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**New Modern Home Limited**

**新現代家居有限公司**

*(Incorporated in Hong Kong with limited liability)*

**Nature Home Holding Company Limited**

**大自然家居控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2083)**

## **JOINT ANNOUNCEMENT**

### **(1) PROPOSAL FOR THE PRIVATISATION OF NATURE HOME HOLDING COMPANY LIMITED BY**

**NEW MODERN HOME LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
UNDER SECTION 86 OF THE COMPANIES ACT**

### **(2) SPECIAL DEAL RELATING TO ROLLOVER ARRANGEMENT**

### **(3) PROPOSED WITHDRAWAL OF LISTING OF NATURE HOME HOLDING COMPANY LIMITED**

### **(4) RESULTS OF COURT MEETING AND EGM**

### **(5) STATUS OF THE OPTION OFFER**

**AND**

### **(6) CLOSURE OF REGISTER OF MEMBERS**

#### **RESULTS OF COURT MEETING AND EGM**

On Wednesday, 6 October 2021:

- (i) the resolution to approve the Scheme was approved by the Qualifying Shareholders present and voting either in person or by proxy at the Court Meeting;

- (ii) (a) the special resolution of the Shareholders proposed to consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares; and
- (b) the ordinary resolution of the Shareholders proposed to consider and approve, amongst others, the increase of the number of issued ordinary shares in the share capital of the Company,
- were approved by the Shareholders present and voting either in person or by proxy at the EGM; and
- (iii) the ordinary resolution of the Independent Shareholders proposed to consider and approve the Rollover Arrangement (as a special deal under Rule 25 of the Takeovers Code) was approved by the Independent Shareholders present and voting either in person or by proxy at the EGM.

#### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme, the Register will be closed from Wednesday, 13 October 2021 onwards. No transfer of Shares will be effected as from such date.

#### **INTRODUCTION**

Reference is made to: (i) the joint announcement of New Modern Home Limited (the “**Offeror**”) and Nature Home Holding Company Limited (the “**Company**”) dated 27 July 2021 in relation to, among other things, the Proposal; (ii) the joint announcement dated 14 September 2021 issued by the Offeror and the Company in relation to the despatch of the Scheme Document and the Option Offer Letter; and (iii) the scheme document dated 14 September 2021 jointly issued by the Offeror and the Company in relation to the Proposal and the Rollover Arrangement (the “**Scheme Document**”). Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as defined in the Scheme Document.

#### **RESULTS OF THE COURT MEETING**

The Court Meeting was held at 11 a.m. (Hong Kong time) on Wednesday, 6 October 2021 at Thornton Room & Huthart Room I, 3/F, South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. Qualifying Shareholders who were present (either in person or by proxy) were entitled to vote in respect of all of their Shares.

In compliance with both section 86 of the Companies Act and Rule 2.10 of the Takeovers Code, the approval required to be obtained in respect of the Scheme at the Court Meeting would be regarded as obtained if the Scheme was approved (by way of poll) by a majority in number of the Qualifying Shareholders representing not less than 75% in value of the Scheme Shares held by the Qualifying Shareholders present and voting (either in person or by proxy) at the Court Meeting, provided that:

- (i) the Scheme was approved (by way of poll) by Independent Shareholders (who are also Qualifying Shareholders) holding at least 75% of the votes attaching to the Scheme Shares held by Independent Shareholders that are voted (either in person or by proxy) at the Court Meeting; and
- (ii) the number of votes cast (by way of poll) by Independent Shareholders (who are also Qualifying Shareholders) present and voting (either in person or by proxy) at the Court Meeting against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all the Scheme Shares held by all the Independent Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting <sup>(Note 1)</sup> were as follows:

	Votes cast in person or by proxy		
	Total number	In favour of the Scheme	Against the Scheme
Number of Scheme Shares voted by Qualifying Shareholders (who are also Independent Shareholders) in person or by proxy (approximate percentage represented)	136,689,900 (100%)	135,010,030 (98.771036%)	1,679,870 (1.228964%)
Number of Qualifying Shareholders (who are also Independent Shareholders) who attended and voted in person or by proxy <sup>(Note 2)</sup>	79	74	7
Number of headcounts for the “majority in number test” <sup>(Note 3)</sup> (approximate percentage represented)	101 (100%)	93 (92.079208%)	8 (7.920792%)
Approximate percentage of (i) 1,679,870 Scheme Shares over (ii) 292,121,000 Scheme Shares, where: (i) is the number of votes cast by the Qualifying Shareholders (who are also Independent Shareholders) against the Scheme; and (ii) is the number of votes attaching to the Scheme Shares held by all the Qualifying Shareholders (who are also Independent Shareholders).			0.575060%

Notes:

- (1) The full text of the resolution is set out in the Notice of Court Meeting, which is included in the Scheme Document despatched to the Shareholders.

