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FAME YIELD INTERNATIONAL LIMITED VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
名成國際有限公司 盈信控股有限公司*
(Incorporated in Hong Kong with limited liability) (Incorporated in Bermuda with limited liability)
(Stock Code: 15)

JOINT ANNOUNCEMENT

**(1) PROPOSED PRIVATISATION OF
VANTAGE INTERNATIONAL (HOLDINGS) LIMITED
BY
FAME YIELD INTERNATIONAL LIMITED
BY WAY OF
A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF
THE COMPANIES ACT 1981 OF BERMUDA**

**(2) PROPOSED WITHDRAWAL OF LISTING OF
VANTAGE INTERNATIONAL (HOLDINGS) LIMITED**

(3) ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

AND

**(4) RESUMPTION OF TRADING IN SHARES OF
VANTAGE INTERNATIONAL (HOLDINGS) LIMITED**

Financial Adviser to the Offeror



Alliance Capital Partners Limited
同人融資有限公司

Alliance Capital Partners Limited

* For identification purposes only

INTRODUCTION

On 24 June 2020, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 99 of the Bermuda Companies Act.

THE PROPOSAL

The Scheme

If the Proposal is approved and implemented:

- (a) all Scheme Shares held by the Scheme Shareholders will be cancelled in exchange for the payment of the Cancellation Price for each Scheme Share cancelled;
- (b) simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled, credited as fully paid, by applying the credit created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such new Shares;
- (c) the Company will be owned as to (i) 49.80% by the Offeror, (ii) 49.83% by Winhale Ltd., being an Offeror Concert Party which is ultimately beneficially wholly-owned by a discretionary trust founded by Mr. NGAI for the benefits of his family members, and (iii) 0.37% by Mr. NGAI, being the sole shareholder and director of the Offeror and also an Offeror Concert Party; and
- (d) the Company will apply to the Stock Exchange for the withdrawal of listing of the Shares on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules so that such withdrawal is to take place immediately following the Effective Date.

The Cancellation Price of HK\$0.90 per Scheme Share represents a premium of approximately 80.0% over the closing price of HK\$0.500 per Share as quoted on the Stock Exchange on the Last Trading Day.

No increase in the Cancellation Price

The Cancellation Price will not be increased, and the Offeror does not reserve the right to do so.

Conditions to the Proposal

The Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of all the Conditions on or before 9 December 2020 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Bermuda Court may direct), failing which the Proposal and the Scheme will lapse.

Please refer to the section headed “THE PROPOSAL – Conditions to the Proposal and the Scheme” of this joint announcement for details of the Conditions.

The Option Offer

As at the Announcement Date, there are outstanding Options exercisable into 9,780,000 Shares granted under the Share Option Scheme. The Company does not intend to grant any further Options between the Announcement Date and the Effective Date.

The Offeror will make (or procure to be made on its behalf) an appropriate offer to the Optionholders (other than Mr. NGAI) in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Scheme becoming effective.

The Options held by Mr. NGAI will not be subject to the Option Offer and Mr. NGAI confirms that he will not exercise any Options between the Announcement Date and the Effective Date.

Under the Option Offer, the Offeror will offer Optionholders (other than Mr. NGAI) the “see-through” price (being the Cancellation Price minus the exercise price of the Option) for the cancellation of each outstanding Option they hold. The “see-through” price of the outstanding Options is HK\$0.374 per Share.

WARNINGS

If the expiry date of all outstanding Options i.e. 9 September 2020 is earlier than the Record Date, all outstanding Options which have not yet been exercised by such expiry date shall have automatically lapsed and no Option Offer would be extended to the Optionholders. Shareholders and potential investors should be aware that Option Offer may or may not be extended to the Optionholders subject to the expected timetable to be included in the Scheme Document.

CONFIRMATION OF FINANCIAL RESOURCES

Assuming that all Optionholders (other than Mr. NGAI) exercise their outstanding Options to become Scheme Shareholders before the Record Date, the amount of cash required for the Scheme is approximately HK\$547,573,680.

Assuming that none of the outstanding Options is exercised and none of the outstanding Options lapses before the Record Date, the amount of cash required for the Scheme is approximately HK\$542,821,680, and the amount of cash required for the Option Offer is approximately HK\$1,974,720.

The total maximum cash consideration payable under the Proposal (including the Scheme and the Option Offer) on the basis described above is approximately HK\$547,573,680.

The Offeror intends to finance the cash required for the Proposal from a combination of its internal cash resources and external debt financing.

Alliance Capital, the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror for the full implementation of the Proposal in accordance with their terms.

WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange so that such withdrawal is to take place immediately following the Effective Date. Scheme Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares will become effective. An expected timetable for the implementation of the Proposal will be set out in the Scheme Document, which will also contain, among other things, further details of the Scheme.

