

## DEED OF IRREVOCABLE UNDERTAKING

To: Hong Kong Technology Venture Company Limited

20 May 2024

### Share Buy-back Offer by Hong Kong Technology Venture Company Limited (the "Company")

I the undersigned understand that the Company is considering to make the Offer substantially on the terms and conditions set out or referred to in a draft of the announcement, a copy of which is annexed hereto (the "**Announcement**"), and/or on such other terms and conditions as may be required by the Securities and Futures Ordinance (Cap. 571) (the "**SFO**"), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32), the Companies Ordinance (Cap. 622), The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs (the "**Code**") and/or the requirements of the Securities and Futures Commission (the "**SFC**"), The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and any other relevant securities exchange and/or as are customarily included in offers made under the Code and as announced from time to time by the Company.

All references in this undertaking to the "**Offer**" shall mean the proposed conditional cash offer by the Company to buy back Shares (as defined below) from all shareholders, subject to a maximum number of Shares (as defined below) to be bought-back pursuant to the Offer the terms of which are substantially contained in the Announcement.

#### 1. Warranties and undertakings

I irrevocably and unconditionally undertake, represent and warrant to the Company that:

- (i) I am the beneficial owner of (or am otherwise able to control the exercise of all rights attaching to, including voting rights and the ability to procure the transfer of), and/or am the registered holder of, the number of 355,051,177 ordinary shares in the share capital of the Company set out in the Schedule below (the "**Shares**");
- (ii) I hold 10,000,000 share options of the Company granted pursuant to the share option scheme adopted by the Company on 31 December 2012 (the "**Share Options**");
- (iii) I am not interested in any shares or other securities of the Company other than the Shares and the Share Options;
- (iv) I will not, and will procure the holders of Shares whose Shares I am deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer in respect of all the Shares that I and such holders hold during the offer period (as defined in the Code);

- (v) I will not, and will procure any party acting concert with me not to, prior to the earlier of the Offer closing or lapsing, acquire any shares or other securities of the Company;
- (vi) I will not, and will procure any party acting concert with me not to, prior to the earlier of the Offer closing or lapsing, sell, transfer, assign, charge, encumber, grant any option over or otherwise dispose of or permit the sale, transfer, charging or other disposition or creation or grant of any other encumbrance or option of or over all or any Shares or interest in such Shares;
- (vii) I will not, prior to the earlier of the Offer closing or lapsing, exercise any Share Options held by me, or accept any other offer in respect of all or any of such Share Options; and
- (viii) I have full power and authority and the right (free from any legal or other restrictions), and will at all times continue to have all relevant power and authority and the right, to enter into and perform my/our obligations under this undertaking in accordance with their terms.

## 2. **Miscellaneous**

- (i) The obligations and provisions set out in this undertaking apply equally to any companies within my group and persons which I control, which control any voting rights or shares in the Company, and I shall procure the observance by such persons of the terms hereof as if they were each specifically a party hereto.
- (ii) I consent to the issue of an announcement incorporating references to me and to this undertaking substantially in the terms set out in the draft announcement regarding the signing of this undertaking, a copy of which is provided to me. I understand that, if the Offer proceeds, this undertaking will be made available for inspection and public display during the offer period (as defined in the Code) and that particulars of it will be contained in the offer document. I undertake to provide you with all such further information in relation to me any person connected with me as you may require in order to comply with the rules and requirements of the Code, the SFC, the Stock Exchange, the Takeovers Panel and the SFO and any other legal or regulatory requirements for inclusion in offer document (as the case may be) (or any other document required in connection with the Offer). I shall immediately notify you in writing of any material change in the accuracy of any information previously supplied to you by me, or if any of the warranties and undertakings described in paragraph 1 above is no longer true or can no longer be performed by me.
- (iii) This undertaking shall be governed by, and interpreted in accordance with, Hong Kong law.
- (iv) Any dispute, controversy, difference or claim arising out of or relating to this undertaking, including the existence, validity, interpretation, performance, breach or termination thereof or any dispute regarding non-contractual obligations arising out of or relating to it shall be referred to and finally resolved by arbitration administered by the Hong Kong International Arbitration Centre ("HKIAC") under the HKIAC Administered Arbitration Rules in force when the Notice of Arbitration is submitted ("**Rules**"). The place of arbitration shall be Hong Kong. The official language of the arbitration shall be English and the arbitration tribunal shall