- (2) When tabulating the number of Qualifying Shareholders who attended and voted, HKSCC Nominees was treated as a single shareholder. Two (2) Qualifying Shareholders (including HKSCC Nominees) have voted Scheme Shares both “for” the Scheme and “against” the Scheme, such that the total number of Qualifying Shareholders voting is not equal to the number of Qualifying Shareholders voting for and against the Scheme.
- (3) When tabulating the number of headcounts for the “majority in number test”, HKSCC Nominees was not counted, but CCASS Participants who gave voting instructions to HKSCC Nominees were counted in the manner set out in the directions from the Grand Court.

In accordance with the direction from the Grand Court, HKSCC Nominees was permitted to vote both for and against the Scheme in accordance with instructions received by it from CCASS Participants. For the calculation of the “majority in number test”, please refer to the paragraph headed “Actions to be Taken by Holders through CCASS” in the section headed “Actions to Be Taken” of the Scheme Document. A total number of twenty-one (21) heads attributed to HKSCC Nominees for the purpose of the “majority in number test” voted in favour of the resolution to approve the Scheme and a total number of three (3) heads attributed to HKSCC Nominees for the purpose of the “majority in number test” voted against the resolution to approve the Scheme at the Court Meeting.

A total number of twenty-one (21) CCASS Participants holding 97,906,999 Scheme Shares instructed HKSCC Nominees to vote for the resolution to approve the Scheme at the Court Meeting, and a total number of three (3) CCASS Participants holding 1,678,000 Scheme Shares instructed HKSCC Nominees to vote against the resolution to approve the Scheme at the Court Meeting.

**Accordingly, the resolution proposed at the Court Meeting to approve the Scheme was duly passed in accordance with the requirements of both Section 86 of the Companies Act and Rule 2.10 of the Takeovers Code.**

The total number of Scheme Shares entitling the Qualifying Shareholders to attend and vote for or against the Scheme (either in person or by proxy) at the Court Meeting was 292,121,000 Shares. The Offeror and the Offeror Concert Parties did not vote at the Court Meeting because they do not hold Scheme Shares. As all Independent Shareholders were disinterested Shareholders, the votes of the Independent Shareholders cast at the Court Meeting were counted for the purpose of satisfying the additional requirements under Rule 2.10 of the Takeovers Code. None of the Qualifying Shareholders indicated in the Scheme Document that he/she/it intended to abstain from voting for or against the Scheme at the Court Meeting.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the Court Meeting.

## RESULTS OF THE EGM

The EGM was held at Thornton Room & Huthart Room I, 3/F, South Tower, The Salisbury — YMCA of Hong Kong, 41 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 6 October 2021 immediately after the conclusion of the Court Meeting for the purpose of considering and, if thought fit, passing the special and ordinary resolutions set out in the Notice of EGM dated 14 September 2021.

The poll results in respect of the special and ordinary resolutions proposed at the EGM were as follow:

		Number of votes cast (%)		
		Total	For	Against
<b>Special Resolution</b>				
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares	139,291,900 (100%)  (representing approximately 10.109850% of the total number of Shares)	135,046,900 (96.952443%)	4,245,000 (3.047557%)
<b>Ordinary Resolutions</b>				
2.	To consider and approve, amongst others, the increase of the number of issued ordinary shares in the share capital of the Company	139,290,900 (100%)  (representing approximately 10.109778% of the total number of Shares)	135,045,900 (96.952421%)	4,245,000 (3.047579%)
3.	To consider and approve the Rollover Arrangement (as a special deal under Rule 25 of the Takeovers Code)	139,290,900 (100%)  (representing approximately 47.682604% of the total number of Shares held by the Independent Shareholders)	135,045,900 (96.952421%)	4,245,000 (3.047579%)

*Note:*

- (1) The full text of the resolutions is set out in the Notice of EGM, which is included in the Scheme Document despatched to the Shareholders.