The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme is not approved or if the Proposal otherwise lapses.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all non-executive Director and independent non-executive Directors of the Company who are not interested in the Proposal, namely, Dr. LEE Man Piu, Albert, Prof. KO Jan Ming, The Hon. IP Kwok Him and Mr. MONG Chan, has been established by the Board to make a recommendation to the Scheme Shareholders as to whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable and as to voting and to the Optionholders as to its views on acceptance of the Option Offer.

Prof. KO Jan Ming and The Hon. IP Kwok Him, are the independent non-executive Directors of the Company, and they, respectively, held 992,000 and 2,054,800 of Shares, representing 0.06% and 0.12% of the total issued Shares. Save as disclosed above, neither Prof. KO Jan Ming nor The Hon. IP Kwok Him has any interest in respect of the Proposal.

The Independent Financial Adviser will be appointed by the Independent Board Committee in due course to advise the Independent Board Committee in relation to the Proposal. An announcement will be made by the Company as soon as possible after the appointment of the Independent Financial Adviser.

DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document containing, among other things, (i) further details of the Proposal; (ii) the expected timetable; (iii) an explanatory memorandum as required under the Bermuda Companies Act; (iv) the recommendations from the Independent Board Committee with respect to the Proposal; (v) the letter of advice from the Independent Financial Adviser; and (vi) notices of the Court Meeting and the SGM together with forms of proxy in relation thereto, will be despatched to the Scheme Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code and any other applicable laws and regulations.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 26 June 2020, pending the issuance of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 3 July 2020.

WARNINGS

If the expiry date of all outstanding Options i.e. 9 September 2020 is earlier than the Record Date, all outstanding Options which have not yet been exercised by such expiry date shall have automatically lapsed and no Option Offer would be extended to the Optionholders. Shareholders and potential investors should be aware that Option Offer may or may not be extended to the Optionholders subject to the expected timetable to be included in the Scheme Document.

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable), and thus the Proposal may or may not be implemented. 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.

This joint announcement is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposal or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. The Proposal will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal, including details of how to vote on the Proposal. Any acceptance or other response to the Proposal should be made only on the basis of information in the Scheme Document or any other document by which the Proposal is made.

The availability of the Proposal to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas Scheme Shareholders will be contained in the Scheme Document.

INTRODUCTION

On 24 June 2020, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under Section 99 of the Bermuda Companies Act.

If the Proposal is approved and implemented:

- (a) all Scheme Shares held by the Scheme Shareholders will be cancelled in exchange for the payment of the Cancellation Price for each Scheme Share cancelled;
- (b) simultaneously with the cancellation of the Scheme Shares, the issued share capital of the Company will be maintained to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled, credited as fully paid, by applying the credit created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such new Shares;
- (c) the Company will be owned as to (i) 49.80% by the Offeror, (ii) 49.83% by Winhale Ltd., being an Offeror Concert Party which is ultimately beneficially wholly-owned by a discretionary trust founded by Mr. NGAI for the benefits of his family members, and (iii) 0.37% by Mr. NGAI, being the sole shareholder and director of the Offeror and also an Offeror Concert Party; and
- (d) the Company will apply to the Stock Exchange for the withdrawal of listing of the Shares on the Stock Exchange pursuant to Rule 6.15 of the Listing Rules so that such withdrawal is to take place immediately following the Effective Date.

The Offeror will also make (or procure to be made on its behalf) an appropriate offer to the Optionholders (other than Mr. NGAI) to cancel all outstanding Options which has not been lapsed on the Record Date, in exchange for cash, in accordance with Rule 13 of the Takeovers Code.

THE PROPOSAL

The Scheme

Subject to the Scheme becoming effective, all the Scheme Shares will be cancelled in exchange for the Cancellation Price of HK\$0.90 per Scheme Share.

The Cancellation Price of HK\$0.90 per Scheme Share represents:

- (a) a premium of approximately 80.0% over the closing price of HK\$0.500 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a premium of approximately 103.6% over the average closing price of approximately HK\$0.442 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Trading Day;

- (c) a premium of approximately 119.5% over the average closing price of approximately HK\$0.410 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Trading Day;
- (d) a premium of approximately 114.8% over the average closing price of approximately HK\$0.419 per Share based on the daily closing prices as quoted on the Stock Exchange for the 60 trading days up to and including the Last Trading Day;
- (e) a premium of approximately 104.1% over the average closing price of approximately HK\$0.441 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Trading Day;
- (f) a premium of approximately 94.0% over the average closing price of approximately HK\$0.464 per Share based on the daily closing prices as quoted on the Stock Exchange for the 120 trading days up to and including the Last Trading Day;
- (g) a premium of approximately 78.6% over the average closing price of approximately HK\$0.504 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Trading Day; and
- (h) a discount of approximately 61.7% over the audited consolidated net asset value of approximately HK\$2.35 per Share as at 31 March 2020, calculated based on the audited consolidated net asset value of the Group attributable to the Shareholders of HK\$3,953,728,000 as at 31 March 2020 divided by the total number of 1,683,146,400 Shares in issue as at the Announcement Date.

