Mr. Phung Nhuong Giang (“Mr. Phung”), Mr. Park Hyeoung Jin, Mr. Lee Sung Gue, Mr. Lee Je Eun and Ms. Marilyn Tang as to approximately 25.34%, 22.71%, 18.14%, 14.03%, 14.03%, 3.40% and 2.35%, respectively. Ms. Marilyn Tang was the owner of approximately 2.35% of the issued shares of AMS and the spouse of Mr. Phung. As such, Mr. Phung was deemed to be interested in all the Shares in which Ms. Marilyn Tang was interested under Part XV of the SFO. Mr. Lee was at the material time an executive director of the Company whereas each of Mr. Suh and Mr. Phung was executive director of the Company who had resigned from such position with effect from 31 October 2022.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Prior to the Acquisition, the Concert Group was interested in a total of 285,329,077 Shares, representing approximately 52.26% of the total issued share capital of the Company, which was held as to 142,411,750 Shares by Gorgeous Real, 100,000,000 Shares by Variant Wealth, 22,917,327 Shares by Mr. GL Tao and 20,000,000 Shares by Mr. J Tao, representing approximately 26.08%, 18.32%, 4.20% and 3.66% of the entire issued share capital of the Company respectively.

After the Acquisition, despite the total number of Shares interested by the Concert Group remains unchanged, the number of Shares interested by Ms. Tao and Gorgeous Real will increased to 192,411,750 Shares, representing approximately 35.24% of the entire issued share capital of the Company.

Note 6(a) to Rule 26.1 of the Takeovers Code provides that whenever the holdings of a group acting in concert total 30% or more of the voting rights of a company and as a result of an acquisition of voting rights from another member of the group a single member comes to hold 30% or more, an obligation to make an offer will normally arise unless a waiver is granted by the Executive. The Executive would normally grant the acquirer of such voting rights a waiver from such general offer obligation if the acquirer is a member of a group of persons comprising an individual, his close relatives and related trusts, and companies controlled by him, his close relatives or related trusts, and the acquirer has acquired the voting rights from another member of such group of persons. In this regard, application has been made by Ms. Tao and Gorgeous Real to the Executive and the Executive has granted a waiver to Ms. Tao and Gorgeous Real from their obligations to make a mandatory general offer pursuant to Note 6(a) of Rule 26.1 of the Takeovers Code on 11 September 2023.

DEFINITIONS

“Acquisition”	acquisition of 50,000,000 Shares by Gorgeous Real from Variant Wealth
“Acquisition Price”	HK\$0.60 per Share
“acting in concert”	has the meaning as ascribed thereto in the Takeovers Code
“Board”	the board of Directors
“Company”	Future Data Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM operated by The Stock Exchange of Hong Kong Limited (stock code: 8229)

“Concert Group”	the group consisting of Ms. Tao, Gorgeous Real, Mr. GL Tao, Variant Wealth and Mr. J Tao, that are deemed parties acting in concert under the Takeovers Code
“controlling shareholder(s)”	has the meaning as ascribed thereto in the GEM Listing Rules
“Director(s)”	Director(s) of the Company
“Executive”	the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Gorgeous Real”	Gorgeous Real Investment Holding Limited
“Mr. GL Tao”	Mr. Tao Guolin
“Mr. J Tao”	Mr. Tao Jian
“Ms. Tao”	Ms. Tao Hongxia
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Variant Wealth”	Variant Wealth Investment Development Limited

By order of the Board
Future Data Group Limited
Cheung Ting Pong
Company Secretary

Hong Kong, 11 September 2023

As at the date of this announcement, the executive Directors are Ms. Tao Hongxia, Mr. Lee Seung Han, Mr. Tao Guolin and Mr. Cheung Ting Pong and the independent non-executive Directors are Mr. Chan Kin Ming, Mr. Lam Chi Cheung Albert and Mr. Leung Louis Ho Ming.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 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.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at www.futuredatagroup.com.