

*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 disclaim 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, nor shall there be any sale, issuance or transfer of securities of the Company or of the Offeror in any jurisdiction in contravention of applicable law.*

*Not for release, publication or distribution, in whole or in part, in, into or from any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.*



**OPTICAL BETA LIMITED**

*(incorporated in the British Virgin Islands  
with limited liability)*

**O-NET TECHNOLOGIES (GROUP) LIMITED**

昂納科技(集團)有限公司

*(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 877)*

**JOINT ANNOUNCEMENT**

**(1) PROPOSAL FOR THE PRIVATISATION OF  
O-NET TECHNOLOGIES (GROUP) LIMITED BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES LAW**

**(2) PROPOSED WITHDRAWAL OF LISTING OF  
O-NET TECHNOLOGIES (GROUP) LIMITED**

**SHAREHOLDING STRUCTURE OF  
O-NET TECHNOLOGIES (GROUP) LIMITED AND  
SHAREHOLDERS ENTITLED TO VOTE AT THE COURT MEETING**

Financial Adviser to the Offeror



## INTRODUCTION

Reference is made to the joint announcement dated 8 July 2020 issued by Optical Beta Limited and O-Net Technologies (Group) Limited in relation to, amongst other things, the Proposal (the “**Joint Announcement**”). Unless otherwise defined in this joint announcement, terms defined in the Joint Announcement have the same meanings when used in this joint announcement.

## SHAREHOLDING STRUCTURE OF THE COMPANY

It was disclosed in the sections headed “6. *Shareholding Structure*” and “13. *Scheme Shares, Court Meeting And EGM*” of the Joint Announcement that as at the Announcement Date, (i) the Disinterested Shareholders held 375,196,170 Shares, representing approximately 44.99% of the issued Shares; and (ii) save as disclosed in the section headed “6. *Shareholding Structure*” in the Joint Announcement, the Offeror and the Offeror Concert Parties did not hold or have control or direction over any other Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company and had not dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company in the past 6 months prior to the Announcement Date.

It has recently come to the Offeror’s attention that as at the Announcement Date, HC Capital Limited (“**HC Capital**”) held 2,788,000 Shares, representing 0.33% of the Shares in issue. Since, as at the Announcement Date, HC Capital held more than 20% of the total voting rights of O-Net BVI, which in turn held 56.90% of the Optical Alpha Shares in issue, and Optical Alpha held 82.21% of the Offeror Shares in issue, HC Capital is presumed to be acting in concert with the Offeror by virtue of class (1) of the definition of “acting in concert” in the Takeovers Code. The Offeror confirms that HC Capital had not dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company from the date falling 6 months prior to the Announcement Date and up to the date of this joint announcement.

The Offeror further confirms that, save for the shareholding of HC Capital in the Company as disclosed hereinabove and save as disclosed in the section headed “6. *Shareholding Structure*” in the Joint Announcement, as at the Announcement Date:

- (i) the Offeror and the Offeror Concert Parties did not hold or have control or direction over any other Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company and had not dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company in the past 6 months prior to the Announcement Date; and
- (ii) the Disinterested Shareholders held 372,408,170 Shares, representing approximately 44.65% of the issued Shares.

On the assumption that there is no other change in the shareholding structure of the Company before completion of the Proposal, the table below sets out the shareholding structure of the Company as at the Announcement Date and immediately after completion of the Proposal (taking into account the shareholding of HC Capital in the Company as at the Announcement Date as disclosed hereinabove):

Shareholders	As at the Announcement Date		Immediately upon completion of the Proposal	
	No. of Shares	Approximate % (Note 8)	No. of Shares (Note 9)	Approximate % (Note 8)
Offeror	-	-	834,028,240	100%
<b>Offeror Concert Parties</b>				
<b>Mr. Na Related Shareholders</b>				
Mandarin Assets (Note 1)	5,232,000	0.63	-	-
O-Net BVI (Note 2)	228,373,383	27.38	-	-
O-Net SAPL (Notes 3 and 4)	54,105,450	6.49	-	-
Sub-total:	287,710,833	34.50	-	-
Kaifa	171,121,237	20.52	-	-
HC Capital (Note 5)	2,788,000	0.33	-	-
<b>Aggregate number of Shares held by the Offeror and Offeror Concert Parties</b>	<b>461,620,070</b>	<b>55.35</b>	<b>834,028,240</b>	<b>100%</b>
<b>Members of the CICC group acting in the capacity of exempt principal traders (Note 6)</b>				
Shares held on behalf of members of the CICC group (which are also exempt principal traders) (Note 6)	10,000	0.00	-	-
Shares held on behalf of non-discretionary clients (other than members of the CICC group) (Note 6)	236,000	0.03	-	-
Sub-total: (Note 6)	246,000	0.03		
Guosen Securities Group (Note 7)	2,564,000	0.31	-	-
Other Disinterested Shareholders	369,598,170	44.31	-	-
<b>Aggregate number of Shares held by Disinterested Shareholders</b>	<b>372,408,170</b>	<b>44.65</b>	<b>-</b>	<b>-</b>