During the period commencing one year preceding the Last Trading Day, the highest and lowest closing prices of the Shares as quoted on the Stock Exchange were, respectively, HK\$0.73 per Share on 26 June 2019, 28 June 2019, 2 July 2019, 3 July 2019 and 4 July 2019, respectively, and HK\$0.375 per Share on 15 May 2020.

The Cancellation Price has been determined on a commercial basis after taking into account the historical prices of the Shares as quoted on the Stock Exchange and other privatisation transactions in Hong Kong in recent years.

No increase in the Cancellation Price

The Cancellation Price will not be increased, and the Offeror does not reserve the right to do so.

The Option Offer

As at the Announcement Date, there are outstanding Options exercisable into 9,780,000 Shares granted under the Share Option Scheme, among which Mr. NGAI and Mr. YAU each holds 4,500,000 Options and the remaining 780,000 Options are held by other employees of the Group. All of the outstanding Options have vested. The Company does not intend to grant any further Options between the Announcement Date and the Effective Date. The Options held by Mr. NGAI will not be subject to the Option Offer and Mr. NGAI will not exercise any Options between the Announcement Date and the Effective Date.

The Offeror will make (or procure to be made on its behalf) an appropriate offer to the Optionholders (other than Mr. NGAI) in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Scheme becoming effective.

Under the Option Offer, the Offeror will offer Optionholders (other than Mr. NGAI) the “see-through” price (being the Cancellation Price minus the exercise price of the Option) for the cancellation of each outstanding Option they hold.

The following table sets out the exercise price and the “see-through” price of the outstanding Options under the Option Offer (apart from the Options held by Mr. NGAI):

Date of grant	Exercise price (HK\$)	Exercisable period	“See-through” price (HK\$)	Number of Shares into which Options are exercisable
10 September 2015	0.526	Until 9 September 2020	0.374	5,280,000
			Total	5,280,000

Further information on the Option Offer will be set out in a letter to the Optionholders which will be despatched at or around the same time as the despatch of the Scheme Document.

If any of the outstanding Options is exercised before the Record Date in accordance with the rules of the Share Option Scheme and the Scheme Document, any Shares so issued will be subject to and eligible to participate in the Scheme.

All Options (including the Options held by Mr. NGAI) will lapse automatically and not be exercisable (to the extent not already exercised) on the Effective Date. Subject to the expiry date of all outstanding Options i.e. 9 September 2020 being later than the Record Date, if any Optionholder does not (i) exercise their outstanding Options to become Scheme Shareholders before the Record Date in accordance with the rules of the Share Option Scheme and the Scheme Document; or (ii) accept the Option Offer on or before the Effective Date, their Option(s) will lapse without any payment made to the relevant Optionholder(s).

WARNING: If the expiry date of all outstanding Options i.e. 9 September 2020 is earlier than the Record Date, all outstanding Options which have not yet been exercised by such expiry date shall have automatically lapsed and no Option Offer would be extended to the Optionholders. Shareholders and potential investors should be aware that Option Offer may or may not be extended to the Optionholders subject to the expected timetable to be included in the Scheme Document.

Conditions to the Proposal and the Scheme

The Proposal is, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the following Conditions:

- (a) the approval of the Scheme (by way of poll) by a majority in number of the Scheme Shareholders representing not less than three-fourths in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (b) the approval of the Scheme (by way of poll) by at least 75% of the votes attaching to the Scheme Shares held by the Disinterested Scheme Shareholders that are voted either in person or by proxy at the Court Meeting, provided that the number of votes cast (by way of poll) against the resolution to approve the Scheme is not more than 10% of the votes attaching to all the Scheme Shares held by all the Disinterested Scheme Shareholders;
- (c) the passing of a special resolution by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting in person or by proxy at the SGM to approve, among other things, any reduction of the share capital of the Company associated with the cancellation of the Scheme Shares, and simultaneously maintain the issued share capital of the Company to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled by applying the credit created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such new Shares;
- (d) the sanction of the Scheme (with or without modifications) by the Bermuda Court and the delivery to the Registrar of Companies in Bermuda of a copy of the order of the Bermuda Court for registration;
- (e) to the extent necessary, compliance with the procedural requirements and conditions of Section 46(2) of the Bermuda Companies Act in relation to any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares;

