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VESTATE GROUP HOLDINGS LIMITED

國投集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1386)

FOURTH SUPPLEMENTAL AGREEMENT FOR MAJOR TRANSACTION ACQUISITION OF 51% ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

References are made to the announcements of the Company dated 9 March 2021 (the “**Announcement**”), 10 March 2021, 12 March 2021, 28 May 2021, 24 June 2021 and 30 September 2021 and the circular of the Company dated 30 June 2021 in relation to the Acquisition and the poll results announcement of the Company dated 30 July 2021. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

On 30 November 2021, the Purchaser, the Vendor and the Guarantor (collectively, the “**Parties**”) entered into the fourth supplemental agreement (the “**4th Supplemental Agreement**”) to the Agreement (as supplemented by the supplemental agreement dated 12 March 2021, the second supplemental agreement dated 24 June 2021 and the third supplemental agreement dated 30 September 2021) (the “**Amended Agreement**”) to amend the Long Stop Date by extending it from 30 November 2021 to 31 December 2021 or such later date as the Parties may agree in writing.

Save as disclosed above, there are no other changes to the Acquisition and all other terms and conditions of the Amended Agreement remain unchanged and continue to be in full force and effect.

The terms of the 4th Supplemental Agreement have been arrived at after arm’s length negotiations between the Parties. The Directors are of the view that the terms and conditions of the 4th Supplemental Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 July 2021 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Vestate Group Holdings Limited
ZHU Xiaojun
Chairman

Hong Kong, 30 November 2021

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. ZHU Xiaojun

Ms. CAI Jiaying

Mr. YIN Wansun

Independent non-executive Directors:

Mr. YU Lei

Mr. CHAI Guoqiang

Ms. LI Qin