Shareholders	As at the Announcement Date		Immediately upon completion of the Proposal	
	No. of Shares	Approximate % (Note 8)	No. of Shares (Note 9)	Approximate % (Note 8)
<b>Total number of Shares</b>	<b>834,028,240</b>	<b>100</b>	<b>834,028,240</b>	<b>100</b>
<b>Total number of Scheme Shares</b>	<b>834,028,240</b>	<b>100</b>	-	-

*Notes:*

1. Mandarin Assets is a business company incorporated in the British Virgin Islands and is wholly owned by Mr. Na.
2. O-Net BVI is a business company incorporated in the British Virgin Islands, which Mr. Na has control over 30% of its voting rights as at the Announcement Date.
3. O-Net SAPL is a business company incorporated in the British Virgin Islands and is wholly owned by O-Net BVI. O-Net SAPL is the trustee of the Restricted Share Award Scheme. Pursuant to the rules of the Restricted Share Award Scheme, the Board may, from time to time, at their absolute discretion select the grantee(s) after taking into account various factors as they deem appropriate for participation in the Restricted Share Award Scheme and determine the number of Shares to be awarded to such grantee(s). The 54,105,450 Shares held by O-Net SAPL as at the Announcement Date comprised Shares subscribed for or purchased by O-Net SAPL and are held on trust by O-Net SAPL for the relevant selected grantees under the Restricted Share Award Scheme until such Share awards are vested with the relevant selected grantees in accordance with the rules of the Restricted Share Award Scheme, which provide, among other things, that the vesting of the Share awards with the relevant selected grantees is subject to O-Net SAPL's sole absolute discretion taking into account the interests of any selected grantee or the selected grantees as a whole. As at the Announcement Date, O-Net SAPL intended that none of the outstanding Share awards granted under the Restricted Shares Award Scheme shall vest on or prior to the Effective Date.

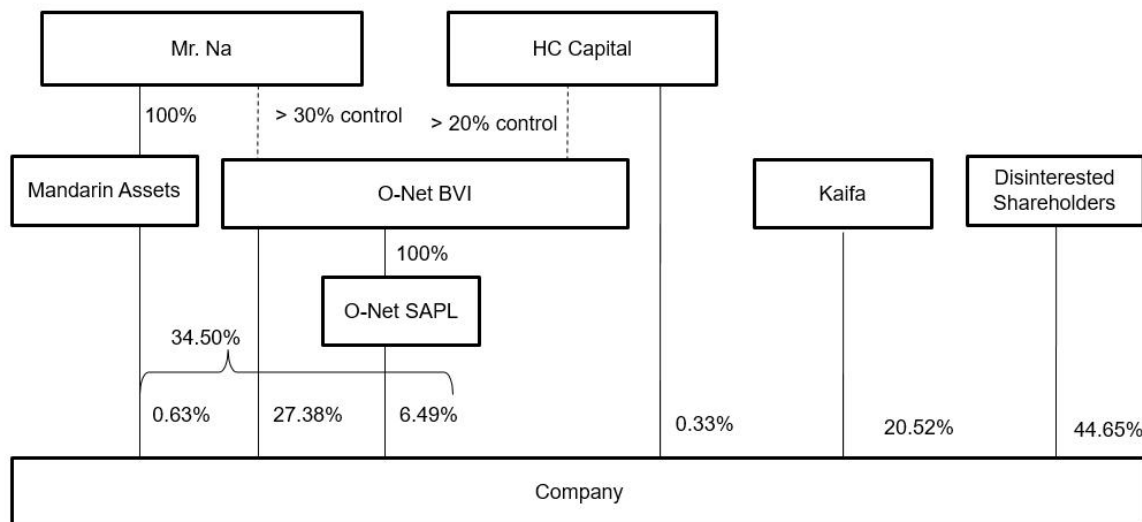
According to the rules of the Restricted Share Award Scheme, if there is a change in control of the Company by way of a scheme of arrangement, the Board shall have the discretion to decide whether the share awards granted thereunder shall vest or lapse on the date when such change of control event becomes or is declared unconditional. The decision of the Board shall be subject to the final decision and determination of O-Net SAPL as the trustee of the Restricted Share Award Scheme. For this purpose, the Board and O-Net SAPL had decided that all share awards granted but not vested under the Restricted Share Award Scheme shall lapse on the Effective Date.

It is accordingly expected that all the share awards granted but not vested under the Restricted Shares Award Scheme that are outstanding as at the Announcement Date (representing all the Shares currently held by O-Net SAPL as at the Announcement Date) will lapse on the Effective Date. No compensation has been or will be provided to the relevant grantee(s) directly or indirectly.

4. Among these 54,105,450 Shares held by O-Net SAPL, 1,000,000 Shares were granted to Mr. Na as awarded Shares under the Restricted Share Award Scheme, which were yet to be vested as at the Announcement Date. As stated in Note 3 above, such share award is expected to lapse on the Effective Date pursuant to the terms of the Restricted Share Award Scheme.

