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EGL Holdings Company Limited
東瀛遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6882)

VOLUNTARY ANNOUNCEMENT
CHANGE OF TRUSTEESHIP IN RESPECT OF
THE CONTROLLING SHAREHOLDER

The Board hereby announces that the Change of Trusteeship in respect of (i) the Yuen Family Trust and (ii) the Happyau Family Trust (both are family trusts having interests in Evergloss, being the controlling shareholder of the Company) was completed on 22 December 2021. Waiver under Note 6 to Rule 26.1 of the Takeovers Code in connection with the Change of Trusteeship was granted by the Executive on 30 November 2021.

Introduction

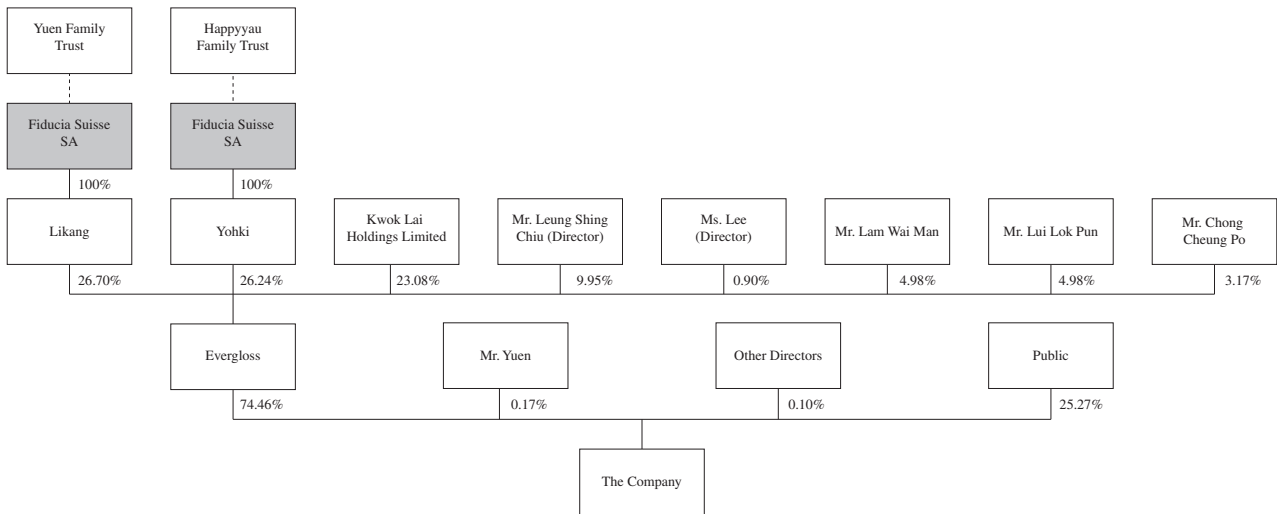
The board (the “**Board**”) of directors (the “**Directors**”) of EGL Holdings Company Limited (the “**Company**”) was informed by Mr. Yuen Man Ying (the Chairman and executive Director) (“**Mr. Yuen**”), the settlor and protector of the Yuen Family Trust (as defined below), and Mr. Yau Shui Fung (“**Mr. Yau**”), the settlor of the Happyau Family Trust (as defined below), that (i) the Change of Trusteeship (as defined below) in relation to the Trusts (as defined below) was completed on 22 December 2021; and (ii) a waiver under Note 6 to Rule 26.1 of The Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”) in connection with the Change of Trusteeship was granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) on 30 November 2021.

Shareholding structure of the Company before completion of the Change of Trusteeship

As at the date of this announcement, the Company has 502,450,000 shares (the “**Shares**”) in issue, of which 374,130,000 Shares (representing approximately 74.46% of the total number of issued Shares) are held by Evergloss Management Group Company Limited (“**Evergloss**”), a company incorporated under the laws of the British Virgin Islands (the “**BVI**”) with limited liability. As at the date of this announcement, the issued shares of Evergloss, among others, as to:

