

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

# **WELIFE TECHNOLOGY LIMITED**

## **維力生活科技有限公司**

*(formerly known as Palace Banquet Holdings Limited 首禮控股有限公司)*

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

**(Stock Code: 1703)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RESPECT OF THE PURPORTED APPOINTMENT AND DISPUTES IN RELATION TO THE PURPORTED APPOINTMENT OF RECEIVERS OF SHARES OF THE COMPANY AND ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by Welife Technology Limited (formerly known as Palace Banquet Holdings Limited) (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”) and Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission (the “**SFC**”).

Reference is made to (a) the announcement of the Company dated 11 August 2023 (the “**Announcement**”) in relation to the purported appointment of joint and several receivers and managers (the “**Receivers**”) over the 586,500,000 ordinary shares of the Company (the “**Charged Shares**”), representing 51% of the entire issued shares of the Company as at the date of this announcement, which were charged in favour of Pacific Foundation Securities Limited (“**PF Securities**”) pursuant to a Deed of Share Charge dated 30 November 2022 granted by Wonderful Cosmos Limited (“**Wonderful Cosmos**”) in favour of PF Securities in relation to the Charged Shares as security for a term loan facility granted by PF Securities and Juk Coeng Holding Company Limited in favour of Wonderful Cosmos and the disputes in relation to the purported appointment of the Receivers in relation to the Charged Shares and (b) “Practice Note 24 (PN24) – Receivers, liquidators and when to commence offer period(s)” issued by the SFC on 18 November 2022 (“**PN24**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **POSSIBLE MANDATORY GENERAL OFFER**

As at the date of this announcement, the Charged Shares, i.e., the 586,500,000 Shares, represent all of the Shares held by Wonderful Cosmos, i.e. 51% of the total issued Shares. The purported appointment of the Receivers therefore may result in the sale of the Charged Shares to other third-party purchaser(s), which in turn may trigger a mandatory general offer under the Takeovers Code and hence a change of controlling shareholder of the Company should any purchaser(s) and parties acting in concert acquire 30% or more of the voting rights of the Company.

The Company through its legal advisors, had on 23 August 2023 made a written enquiry to the Receivers on the rights under the Share Charge that they exercise or intend to exercise. On 24 August 2023, the legal advisors of the Company received a letter from the Receivers confirming that they are actively looking for potential purchaser(s) for the Charged Shares. Prior to 24 August 2023, the Receivers had not indicated that they have been actively looking for potential purchaser(s) for the Charged Shares, or have already been in discussion with any potential purchaser(s) over the Charged Shares.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement, the Directors are given to understand that although the Receivers are actively looking for potential purchaser(s) for the Charged Shares, there is no firm intention to make an offer being notified to the Board.

## **SECURITIES OF THE COMPANY**

As at the date of this announcement, the relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) comprise 1,150,000,000 issued Shares. Save as disclosed above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DEALING DISCLOSURE**

For the purpose of the Takeovers Code and as the Announcement was published on 11 August 2023, the offer period has commenced on 11 August 2023, i.e., the date of the Announcement. The associates of the Company (as defined in Takeovers Code, including, any person who owns or controls 5% or more of any class of relevant securities of the Company) are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made.

Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

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.”*

## **WARNING**

**There is no assurance that the purported appointment of Receivers will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).**

By Order of the Board  
**Welfare Technology Limited**  
**Hu Zhi Xiong**  
*Chairman*

Hong Kong, 14 September 2023

*As at the date of this announcement, the non-executive Director is Mr. Hu Zhi Xiong, the executive Directors are Mr. Tam Kar Wai and Mr. Tan Jian; and the independent non-executive Directors are Mr. Wong Tat Keung, Mr. Tang Tsz Tung, Mr. Leung Chun Kin and Mr. Wang Xianglong.*

*All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement 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 statement in this announcement misleading.*