5. HC Capital held more than 20% of the total voting rights of O-Net BVI, which in turn held 56.90% of the Optical Alpha Shares in issue as at the Announcement Date, and Optical Alpha held 82.21% of the Offeror Shares in issue as at the Announcement Date. Accordingly, HC Capital is presumed to be acting in concert with the Offeror by virtue of class (1) of the definition of “acting in concert” in the Takeovers Code. HC Capital is wholly-owned by Hsin Chong International Holdings Limited, which is in turn held as to 79.1% by HSBC Trustee (HK) Limited as the executor of the will of the late Dr. Meou-tsen Geoffrey Yeh.
6. Exempt principal traders which are connected for the sole reason that they are under the same control as CICC are not presumed to be acting in concert with the Offeror. However, Shares held by members of the CICC group acting in the capacity of exempt principal traders on behalf of other members of the CICC group (which are also exempt principal traders) will not be voted at the Court Meeting, and Shares held by members of the CICC group acting in the capacity of exempt principal traders on behalf of non-discretionary clients (other than members of the CICC group) will not be voted at the Court Meeting unless otherwise confirmed with the Executive).
7. Guosen Securities is the sole shareholder of Guosen Capital, which is a limited partner of Shenzhen Songhexin LP (as defined in the section headed “9. *Information on the Offeror and Offeror Concert Parties – (f) Subscription Investor*” in the Joint Announcement), which is in turn a limited partner of Shenzhen Songhe Zhengxingu LP (as defined in the section headed “9. *Information on the Offeror and Offeror Concert Parties – (f) Subscription Investor*” in the Joint Announcement), a fund established in relation to the Proposal. Based on Guosen Securities’ confirmation, (i) all these 2,564,000 Shares held by the Guosen Securities Group are not its proprietary interests; (ii) the Guosen Securities Group does not have any control over these 2,564,000 Shares (including the voting rights attaching thereto); and (iii) to the extent these 2,564,000 Shares were acquired during the last six months prior to the Announcement Date, they were acquired at the sole instruction of non-discretionary investment clients (who are not the Offeror or any of Offeror Concert Parties) with such clients’ own funds. None of such client’s ultimate beneficial owners are part of the Guosen Securities Group nor the Offeror nor any of the Offeror Concert Parties. As such, all the Shares held by the Guosen Securities Group are considered to be Shares held by Disinterested Shareholders.
8. The shareholding percentage in the table is subject to rounding adjustment.
9. Under the Scheme, the share capital of the Company will, on the Effective Date, be reduced by cancelling and extinguishing the Scheme Shares, and forthwith upon such reduction, the share capital of the Company will be increased to its former amount by the issuance at par to the Offeror credited as fully paid of the same number of Shares as is equal to the number of Scheme Shares cancelled and extinguished. The reserve created in the Company’s books of account as a result of the capital reduction will be applied in paying up in full at par such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme, credited as fully paid, for issuance to the Offeror.

The chart below sets out the shareholding structure of the Company as at the Announcement Date (taking into account the shareholding of HC Capital in the Company as at the Announcement Date as disclosed hereinabove):



## SCHEME SHARES, COURT MEETING AND EGM

Taking into account the shareholding of HC Capital in the Company as at the Announcement Date as disclosed hereinabove, as at the Announcement Date:

- the issued share capital of the Company comprised 834,028,240 Shares, all of which will be subject to the Scheme and regarded as Scheme Shares;
- the Disinterested Shareholders were holders of an aggregate of 372,408,170 Shares, representing approximately 44.65% of the total issued Shares. All of these 372,408,170 Shares will form part of the Scheme Shares and the Disinterested Shareholders are entitled to vote at the Court Meeting;
- the Mr. Na Related Shareholders, Kaifa and HC Capital in aggregate directly or indirectly hold 461,620,070 Shares (representing approximately 55.35% of the total issued Shares). While all of these 461,620,070 Shares will form part of the Scheme Shares, as the Mr. Na Related Shareholders, Kaifa and HC Capital are Offeror Concert Parties, these 461,620,070 Shares will not be voted at the Court Meeting; and
- all Shareholders are entitled to attend the EGM and vote on the reduction and restoration of the share capital of the Company (as described in Condition in paragraph (b) of the section headed "3. Conditions to the Proposal" in the Joint Announcement).

Save as disclosed in this joint announcement, all other information stated in the Joint Announcement remains accurate and complete.

## WARNINGS

**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.**

Hong Kong, 14 July 2020

*As at the Announcement Date, the executive Director is Mr. Na Qinglin, the non-executive Directors are Mr. Chen Zhujiang, Mr. Huang Bin and Mr. Mo Shangyun, and the independent non-executive Directors are Mr. Deng Xinping, Mr. Ong Chor Wei and Mr. Zhao Wei.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the Group, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Directors, have been arrived at after due and careful consideration and there are no 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, (i) the sole director of each of the Offeror, Optical Alpha, Mandarin Assets and O-Net SAPL is Mr. Na Qinglin, and (ii) the directors of O-Net BVI are Mr. Na Qinglin and Mr. Huang Bin.*

*The directors of the Offeror, Optical Alpha, Mandarin Assets, O-Net BVI and O-Net SAPL 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 inquiries, that to the best of their 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.*