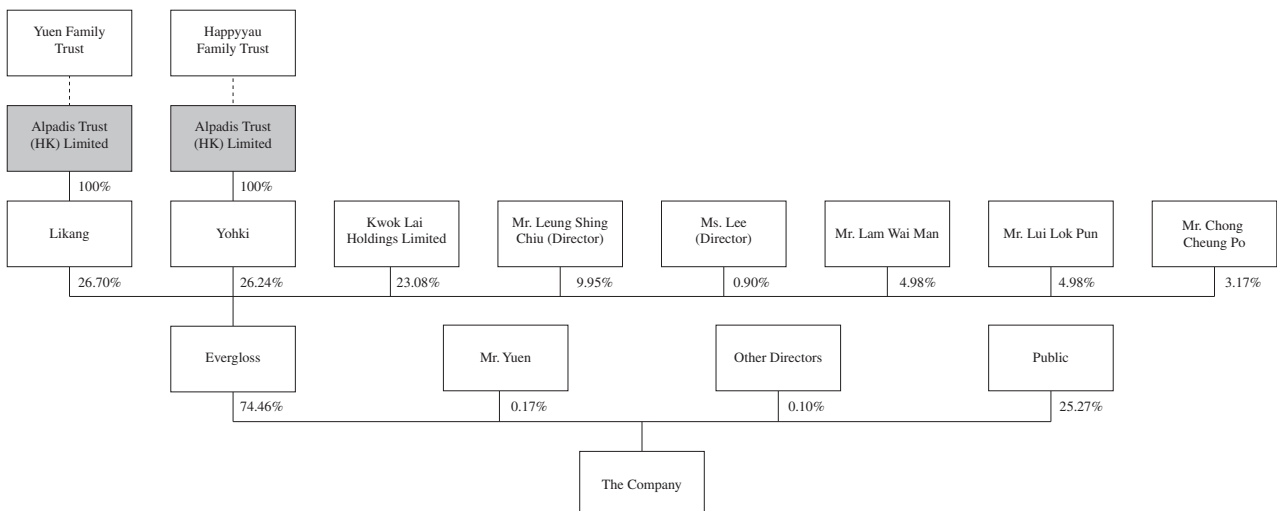
- (i) approximately 26.70% are held by Likang Limited (“**Likang**”), a company incorporated under the laws of BVI with limited liability. Before completion of the Change of Trusteeship, the sole shareholder of Likang was Fiducia Suisse SA as trustee of The Yuen Family 2014 Trust (the “**Yuen Family Trust**”). The Yuen Family Trust is a discretionary trust set up by Mr. Yuen whose discretionary objects are Ms. Lee Po Fun (wife of Mr. Yuen and an executive Director) (“**Ms. Lee**”) and Ms. Yuen Ho Yee (daughter of Mr. Yuen and an executive Director); and
- (ii) approximately 26.24% are held by Yohki Ryokoh Limited (“**Yohki**”), a company incorporated under the laws of BVI with limited liability. Before completion of the Change of Trusteeship, the sole shareholder of Yohki was also Fiducia Suisse SA as trustee of The Happyau Family Trust ((the “**Happyau Family Trust**”), together with the Yuen Family Trust, collectively the “**Trusts**”). The Happyau Family Trust is a discretionary trust set up by Mr. Yau whose discretionary objects are Ms. Li Siu King (wife of Mr. Yau) and Tung Wah Group of Hospitals.

The following diagram sets out the shareholding structure of the Company immediately before the completion of the Change of Trusteeship:



Change of Trusteeship

As Fiducia Suisse SA (being the trustee of the Trusts) tendered its resignation as trustee of each of the Trusts, Alpadis Trust (HK) Limited (“**Alpadis**”) was appointed as the new trustee of each of the Trusts to succeed Fiducia Suisse SA (the “**Change of Trusteeship**”) and all the issued share in each of Likang and Yohki was transferred to Alpadis on 22 December 2021. The following diagram sets out the shareholding structure of the Company immediately after the completion of the Change of Trusteeship and as at the date of this announcement:



Waiver under Note 6 to Rule 26.1 of the Takeovers Code

According to Rule 26.1 of the Takeovers Code, subject to the granting of a waiver by the Executive, when, *inter alia*, any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company, that person shall extend offers, on the basis set out in Rule 26 of the Takeovers Code, to the holders of each class of equity share capital of the company, whether the class carries voting rights or not, and also to the holders of any class of voting non-equity share capital in which such person, or persons acting in concert with him, hold shares.

The Change of Trusteeship may result in Alpadis as the new trustee of the Trusts having an obligation to make a mandatory general offer for the Shares pursuant to Rule 26.1 of the Takeovers Code as aforementioned.

As submitted by Mr. Yuen and Mr. Yau to the Executive, among others, the Change of Trusteeship merely involves the transfer of all the issued share of each of Likang and Yohki from Fiducia Suisse SA to Alpadis, and there is no change in the discretionary beneficiaries of each of the Trusts and in the ultimate beneficial ownership of the equity interest in the Company following completion of the Change of Trusteeship, the Change of Trusteeship falls within Note 6(a) to Rule 26.1 of the Takeovers Code.

The Board was informed by Mr. Yuen and Mr. Yau that a waiver from the mandatory general offer obligation under Note 6 to Rule 26.1 of the Takeovers Code as a result of the Change of Trusteeship was granted by the Executive on 30 November 2021. The Directors believe that the Change of Trusteeship is merely incidental to the administration of the Trusts and will not have any material impact on the control and management of the Company.

On behalf of the Board
EGL Holdings Company Limited
Yuen Man Ying
Chairman and Executive Director

Hong Kong, 22 December 2021

As at the date of this announcement, the Board comprises six Executive Directors, namely Mr. Yuen Man Ying (Chairman), Mr. Huen Kwok Chuen, Mr. Leung Shing Chiu, Ms. Lee Po Fun, Ms. Yuen Ho Yee and Mr. Cheang Chuen Hon, and three Independent Non-executive Directors, namely Mr. Chan Kim Fai, Mr. Tang Koon Hung Eric and Ms. Wong Lai Ming.