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Mr. Zhong Yuhua

鍾育華

Ms. Ou Honglian

歐紅蓮

Mr. Zhong Juzhi

鍾舉至

Mr. Zhong Rongzhi

鍾榮至

Winning Tower Group Holdings Limited

運興泰集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8362)

JOINT ANNOUNCEMENT

FURTHER DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO MANDATORY UNCONDITIONAL CASH OFFER BY RAINBOW CAPITAL (HK) LIMITED FOR AND ON BEHALF OF THE OFFERORS TO ACQUIRE ALL OF THE ISSUED SHARES IN THE ISSUED SHARE CAPITAL OF WINNING TOWER GROUP HOLDINGS LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY ONE OF THEM)

Financial adviser to the Offerors

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
泓博資本有限公司

Independent Financial Adviser to the Independent Board Committee

MESSIS 大有融資

Reference is made to (i) the announcement jointly issued by Mr. Zhong Yuhua, Ms. Ou Honglian, Mr. Zhong Juzhi and Mr. Zhong Rongzhi (the “**Offerors**”) and Winning Tower Group Holdings Limited (the “**Company**”) dated 1 February 2024 (the “**R3.5 Announcement**”) in relation to, among other things, the Offer; (ii) the announcement jointly issued by the Offerors and the Company dated 21 February 2024 in relation to, among other things, the delay in despatch of the Composite Document; and (iii) the announcement jointly issued by the Offerors and the Company dated 21 March 2024 in relation to, among other things, the monthly update on the Offer (collectively the “**Joint Announcements**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Joint Announcements.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, amongst other things, (i) further details of the Offer; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the terms of the Offer and as to the acceptance of the Offer, together with the relevant form(s) of acceptance and transfer, should be despatched to the Shareholders within 21 days from the date of the R3.5 Announcement (i.e. on or before 22 February 2024) or such later date as the Executive may approve.

An application was made on 20 February 2024 to the Executive for a waiver from strict compliance with the requirement under Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 5 April 2024. The Executive had granted such consent on 26 February 2024.

As additional time is required to finalise the Composite Document, which includes but not limited to finalizing the letter from the Independent Financial Adviser, an application has been made to the Executive for a waiver from strict compliance with the requirement under Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document to a date falling on or before 15 April 2024. The Executive has indicated that it is minded to grant such consent. Further announcement will be made by the Company and the Offeror when the Composite Document is despatched or in the event of any changes to the expected timetable.

Mr. Zhong Yuhua

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鍾榮至

By order of the Board of
Winning Tower Group Holdings Limited

Lai King Wah

Chairman and Executive Director

Hong Kong, 5 April 2024

As at the date of this joint announcement, the executive Directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and Mr. Ho Timothy Kin Wah; the non-executive Directors are Mr. Yu Ting Hei, Mr. Wong Wang Leong and Ms. Ou Honglian; and the independent non-executive Directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offerors and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offerors (in their capacity as an Offeror) and parties acting in concert with them) 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 contained in this joint announcement misleading.

As at the date of this joint announcement, the Offerors are Mr. Zhong Yuhua, Ms. Ou Honglian, Mr. Zhong Juzhi and Mr. Zhong Rongzhi. The Offerors accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vendors and the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) 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 contained in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at www.wtgl.hk.