# Blue River Holdings Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 498)**

## DISCLOSEABLE TRANSACTION
## DISPOSALS OF LISTED SECURITIES

### THE DISPOSALS

During the Relevant Period, the Company, through its wholly-owned subsidiary, disposed of a total of 6,000,000 Listco Shares in the open market for an aggregate consideration of HK$8,811,760 (exclusive of transaction costs) (equivalent to an average price of approximately HK$1.469 per Listco Share).

On 29 August 2024, the Company, through its wholly-owned subsidiary, disposed of a total of 1,064,000 Listco Shares in the open market for an aggregate consideration of HK$1,744,960 (exclusive of transaction costs) (equivalent to an average price of HK$1.640 per Listco Share).

### LISTING RULES IMPLICATIONS

Each of the Disposal and the Previous Disposals, on a standalone basis, does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Previous Disposals and the Disposal took place within a 12-month period, the Previous Disposals and the Disposal shall be aggregated as a single series of transactions pursuant to the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal when aggregated with the Previous Disposals exceed(s) 5% but all are less than 25%, the Disposals constitute a discloseable transaction of the Company and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## THE DISPOSALS

During the Relevant Period, the Company, through its wholly-owned subsidiary, disposed of a total of 6,000,000 Listco Shares in the open market for an aggregate consideration of HK$8,811,760 (exclusive of transaction costs) (equivalent to an average price of approximately HK$1.469 per Listco Share).

On 29 August 2024, the Company, through its wholly-owned subsidiary, disposed of a total of 1,064,000 Listco Shares in the open market for an aggregate consideration of HK$1,744,960 (exclusive of transaction costs) (equivalent to an average price of HK$1.640 per Listco Share).

As the Disposals were conducted in the open market, the identities of the purchasers of the Disposal Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the purchasers and the ultimate beneficial owner(s) of the purchasers of the Disposal Shares are Independent Third Parties.

After the Disposals, the Group does not hold any Listco Shares.

## INFORMATION ON THE LISTCO

According to publicly available information, the Listco and its subsidiaries are principally engaged in the provision of (i) private educational services, which include primary tutoring services, skill course and test preparation courses, secondary tutoring services and English language training and test preparation courses; (ii) science, technology, engineering, art and math education, virtual reality and digital entertainment sales and services; and (iii) investment in securities. It also offers money lending service.

Set out below is the consolidated financial information of the Listco for the two financial years ended 30 June 2022 and 2023 (as extracted from the annual report of the Listco for the year ended 30 June 2023) and the six months ended 31 December 2023 (as extracted from the interim report of the Listco for the six months ended 31 December 2023):

| | **For the six months ended 31 December** | **For the year ended 30 June** | |
|---|---|---|---|
| | **2023** | **2023** | **2022** |
| | *(unaudited)* | *(audited)* | *(audited)* |
| | *HK$'000* | *HK$'000* | *HK$'000* |
| Total revenue | 67,396 | 117,612 | 90,048 |
| Loss before tax | 15,229 | 27,205 | 32,647 |
| Loss for the year/period attributable to owners of the Listco | 16,453 | 28,541 | 32,892 |

As extracted from the interim report of the Listco for the six months ended 31 December 2023, the unaudited equity attributable to owners of the Listco was approximately HK$105.4 million as at 31 December 2023.

## REASONS FOR AND BENEFITS OF THE DISPOSALS

The Company is an investment holding company incorporated in Bermuda with limited liability. The Group is principally engaged in, *inter alia*, gas distribution and logistics operation in the PRC, as well as property investment, securities trading and investment, and provision of financing related services.

The Disposals form part of the Group's principal business activities in securities trading and investment, and were conducted in its ordinary and usual course of business.

The Group purchased 12,000,000 Listco Shares during the financial year ended 31 March 2021 for investment purpose. The historical acquisition costs of the Disposal Shares amounted to HK$7,920,000 (exclusive of transaction costs) (equivalent to an average price of HK$1.320 per Listco Share). The Directors consider that the Disposals represented a good opportunity for the Group to realise a reasonable return from its investment and to solidify its financial and cash position and reallocate its financial resources to meet other business needs.