- (f) all Authorisations (if any) having been obtained or made from, with or by (as the case may be) the Relevant Authorities in Bermuda, Hong Kong and any other relevant jurisdictions;
- (g) all Authorisations (if any) remaining in full force and effect without variation, and all necessary statutory or regulatory obligations in all relevant jurisdictions having been complied with and no requirement having been imposed by any Relevant Authorities which is not expressly provided for, or is in addition to requirements expressly provided for, in relevant laws, rules, regulations or codes in connection with the Proposal or any matters, documents (including circulars) or things relating thereto, in each aforesaid case up to and at the time when the Scheme becomes effective;
- (h) all necessary consents (including consents from the relevant lenders) in connection with the Proposal and the withdrawal of listing of the Shares on the Stock Exchange which may be required under any existing contractual obligations of any member of the Group being obtained and remaining in effect;
- (i) the implementation of the Proposal not resulting in, and no event or circumstance having occurred or arisen which would or might be expected to result in any lender of the Group as at the Announcement Date indicating on or prior to the Effective Date that it will exercise its rights to accelerate the repayment of any obligations prior to the stated maturity date arising from, or to claim an event of default under, any financing documentation to which any member of the Group is a party;
- (j) the implementation of the Proposal not resulting in, and no event or circumstance having occurred or arisen which would or might be expected to result in any agreement, arrangement, licence, permit or instrument to which any member of the Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject (or any of the rights, liabilities, obligations or interests of any member of the Group thereunder) being terminated or adversely modified (or any material obligation or liability on the part of any member of the Group arising in relation thereto);
- (k) no government, governmental, quasi-governmental, statutory or regulatory body, court or agency in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order) that would make the Proposal or the Scheme or its implementation in accordance with its terms void, unenforceable, illegal or impracticable (or which would impose any material and adverse conditions or obligations with respect to the Proposal or the Scheme or its implementation in accordance with its terms), other than such actions, proceedings, suits, investigations or enquiries as would not have a material adverse effect on the legal ability of the Offeror to proceed with the Proposal or the Scheme;

- (l) since the Announcement Date, there having been no material adverse change in the business, assets, financial or trading positions, profits or prospects of any member of the Group to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal; and
- (m) since the Announcement Date, there not having been instituted any litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Group is a party (whether as plaintiff or defendant or otherwise) and no such proceedings having been threatened in writing against any such member and no investigation by any government or quasi-governmental, supranational, regulatory or investigative body or court against or in respect of any such member or the business carried on by any such member having been threatened in writing, announced, instituted or remaining outstanding by, against or in respect of any such member, in each case which is material and adverse in the context of the Group taken as a whole or in the context of the Proposal.

Conditions (a) to (e) cannot be waived in any event. The Offeror reserves the right (but is not obliged) to waive Conditions (f) to (m) either in whole or in part, and either generally or in respect of any particular matter. The Company has no right to waive any of the Conditions.

In respect of Condition (f), as at the Announcement Date, the Offeror and the Company do not foresee any necessary Authorisations required in connection with the Proposal from, with or by (as the case may be) the Relevant Authorities in Bermuda, Hong Kong and any other relevant jurisdictions, save for the Authorisations already set out above as separate Conditions.

In respect of Condition (h), the Directors are not aware of any necessary consents in connection with the Proposal and the withdrawal of listing of the shares on the Stock Exchange which may be required under any existing contractual obligations of any member of the Group apart from obtaining consents from several financial institutions in relation to a number of facility letters of the Group.

Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Offeror may only invoke any or all of the Conditions as a basis for not proceeding with the Scheme if the circumstances which give rise to a right to invoke any such Condition are of material significance to the Offeror in the context of the Proposal.

All of the Conditions will have to be fulfilled or waived (as applicable) on or before 9 December 2020 (or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Bermuda Court may direct and, in all cases, as permitted by the Executive), failing which the Proposal and the Scheme will lapse.

As at the Announcement Date, none of the Conditions have been fulfilled or waived (as applicable).

WARNING: Shareholders and potential investors of the Company should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable), and thus the Proposal may or may not be implemented. 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.

SHAREHOLDING STRUCTURE

Shareholding structure of the Company

As at the Announcement Date, the authorised share capital of the Company is HK\$100,000,000 divided into 4,000,000,000 Shares of HK\$0.025 each, and the Company has 1,683,146,400 Shares in issue.

The table below sets out the shareholding structure of the Company as at the Announcement Date and immediately upon completion of the Scheme, assuming that no outstanding Options are exercised, there are no other changes in the shareholding of the Company between the Announcement Date and the Record Date:

	As at the Announcement Date		Upon completion of the Scheme	
	Number of Shares	Approximate % of total issued Shares	Number of Shares	Approximate % of total issued Shares
Offeror	235,000,000	13.96%	838,135,200	49.80%
Offeror Concert Parties not subject to the Scheme				
Winhale Ltd. (Note 1)	838,760,400	49.83%	838,760,400	49.83%
Mr. NGAI (Note 2)	6,250,800	0.37%	6,250,800	0.37%
Offeror Concert Parties subject to the Scheme				
Mr. YAU (Note 3)	8,448,000	0.50%	–	–
Business Success Limited (Note 4)	30,888,000	1.84%	–	–
Aggregate number of Shares held by the Offeror and the Offeror Concert Parties	1,119,347,200	66.50%	1,683,146,400	100%
Disinterested Scheme Shareholders				
The Hon. IP Kwok Him (Note 5)	2,054,800	0.12%	–	–
Prof. KO Jan Ming (Note 6)	992,000	0.06%	–	–
Other Disinterested Scheme Shareholders	560,752,400	33.32%	–	–
Aggregate number of Shares held by Disinterested Scheme Shareholders	563,799,200	33.50%	–	–
Total number of Shares	1,683,146,400	100%	1,683,146,400	100%
Total number of Scheme Shares	603,135,200	35.84%	–	–