Accordingly: (i) the special resolution of the Shareholders proposed to consider and approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares was duly passed by a majority of not less than 75% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; (ii) the ordinary resolution of the Shareholders proposed to consider and approve the increase of the number of issued ordinary shares in the share capital of the Company was duly passed by more than 50% of the votes cast by the Shareholders present and voting (either in person or by proxy) at the EGM; and (iii) the ordinary resolution of the Independent Shareholders proposed to consider and approve the Rollover Arrangement (as a special deal under Rule 25 of the Takeovers Code) was duly passed by more than 50% of the votes cast by the Independent Shareholders present and voting (either in person or by proxy) at the EGM.

**All the resolutions proposed at the EGM were duly passed in accordance with the relevant requirements of the Companies Act and the Takeovers Code.**

The total number of Shares entitling the Shareholders to attend and vote for or against the special resolution and the ordinary resolution (either in person or by proxy) at the EGM described under paragraphs (i) and (ii) above, respectively, was 1,377,783,990 Shares. No Shareholder was required to abstain from voting on either the special or ordinary resolutions described under paragraphs (i) and (ii) above, nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting for or against the said resolutions at the EGM.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution at the EGM described under paragraph (iii) above was 292,121,000 Shares. Only the Independent Shareholders may vote at the EGM on the resolution to approve the Rollover Arrangement. Shareholders who are not Independent Shareholders (i.e. the Offeror and the Offeror Concert Parties) were required to, and did, abstain from voting on the ordinary resolution described under paragraph (iii) above. No person (other than the Offeror and the Offeror Concert Parties) indicated in the Scheme Document that he/she/it intended to abstain from voting for or against the said resolution at the EGM.

Computershare Hong Kong Investor Services Limited acted as scrutineer for the vote-taking at the EGM.

## **STATUS OF THE OPTION OFFER**

As at 4:00 p.m. on Wednesday, 6 October 2021, the Company has received valid acceptances of the Option Offer in respect of 51,700,000 Options (representing 100% of the total number of outstanding Options subject to the Option Offer as at the date of this announcement). The Option Offer will remain open for acceptance until 4:00 p.m. on Friday, 15 October 2021.

The Option Offer has not been revised or extended.

If any Optionholder did not: (i) exercise his outstanding Options before the Option Lapsing Time to become a holder of Scheme Shares before the Scheme Record Date in accordance with the rules of the Share Option Scheme and the Scheme Document; or (ii) accept the Option Offer, his Options have lapsed without any payment made to him.

The Option Offer will be conditional upon the Scheme becoming effective.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme, the Register will be closed from Wednesday, 13 October 2021 onwards. No transfer of Shares will be effected as from such date. In order to qualify for entitlements under the Scheme, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar at the Transfer Office (being Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong) before 4:30 p.m. on Tuesday, 12 October 2021.

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

If the Proposal becomes unconditional and the Scheme becomes effective, the Company expects to withdraw the listing of the Shares on the Stock Exchange with effect from 4:00 p.m. on Tuesday, 19 October 2021. The Company has applied to the Stock Exchange for the withdrawal of the listing of the Shares from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules. As at the date of this announcement, the Stock Exchange has approved the application for the withdrawal of the listing of the Shares subject to the Scheme becoming effective.

## **EXPECTED TIMETABLE**

**Hong Kong time**  
*(unless otherwise stated)*

Expected latest time for trading in the Shares on the Stock Exchange .....	4:10 p.m. on Thursday, 7 October 2021
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme .....	4:30 p.m. on Tuesday, 12 October 2021
Grand Court Hearing .....	Tuesday, 12 October 2021 <i>(Cayman Islands time)</i>
Register closed for determining entitlements to qualify under the Scheme <sup>(Note 1)</sup> .....	From Wednesday, 13 October 2021 onwards

Announcement of: (1) the results of the Grand Court Hearing; (2) the expected Effective Date; and (3) the expected date of withdrawal of listing of Shares on the Stock Exchange and the Option Offer becoming unconditional, published on the website of the Stock Exchange and the website of the Company ..... Wednesday, 13 October 2021