consist of three arbitrators (each, an “**Arbitrator**”). The claimant(s), irrespective of number, shall nominate jointly one Arbitrator; the respondent(s), irrespective of number, shall nominate jointly one Arbitrator; and a third Arbitrator will be nominated jointly by the first two Arbitrators and shall serve as chairman of the arbitration tribunal. In the event the claimant(s) or respondent(s) or the first two Arbitrators shall fail to nominate an Arbitrator or agree on the joint nomination of the third Arbitrator, as applicable, within the time limits specified by the Rules, such Arbitrator shall be appointed promptly by the HKIAC. The arbitration tribunal shall have no authority to award punitive or other punitive-type damages. The award of the arbitration tribunal shall be final and binding upon the disputing parties. Any party to this undertaking to an award may apply to any court of competent jurisdiction for enforcement of such award.

- (v) Notwithstanding the foregoing, each party hereby consents to and agrees that in addition to any recourse to arbitration as set out in paragraph 2(iv), any party may, to the extent permitted under the laws of the jurisdiction where application is made, seek an interim injunction from a court or other authority with competent jurisdiction and, notwithstanding that this undertaking is governed by the laws of Hong Kong, a court or authority hearing an application for injunctive relief may apply the procedural law of the jurisdiction where the court or other authority is located in determining whether to grant the interim injunction. For the avoidance of doubt, this paragraph 2(v) is only applicable to the seeking of interim injunctions and does not restrict the application of paragraph 2(iv) in any way.

**Schedule**

<u>Ordinary Shares in the Company</u>		
Registered holder	Beneficial owner	Number of Share
Top Group International Limited ("Top Group")	Wong Wai Kay ("Mr Wong")  (Top Group is a corporation accustomed to act in accordance with Mr Wong's directions)	355,051,177

This undertaking is executed as a deed and is duly executed and delivered as a deed the day and year first before written.

**[Execution Block Option 1: companies incorporated outside of Hong Kong with a seal]**

SEALED WITH THE COMMON SEAL OF ) Seal:  
)  
(name): )  
)  
)  
\_\_\_\_\_ )  
was affixed in the presence of and attested )  
by: )  
)

Signed: \_\_\_\_\_

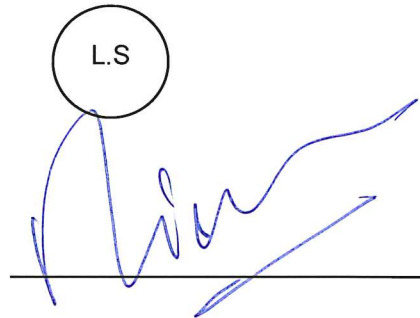
\_\_\_\_\_  
Name of Director

Signed: \_\_\_\_\_


\_\_\_\_\_  
Name of Director/Secretary\*

**[Execution Block Option 2: natural person]**

SIGNED, SEALED and DELIVERED by ) Sealed:  
)  
(name): \_ Wong Wai Kay\_\_\_ )  
)  
)  
(who having been previously identified by )  
production of his/her HK Identity Card / )  
Passport\* No. \_\_ E724440(5)\_ ) Signed:  
in the presence of: )  
)



\*delete as appropriate

Witness's signature: 

Witness's Name (print): NGAI TAN CHING, CATHY

Witness's Occupation: Company Secretarial Manager

Witness's Address: HKTU Multimedia and Ecommerce Centre  
1 Chun Cheung street, Tseung Kwan O  
Industrial Estate, TKO, HK

**Annexure**  
**The Announcement**

*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.*

*This announcement has been prepared pursuant to, and in order to comply with, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Codes on Takeovers and Mergers and Share Buy-backs, and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.*

*[Logo of Listco]*

**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)

R13.51A

**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**

**APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER]**

**Financial Adviser to the Company**

*[Logo of Somerley]*

**[Independent Financial Adviser to the Independent Board Committee**

*[Logo of IFA]]*

## **THE OFFER**

The Board announces that a conditional cash offer will be made by Somerley on behalf of the Company to buy-back for cancellation, up to the Maximum Number, being [100,000,000] Shares, representing approximately [11.25]% of the issued Shares as at the date of this announcement, at the Offer Price of HK\$[2.15] per Share. The Shares to be bought-back by the Company will not exceed the Maximum Number and there is no minimum number of Shares proposed to be bought-back under the Offer.

The Offer will be made in accordance with the Codes. The consideration for the Offer, being a total of HK\$[215] million if the Offer is accepted in full, will be paid to the Accepting Shareholders in cash and will be funded by the internal resources of the Group.