Notes:

1. Winhale Ltd. is ultimately beneficially wholly-owned by The Xyston Trust. The Xyston Trust is a discretionary trust founded by Mr. NGAI for the benefits of his family members. Winhale Ltd. is therefore presumed to be an Offeror Concert Party.
2. Mr. NGAI is the beneficial owner and the sole director of the Offeror, and is therefore presumed to be an Offeror Concert Party.
3. Mr. YAU is the brother-in-law of Mr. NGAI and an executive Director, the deputy chairman and the chief executive officer of the Company, and is therefore presumed to be an Offeror Concert Party.
4. The entire issued share capital of Business Success Limited is legally and beneficially owned by Mr. YAU, and is therefore presumed to be an Offeror Concert Party.
5. The Hon. IP Kwok Him is an independent non-executive Director of the Company.
6. Prof. KO Jan Ming is an independent non-executive Director of the Company.
7. All percentages in the above table are approximations.

Share Options

As at the Announcement Date, there are outstanding Options exercisable into 9,780,000 Shares granted under the Share Option Scheme, all of which have already been vested and are exercisable as at the Announcement Date. Other than such outstanding Options, there are no other options, derivatives, warrants or other securities issued by the Company that are convertible or exchangeable into Shares. As at the Announcement Date, Mr. NGAI and Mr. YAU each held 4,500,000 Options and the remaining 780,000 Options were held by other employees of the Group. The Company does not intend to grant any further Options between the Announcement Date and the Effective Date.

The exercise of all outstanding Options (apart from the Options held by Mr. NGAI) would result in the issue of 5,280,000 Shares, representing approximately 0.31% of the total issued share capital of the Company as at the Announcement Date and approximately 0.31% of the total issued share capital of the Company as enlarged by the issue of such new Shares. For details of the Option Offer, please refer to the section headed “THE PROPOSAL – The Option Offer” above.

CONFIRMATION OF FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK\$0.90 per Scheme Share and 603,135,200 Scheme Shares in issue as at the Announcement Date, the Scheme Shares are in aggregate valued at approximately HK\$542,821,680.

Assuming that all Optionholders (other than Mr. NGAI) exercise their outstanding Options to become Scheme Shareholders before the Record Date, the amount of cash required for the Scheme is approximately HK\$547,573,680.

Assuming that none of the outstanding Options is exercised and none of the outstanding Options lapses before the Record Date, the amount of cash required for the Scheme is approximately HK\$542,821,680, and the amount of cash required for the Option Offer is approximately HK\$1,974,720.

The total maximum cash consideration payable under the Proposal (including the Scheme and the Option Offer) on the basis described above is approximately HK\$547,573,680.

The Offeror intends to finance the cash required for the Proposal from a combination of its internal cash resources and external debt financing.

Alliance Capital, the financial adviser to the Offeror, is satisfied that sufficient financial resources are available to the Offeror for the full implementation of the Proposal in accordance with their terms.

INFORMATION ON THE COMPANY, THE OFFEROR AND THE OFFEROR CONCERT PARTIES

Information on the Company

The Company is an exempted company incorporated in Bermuda with limited liability, the shares of which have been listed on the Main Board of the Stock Exchange since 2000 (Stock Code: 15). The Group is principally engaged in the contract works business, the property investment and development business and the provision of finance business in Hong Kong.

Information on the Offeror

The Offeror is a company incorporated in Hong Kong with limited liability, which is beneficially wholly-owned by Mr. NGAI, a controlling Shareholder, an executive Director and the chairman of the Company. Mr. NGAI is the sole director of the Offeror. The Offeror is an investment holding company and held 235,000,000 Shares, representing approximately 13.96% of the issued share capital of the Company as at the Announcement Date.

REASONS FOR AND BENEFITS OF THE PROPOSAL

The liquidity of Shares has been at a relatively low level over a prolonged period of time, with an average daily trading volume of 218,475 Shares, 152,864 Shares, and 202,451 Shares, for the 6 months period, 12 months period, and 24 months period up to and including the Last Trading Day, representing approximately 0.01%, 0.01% and 0.01% respectively of the total issued Shares as at the Last Trading Day. Low trading liquidity of Shares renders it difficult for Shareholders to execute substantial on-market disposals without adversely affecting the price of the Shares.

The Listing of the Company involves administrative, compliance and other listing-related costs and expenses. If the Proposal is successful, these costs and expenses would be eliminated and thus allow the Offeror and the Company to allocate more resources for the development of the business of the Group.

The Proposal is intended to provide the Scheme Shareholders and the Optionholders with an opportunity to exit and realise their investments in the Company for cash at a premium. The Cancellation Price represents a premium of approximately (i) 80.0% over the closing price of the Shares on the Last Trading Day; and (ii) 119.5% over the average closing price of the Shares for the 30 trading days up to and including the Last Trading Day.