Scheme Record Date ..... Friday, 15 October 2021

Option Record Date ..... Friday, 15 October 2021

Latest time to accept the Option Offer and the closing date of the Option Offer<sup>(Note 2)</sup> ..... 4:00 p.m. on Friday, 15 October 2021

Effective Date<sup>(Note 3)</sup> ..... Friday, 15 October 2021  
(Cayman Islands time)

Announcement of: (1) the results of the Option Offer; (2) the Effective Date; and (3) the withdrawal of the listing of the Shares, published on the website of the Stock Exchange and the website of the Company..... by 8:30 a.m. on Monday, 18 October 2021

Withdrawal of the listing of the Shares on the Stock Exchange becomes effective<sup>(Note 4)</sup> ..... 4:00 p.m. on Tuesday, 19 October 2021

Latest time to despatch cheques for cash payment to the Scheme Shareholders under the Scheme<sup>(Note 5)</sup> ..... on or before Tuesday, 26 October 2021

Latest time to despatch cheques for cash payment to the Optionholders under the Option Offer<sup>(Note 6)</sup> ..... on or before Tuesday on 26 October 2021

**Shareholders and Optionholders should note that the above timetable is subject to change. Further announcements will be made in the event that there is any change.**

*Notes:*

- (1) The Register will be closed as from such time and on such date for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
- (2) The duly completed and executed Form of Acceptance must be lodged by the Optionholders with the Company at its principal office (being Suite 2601, 26/F, Tower 2, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong), for the attention of the company secretary of the Company and marked “Nature Home Holding Company Limited — Option Offer”, by no later than the time and date stated above (or such later date and time as may be notified to the Optionholders by or on behalf of the Offeror).

- (3) The Scheme will become effective upon all the Conditions having been fulfilled or waived (as applicable).
- (4) If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at the time and date stated above.
- (5) Cheques for payment of the Cancellation Price will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the Register at the Scheme Record Date within seven (7) Business Days from the Effective Date.
- (6) Cheques for payment of the Option Offer Price will be despatched by ordinary post at the risk of the recipients to the Optionholders at their respective last known addresses as notified by the Optionholders to the Company within seven (7) Business Days from the Effective Date.

All references to times and dates in this announcement are Hong Kong times and dates, unless otherwise stated.

## **GENERAL**

Immediately before 27 July 2021 (the commencement date of the Offer Period) and as at the date of this announcement, the Offeror and the Offeror Concert Parties were interested in 1,085,662,990 Shares (representing approximately 78.80% of the issued share capital of the Company as at the date of this announcement), among which the Rollover Shareholder held 269,999,990 Shares (representing approximately 19.60% of the total issued share capital of the Company).

Save for the above, neither the Offeror and the Offeror Concert Parties: (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; or (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period up to and including the date of this announcement. Neither the Offeror nor the Offeror Concert Parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to and including the date of this announcement.

## **WARNING**

**The Proposal is conditional upon the satisfaction or (where applicable) waiver of the Conditions. Accordingly, the Proposal may or may not be implemented, the Scheme may or may not become effective and the Option Offer may or may not become unconditional. 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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.**

By order of the board of  
**New Modern Home Limited**  
新現代家居有限公司  
**Se Hok Pan**  
*Director*

By order of the board of  
**Nature Home Holding Company Limited**  
大自然家居控股有限公司  
**Lai Kwok Keung**  
*Company Secretary*

Hong Kong, 6 October 2021

*As at the date of this announcement, the directors of the Offeror are Mr. SE Hok Pan, Ms. UN Son I, Ms. WU Xiuting, Mr. LIU Yanjia and Mr. ZENG Jian.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Group), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of their statements in this announcement misleading.*

*As at the date of this announcement, the board of directors of the Company comprises Mr. SE Hok Pan, Ms. UN Son I and Mr. SHE Jian Bin as executive directors; Mr. TEOH Chun Ming and Mr. LIANG Zihua as non-executive directors; Professor LI Kwok Cheung, Arthur, Mr. CHAN Siu Wing, Raymond and Mr. HO King Fung, Eric as independent non-executive directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any of their statements in this announcement misleading.*