TIMES UNIVERSAL GROUP HOLDINGS LIMITED

時代環球集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

INSIDE INFORMATION
WINDING UP PETITION

This announcement is made by Times Universal Group Holdings Limited (the "**Company**") pursuant to Rule 13.09 and Rule 13.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 8 May 2025, there was a letter from the Official Receiver addressed to the Company stating that a winding-up petition (the "**Petition**") was presented against the Company on 30 April 2025. The Petition was issued with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the "**High Court**") for the winding-up of the Company under Companies Winding-up Proceedings No. 246 of 2025. The Petitioner is Mr. Shen Ke (the "**Petitioner**"), a former director of the Company. The hearing of the Petition is scheduled to be heard on 9 July 2025.

The Petitioner is the holder of a 3% coupon unlisted and unsecured bond with the principal amount of HK$10,000,000 which became due on 16 November 2024. As at the date of this announcement, the Company is negotiating the extension of repayment and settlement terms of the bond with the Petitioner.

EFFECT OF THE PETITION UNDER APPLICABLE LAWS AND REGULATIONS

Pursuant to section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the "**Companies (WUMP) Ordinance**"), in a winding-up by the court, any disposal of property of the company (including things in action), and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding-up, shall, unless the court otherwise orders, be void.

The Company wishes to remind its shareholders and potential investors of the risk that the shares of the Company (the "**Shares**"), may be restricted as the deposits of the Shares into Central Clearing and Settlement System ("**CCASS**"), may be suspended due to the Petition.

Pursuant to the circular dated 28 December 2016 published by the Hong Kong Securities Clearing Company Limited ("**HKSCC**") (ref no. CD/DNS/CCASS/332/2016): (a) the transfer of the Shares made after the Petition, which has been presented, may be void without a validation order from the High Court under the laws and regulations applicable to the Company; and (b) HKSCC may at any time, and without notice exercise its powers under the General Rule of CCASS, to temporarily suspend any of its services in respect of the Shares, which may include the suspension of acceptance of deposits of share certificates of the Company into the CCASS; and the share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited's name will also be returned to participants who conduct shares transfer through HKSCC (the "**Participant(s)**") and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court. The Petition was filed in the High Court only as an application for the winding-up of the Company and as at the date of this announcement, no winding up order has been granted by the High Court to wind up the Company.

FURTHER ACTION TO BE TAKEN BY THE COMPANY

In view of the above, the Company is in the course of seeking legal advice for determining the possible actions in respect of the Petition to protect the interests of the Company and its shareholders as a whole. In view of the impact of the possible winding-up order on the transfer of shares, the Company is also in the course of seeking advice from its legal advisers for the feasibility and necessity of possible application to the High Court for a validation order. Shareholders are reminded that there is no guarantee that the Company would apply for the validation order, or if applied, any validation order would be granted by the High Court. In the event where a validation order is not granted but the winding up order is not dismissed or permanently stayed, all transfers of Shares, made after the commencement of the winding-up, shall be void.

The Company will make further announcement in relation to the application of the validation order and the Petition as and when appropriate and in accordance with the Listing Rules.

IMPACT OF THE PETITION TO THE COMPANY

As at the date of this announcement, to the best of the directors' knowledge, information and belief, the Petition has had no material impact to the business operation and financial position of the Company and its subsidiaries.

The Company will make further announcement(s) to keep its shareholders and investors informed of any significant developments in relation to the Petition as and when appropriate.

Shareholders should note that the Company does not warrant that a validation order will be granted by the High Court and that any application made by the Company for a validation order may or may not be successful. In addition, any validation order granted by the High Court may also be subject to conditions.

By order of the Board
Times Universal Group Holdings Limited
CHOI Yun Chor
Chairman and executive Director

Hong Kong, 8 May 2025

As at the date hereof, the executive Directors are Mr. CHOI Yun Chor, Mr. CHEN Jian, Mr. TAI Kwok Keung Kenny and Ms. HUNG Wang Kai Grace; and the independent non-executive Directors are Ms. LAI Cheuk Yu Cherrie, Mr. HUANG Xiangyang and Mr. NGOK Ho Wai.