IF THE SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

The Scheme will lapse if any of the Conditions has not been fulfilled or waived, as applicable, on or before the Long Stop Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme does not become effective or the Proposal otherwise lapses.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

If the Independent Board Committee or the Independent Financial Adviser does not recommend the Proposal, and the Scheme is not approved, all expenses incurred by the Company in connection therewith shall be borne by the Offeror in accordance with Rule 2.3 of the Takeovers Code.

WITHDRAWAL OF LISTING OF THE SHARES

Upon the Scheme becoming effective, all the Scheme Shares will be cancelled and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will apply to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange so that such withdrawal is to take place immediately following the Effective Date. Scheme Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of the listing of the Shares will become effective. An expected timetable for the implementation of the Proposal will be set out in the Scheme Document, which will also contain, among other things, further details of the Scheme.

The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme is not approved or if the Proposal otherwise lapses.

OVERSEAS SCHEME SHAREHOLDERS

The making and implementation of the Proposal to the Scheme Shareholders who are not residents in Hong Kong may be subject to the laws of the relevant jurisdictions in which such Scheme Shareholders are located. Such Scheme Shareholders should inform themselves about and observe any applicable legal or regulatory requirements.

It is the responsibility of any overseas Scheme Shareholders wishing to take any action in relation to the Proposal, to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

Any acceptance by the Scheme Shareholders will be deemed to constitute a representation and warranty from such persons to the Offeror and the Company and their respective advisers that those laws and regulatory requirements have been complied with.

In the event that the receipt of the Scheme Document by overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the directors of the Offeror or the Company regard as unduly onerous or burdensome (or otherwise not in the best interests of the Offeror or the Company or their respective shareholders), the Scheme Document will not be despatched to such overseas Scheme Shareholders. For that purpose, the Company will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver will only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such Scheme Shareholders. If

any such waiver is granted by the Executive, the Offeror and the Company reserve the right to make arrangements in respect of Shareholders not resident in Hong Kong in relation to the Proposal. Such arrangements may include notifying any matter in connection with the Scheme or Proposal to the Shareholders having a registered overseas address by announcement or by advertisement in a newspaper which may or may not be circulated in the jurisdiction within which such Shareholders are resident. The notice will be deemed to have been sufficiently given despite any failure by such Shareholders to receive or see that notice.

TAXATION ADVICE

Scheme Shareholders and Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Proposal or the Option Offer. It is emphasised that none of the Offeror, persons acting in concert with the Offeror, the Company, Alliance Capital or any of their respective directors, officers or associates or any other person involved in the Proposal or the Option Offer accepts responsibility for any taxation effects on, or liabilities of, any other persons as a result of their acceptance or rejection of the Proposal or the Option Offer.

SCHEME SHARES, COURT MEETING AND SGM

As at the Announcement Date, (i) the Offeror held 235,000,000 Shares, representing approximately 13.96% of the issued share capital of the Company; (ii) Mr. NGAI, being the sole shareholder and director of the Offeror and also an Offeror Concert Party, held 6,250,800 Shares, representing approximately 0.37% of the issued share capital of the Company; and (iii) Winhale Ltd., being an Offeror Concert Party which is ultimately beneficially wholly-owned by a discretionary trust founded by Mr. NGAI for the benefits of his family members, held 838,760,400 Shares, representing approximately 49.83% of the issued share capital of the Company. Such Shares will not form part of the Scheme Shares.

As at the Announcement Date, Mr. YAU, an Offeror Concert Party (being the brother-in-law of Mr. NGAI and an executive Director, the deputy chairman and the chief executive officer of the Company), held directly or through Business Success Limited, which is wholly-owned by Mr. YAU, 39,336,000 Shares, representing approximately 2.34% of the total issued share capital of the Company and held 4,500,000 Options. Such Shares will form part of the Scheme Shares and such Options will be subject to the Option Offer.

As at the date of this joint announcement, the Disinterested Scheme Shareholders were interested in 563,799,200 Shares, representing approximately 33.50% of the issued share capital of the Company. Such Shares will form part of the Scheme Shares.

All Scheme Shareholders will be entitled to attend the Court Meeting and vote on the Scheme, but only the votes of the Disinterested Scheme Shareholders will be taken into account in determining if Condition (b) in the section headed “THE PROPOSAL – Conditions to the Proposal and the Scheme” above is satisfied. As Mr. YAU and Business Success Limited, each an Offeror Concert Party, are not Disinterested Scheme Shareholders, their votes (representing approximately 2.34% of the total issued share capital of the Company) will not be counted for the purpose of satisfying Condition (b).

By reason of being the financial adviser to the Offeror in connection with the Proposal, Alliance Capital is presumed to be acting in concert with the Offeror in relation to the Company. As at the Announcement Date, and so far as the Offeror is aware taking into account Note 1 to Rule 3.5 of the Takeovers Code, Alliance Capital and persons controlling, controlled by or under the same control with it (except those which are exempt principal traders recognised by the Executive as such for the purpose of the Takeovers Code) which are presumed to be acting in concert with the Offeror in relation to the Company hold no interest or position in the Shares or any convertible securities, warrants, options or derivatives in respect of the Shares.