As the Disposals were conducted through the open market and the consideration for the Disposals was determined based on the prevailing market price of the Listco Shares available in the open market, the Board is of the view that the terms of the Disposals are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## FINANCIAL EFFECTS OF THE DISPOSALS

The Disposal Shares were classified as financial assets measured at fair value through other comprehensive income by the Group. Among the Disposal Shares, 1,648,000 Listco Shares were disposed by the Group in March 2024 for an aggregate consideration of HK$2,291,800 (exclusive of transaction costs) and the Group's total other comprehensive expense for the year ended 31 March 2024 had increased by HK$592,200. Such increase was calculated based on the difference between the gross proceeds of HK$2,291,800 from the disposal less the fair value of HK$2,884,000 of the 1,648,000 Listco Shares as at 31 March 2023.

The remaining 4,352,000 Listco Shares were disposed by the Group subsequent to 31 March 2024 for an aggregate consideration of HK$6,519,960 (exclusive of transaction costs) and the Group's total other comprehensive expense for the year ending 31 March 2025 is expected to increase by HK$443,240. Such increase is calculated based on the difference between the gross proceeds of

HK$6,519,960 from the disposal less the fair value of HK$6,963,200 of the 4,352,000 Listco Shares as at 31 March 2024, subject to audit adjustment (if any).

## USE OF PROCEEDS

As at the date of this announcement, the net proceeds from the Previous Disposals of approximately HK$7.1 million have been utilised as general working capital of the Group. The Company intends to apply the net proceeds from the Disposal of approximately HK$1.7 million as general working capital of the Group.

## LISTING RULES IMPLICATIONS

Each of the Disposal and the Previous Disposals, on a standalone basis, does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As the Previous Disposals and the Disposal took place within a 12-month period, the Previous Disposals and the Disposal shall be aggregated as a single series of transactions pursuant to the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Disposal when aggregated with the Previous Disposals exceed(s) 5% but all are less than 25%, the Disposals constitute a discloseable transaction of the Company and are therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

| | |
|---|---|
| "Board" | board of Directors |
| "Company" | Blue River Holdings Limited (stock code: 498), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange |
| "Director(s)" | director(s) of the Company |
| "Disposal" | the disposal of a total of 1,064,000 Listco Shares by the Group in the open market on 29 August 2024 for an aggregate consideration of HK$1,744,960 (exclusive of transaction costs) |
| "Disposals" | the Disposal together with the Previous Disposals |

| | |
|---|---|
| "Disposal Shares" | a total of 6,000,000 Listco Shares disposed by the Group in the open market during the Relevant Period |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | third party(ies) independent of the Company and its connected persons (as defined in the Listing Rules) |
| "Listco" | Bradaverse Education (Int'l) Investments Group Limited (stock code: 1082), an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability, of which the Listco Shares are listed on the Main Board of the Stock Exchange |
| "Listco Share(s)" | share(s) of nominal or par value of HK$0.05 each in the share capital of the Listco |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time |
| "PRC" | the People's Republic of China |
| "Previous Disposals" | the disposals of a total of 4,936,000 Listco Shares by the Group in the open market for an aggregate consideration of HK$7,066,800 (exclusive of transaction costs) from 15 March 2024 to 26 June 2024 (both dates inclusive) |
| "Relevant Period" | the period from 15 March 2024 to 29 August 2024 (both dates inclusive) |
| "Shareholder(s)" | holder(s) of the shares of the Company |

| | |
|---|---|
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent. |

By Order of the Board

**Blue River Holdings Limited**

**HO Sze Nga**

*Company Secretary*

Hong Kong, 29 August 2024

*As at the date of this announcement, the Board comprises the following Directors:*

| | |
|---|---|
| *Executive Directors:* | *Independent Non-Executive Directors:* |
| Benny KWONG | William GILES |
| *(Chairman and Managing Director)* | YU Chung Leung |
| AU Wai June | LAM John Cheung-wah |