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Hong Kong Technology Venture Company Limited
香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

**CONDITIONAL CASH OFFER BY
SOMERLEY CAPITAL LIMITED ON BEHALF OF
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED
TO BUY-BACK UP TO 100,000,000 SHARES
AT HK\$2.15 PER SHARE;
APPLICATION FOR WHITEWASH WAIVER;
AND
EXTENSION OF TIME FOR DESPATCH OF OFFER DOCUMENT**

Financial Adviser to the Company



Independent Financial Adviser to the Independent Board Committee

RAINBOW.

RAINBOW CAPITAL (HK) LIMITED
溢博資本有限公司

INTRODUCTION

Reference is made to the announcement of Hong Kong Technology Venture Company Limited (the “**Company**”) dated 22 May 2024 in relation to, among other things, the Offer and the Whitewash Waiver (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

EXTENSION OF TIME FOR DESPATCH OF OFFER DOCUMENT

As disclosed in the Announcement, an offer document (the “**Offer Document**”) containing, among other things, details (including a timetable) of the Offer, a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, a letter from the Independent Board Committee to the Independent Shareholders, a notice convening the EGM, the Form of Acceptance and information relating to the procedures required for acceptance of the Offer and the Whitewash Waiver, would be despatched to the Shareholders as soon as practicable pursuant to the Codes.

As additional time is required for the Company to prepare and finalise certain information to be contained in the Offer Document, including but not limited to certain factual information to be included in the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, an application has been made to the Executive for a waiver from the strict compliance with Rule 8.2 of the Takeovers Code and for consent to an extension of the latest date for the despatch of the Offer Document to a date falling on or before 14 June 2024 and the Executive has granted its consent to such application.

WARNING: The Offer is subject to all of the Conditions being fulfilled in full. If the Whitewash Waiver is not granted by the Executive, or if the resolutions to approve the Offer or the Whitewash Waiver are not passed by the Independent Shareholders, the Offer will not proceed and will immediately lapse.

It should be noted that dealings in the Shares will continue notwithstanding that any of the Conditions may remain unfulfilled, and that persons dealing in the Shares will bear the risk that the Offer may lapse.

Shareholders are advised to consider the detailed terms of the Offer and the Whitewash Waiver and read, among other things, the letter from the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders to be contained in the Offer Document before deciding whether to vote for or against the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM. Shareholders should also note that their voting decision on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM shall not affect their decision as to whether to accept the Offer or not. If Shareholders are in any doubt as to any aspect of the Offer and the Whitewash Waiver or as to the action to be taken, they should seek independent professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

By order of the Board
Hong Kong Technology Venture Company Limited
Wong Nga Lai, Alice
*Executive Director, Group Chief Financial Officer
and Company Secretary*

Hong Kong, 12 June 2024

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

Executive Directors:

Mr. Cheung Chi Kin, Paul (*Chairman*)

Mr. Wong Wai Kay, Ricky (*Vice Chairman and Group Chief Executive Officer*)

Ms. Wong Nga Lai, Alice (*Group Chief Financial Officer and Company Secretary*)

Mr. Lau Chi Kong (*Chief Executive Officer (International Business)*)

Ms. Zhou Huijing (*Chief Executive Officer (Hong Kong)*)

Independent Non-executive Directors:

Mr. Lee Hon Ying, John

Mr. Peh Jefferson Tun Lu

Mr. Mak Wing Sum, Alvin

Mr. Ann Yu Chiu Andy

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.