All Shareholders will be entitled to attend the SGM and vote on the special resolution to approve, among other things, any reduction of the share capital of the Company associated with the cancellation of the Scheme Shares, and simultaneously maintain the issued share capital of the Company to the amount immediately prior to the cancellation of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, by applying the credit created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such new Shares.

ESTABLISHMENT OF THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all non-executive Director and independent non-executive Directors of the Company who are not interested in the Proposal, namely, Dr. LEE Man Piu, Albert, Prof. KO Jan Ming, The Hon. IP Kwok Him and Mr. MONG Chan, has been established by the Board to make a recommendation to the Scheme Shareholders as to whether the terms of the Proposal and the Scheme are, or are not, fair and reasonable and as to voting and to the Optionholders as to its views on acceptance of the Option Offer.

Prof. KO Jan Ming and The Hon. IP Kwok Him, are the independent non-executive Directors of the Company, and they, respectively, held 992,000 and 2,054,800 of Shares, representing 0.06% and 0.12% of the total issued Shares. Save as disclosed above, neither Prof. KO Jan Ming nor The Hon. IP Kwok Him has any interest in respect of the Proposal.

The Independent Financial Adviser will be appointed by the Independent Board Committee in due course to advise the Independent Board Committee in relation to the Proposal. An announcement will be made by the Company as soon as possible after the appointment of the Independent Financial Adviser.

DESPATCH OF THE SCHEME DOCUMENT

The Scheme Document containing, among other things, (i) further details of the Proposal; (ii) the expected timetable; (iii) an explanatory memorandum as required under the Bermuda Companies Act; (iv) the recommendations from the Independent Board Committee with respect to the Proposal; (v) the letter of advice from the Independent Financial Adviser; and (vi) notices of the Court Meeting and the SGM together with forms of proxy in relation thereto, will be despatched to the Scheme Shareholders as soon as practicable and in compliance with the requirements of the Takeovers Code and any other applicable laws and regulations.

The Scheme Document will contain important information and the Shareholders are urged to read it carefully before casting any vote at (or providing any proxy in respect of) the Court Meeting and the SGM.

GENERAL

As at the Announcement Date:

- (a) save as disclosed in the section headed “SHAREHOLDING STRUCTURE – Shareholding structure of the Company” above, none of the Offeror or the Offeror Concert Parties owned or had control or direction over any voting rights and rights over Shares;
- (b) save as the 9,000,000 Options held by Mr. NGAI and Mr. YAU, none of the Offeror and the Offeror Concert Parties held any convertible securities, warrants or options in respect of voting rights and rights over Shares;

- (c) the Offeror and the Offeror Concert Parties had not received any irrevocable commitment to vote for or against the Scheme and/or to accept the Option Offer;
- (d) the Offeror and the Offeror Concert Parties had not entered into any derivative in respect of the securities in the Company;
- (e) there were no arrangements (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Shares which might be material to the Proposal;
- (f) save for the Conditions set out in the section headed “THE PROPOSAL – Conditions to the Proposal and the Scheme” above, there was no agreement or arrangement to which the Offeror or any of the Offeror Concert Parties is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Proposal;
- (g) none of the Offeror or the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (h) save for the Cancellation Price, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Offeror and the Offeror Concert Parties to the Scheme Shareholders or their concert parties in relation to the Scheme Shares; and
- (i) there is no agreement, arrangement, understanding or special deal between (i) any Shareholder and (ii)(a) the Offeror and the Offeror Concert Parties or (b) the Company, its subsidiaries or associated companies.

None of the Offeror or the Offeror Concert Parties has dealt for value in any shares, convertible securities, warrants, options or derivatives in respect of the securities of the Company during the six-month period preceding the Announcement Date.

PROFIT WARNING

The Company would like to draw the attention of Shareholders to the profit warning announcements of the Company dated 17 April 2020 and 24 April 2020, respectively, in relation to the expected net loss for the year ended 31 March 2020 (the “**Profit Warning**”). Rule 10.3(d) of the Takeovers Code requires the Profit Warning to be reported on by financial advisers and auditors, and under Rule 10.4 of the Takeovers Code, their reports must be included in the next document sent to the Shareholders.

As the Company has published its annual results for the year ended 31 March 2020 (the “**Annual Results**”) on 24 June 2020 and the Annual Results together with the notes to the financial statement for the year ended 31 March 2020 will be included in the Scheme Document, the Annual Results falls within the ambit of Rule 10.9 of the Takeovers Code and the reporting on requirement of the Profit Warning will no longer be required.

Shareholders and potential investors should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus they are advised to exercise caution in placing reliance on the Profit Warning (i) in assessing the merits and demerits of the Proposal; and (ii) in respect of dealing in the securities of the Company.

DISCLOSURE OF DEALINGS

Associates of the Company and the Offeror (as defined in the Takeovers Code, including shareholders holding 5% or more of the relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Offeror) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 26 June 2020, pending the issuance of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 3 July 2020.

DEFINITIONS

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Alliance Capital”	Alliance Capital Partners Limited (同人融資有限公司), a company incorporated in Hong Kong with limited liability and licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), and the financial adviser to the Offeror in connection with the Proposal
“Announcement Date”	2 July 2020, being the date of this joint announcement
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Authorisations”	all the necessary authorisations, registrations, filings, rulings, waivers, consents, permissions and approvals in connection with the Proposal
“Bermuda Companies Act”	the Companies Act 1981 of Bermuda
“Bermuda Court”	the Supreme Court of Bermuda
“Board”	the board of directors of the Company
“Cancellation Price”	the cancellation price of HK\$0.90 per Scheme Share payable in cash to the Scheme Shareholders pursuant to the Scheme
“Company”	Vantage International (Holdings) Limited (盈信控股有限公司*), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 15)

“Condition(s)”	the condition(s) to the implementation of the Proposal and the Scheme as described in the section headed “THE PROPOSAL – Conditions to the Proposal and the Scheme” of this joint announcement
“Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Bermuda Court at which the Scheme (with or without modification) will be voted upon, or any adjournment thereof
“Director(s) ”	the director(s) of the Company
“Disinterested Scheme Shareholder(s)”	Scheme Shareholder(s) other than the Offeror Concert Parties
“Effective Date”	the date on which the Scheme becomes effective in accordance with the Bermuda Companies Act
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company which has been established to advise the Disinterested Scheme Shareholders and the Optionholders in respect of the Proposal, the composition of which is set out in the section headed “ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE” of this joint announcement
“Independent Financial Adviser”	the independent financial adviser to be appointed to provide recommendations to the Independent Board Committee in relation to the Proposal
“Last Trading Day”	24 June 2020, being the last trading day prior to the publication of this joint announcement

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Long Stop Date”	9 December 2020 or such later date as the Offeror and the Company may agree or, to the extent applicable, as the Bermuda Court may direct and, in all cases, as permitted by the Executive
“Mr. NGAI”	Mr. NGAI Chun Hung, who is the beneficial owner and the sole director of the Offeror, and a controlling Shareholder, an executive Director and the chairman of the Company
“Mr. YAU”	Mr. YAU Kwok Fai, who is an executive Director, the deputy chairman and the chief executive officer of the Company
“Offeror”	Fame Yield International Limited (名成國際有限公司), a company incorporated in Hong Kong with limited liability, which is beneficially wholly-owned by Mr. NGAI
“Offeror Concert Party(ies)”	all parties acting in concert with the Offeror in relation to the Company as defined under the Takeovers Code, including Mr. NGAI, Winhale Ltd., Mr. YAU and Business Success Limited
“Option(s)”	share option(s) granted under the Share Option Scheme from time to time. As at the Announcement Date, there are outstanding Options exercisable into 9,780,000 Shares
“Optionholder(s)”	holder(s) of Option(s)
“Option Offer”	the offer to be made by or on behalf of the Offeror to the Optionholders (other than Mr. NGAI)
“PRC”	the People’s Republic of China, which, for the purposes of this joint announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

“Proposal”	the proposal for the privatisation of the Company by the Offeror by way of the Scheme and the Option Offer and the withdrawal of the listing of the Shares from the Stock Exchange, on the terms and subject to the conditions set out in this joint announcement and to be set out in the Scheme Document
“Record Date”	the record date for determining entitlements of the Scheme Shareholders under the Scheme and the Optionholders under the Option Offer
“Relevant Authorities”	competent governments and/or governmental bodies, regulatory bodies, courts or institutions
“Scheme”	a scheme of arrangement under Section 99 of the Bermuda Companies Act for the implementation of the Proposal
“Scheme Document”	the composite scheme document to be despatched to the Shareholders as described in the section headed “DESPATCH OF THE SCHEME DOCUMENT” of this joint announcement
“Scheme Share(s)”	Share(s) other than those held by the Offeror, Winhale Ltd. and Mr. NGAI
“Scheme Shareholder(s)”	holder(s) of Scheme Share(s)
“SGM”	a special general meeting of Shareholders to be convened for the purpose of passing all necessary resolutions for, amongst other things, the implementation of the Proposal, or any adjournment thereof
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted on 7 September 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong

* *For identification purposes only*

By Order of the board of director of
Fame Yield International Limited
NGAI Chun Hung
Director

By Order of the Board of
Vantage International (Holdings) Limited
NGAI Chun Hung
Chairman

Hong Kong, 2 July 2020

As at the Announcement Date, the sole director of the Offeror is Mr. NGAI Chun Hung.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) 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 Announcement Date, the Board comprises Mr. NGAI Chun Hung (Chairman) and Mr. YAU Kwok Fai (Deputy Chairman and Chief Executive Officer) as executive Directors; Dr. LEE Man Piu, Albert as non-executive Director; and Prof. KO Jan Ming, The Hon. IP Kwok Him and Mr. MONG Chan as independent non-executive Directors.

The directors of the Company 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 inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) 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.