The Offer will be conditional upon fulfilment of all of the following Conditions:

- (a) the approval by more than 50% of the votes cast by the Independent Shareholders, voting in person or by proxy, by way of a poll having been obtained at the EGM in respect of the Offer;
- (b) the approval by at least 75% of the votes cast by the Independent Shareholders, voting in person or by proxy, by way of a poll having been obtained at the EGM in respect of the Whitewash Waiver; and
- (c) the Executive granting the Whitewash Waiver and the satisfaction of any condition attached to the Whitewash Waiver and the Whitewash Waiver not having been revoked or withdrawn.

None of the above Conditions can be waived.

## **IRREVOCABLE UNDERTAKINGS**

Each of Top Group, Mr. Wong, Mr. Cheung, Worship Limited, Ms. Wong, Mr. Lau and Ms. Zhou has irrevocably undertaken to the Company that (a) he/ she/ it will not, and will procure the holders of Shares whose Shares he/ she/ it is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer; and (b) prior to the earlier of the Offer closing or lapsing: (i) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, acquire any Share or other securities of the Company; (ii) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, sell, transfer or encumber any Share; and (iii) in the case of Mr. Wong, Mr. Cheung, Ms. Wong, Mr. Lau and Ms. Zhou, he/ she will not exercise any Share Option. The 406,478,940 Shares held by such persons which are subject to the Irrevocable Undertakings represent approximately 45.75% of the issued Shares as at the date of this announcement. The Irrevocable Undertakings are binding until the closing, lapse or withdrawal of the Offer.

## **WHITEWASH WAIVER**

As at the date of this announcement, the Top Group Concert Group holds 406,478,940 Shares, representing approximately 45.75% of the issued Shares as at the date of this announcement. Pursuant to Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code, if as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Depending on the level of acceptances received from the Accepting Shareholders pursuant to the Offer, taking into account the Irrevocable Undertakings and assuming that no Share Options will be exercised by their holders prior to completion of the Offer and all the Conditions are fulfilled, the aggregate interests of the Top Group Concert Group may increase to a maximum level of approximately [51.55]% upon completion of the Offer, thereby triggering an obligation under Rule 26 of the Takeovers Code for Top Group to make a mandatory general offer for all the Shares not already owned by it and parties acting in concert with it. Accordingly, an application will be made to the Executive by Top Group for the Whitewash Waiver.



## GENERAL

The EGM will be convened and held for the purposes of considering and, if thought fit, approving the Offer and the Whitewash Waiver. The Top Group Concert Group will abstain from voting on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM.

The Offer Document, which will contain, amongst other things, details (including a timetable) of the Offer, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, 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, will be despatched to the Shareholders as soon as practicable pursuant to the Codes.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Lee Hon Ying, John, Mr. Peh Jefferson Tun Lu, Mr. Mak Wing Sum, Alvin and Mr. Ann Yu Chiu Andy, who have no interest in the Offer and the Whitewash Waiver, has been formed to advise the Independent Shareholders in respect of the Offer and the Whitewash Waiver. Rainbow Capital [has been] appointed by the Company (with the approval of the Independent Board Committee) as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Offer and the Whitewash Waiver.

Somerley has been appointed as the financial adviser to the Company in respect of the Offer.

**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 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.

## **NOTICE TO U.S. HOLDERS OF SHARES**

*The Offer is being made for the securities of a company incorporated in Hong Kong with limited liability and is subject to Hong Kong disclosure requirements, which are different from those of the United States. The financial information included in this announcement has been prepared in accordance with Hong Kong Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*The receipt of cash pursuant to the Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each holder of Shares is urged to consult his/her/its independent professional advisor immediately regarding the tax consequences*

*of acceptance of the Offer.*

*U.S. holders of Shares may encounter difficulty enforcing their rights and any claims arising out of the U.S. federal securities laws, as the Company is located in a country outside the United States and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, U.S. holders of Shares may encounter difficulty compelling a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.*

*The Offer will be made in the United States pursuant to the applicable U.S. tender offer rules or certain available exemptions or exceptions therefrom and otherwise in accordance with the requirements of the laws of Hong Kong. Accordingly, the Offer will be subject to Hong Kong disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.*

## INTRODUCTION

The Board announces that a conditional cash offer will be made by Somerley on behalf of the Company to buy-back for cancellation, up to the Maximum Number, being [100,000,000] Shares, representing approximately [11.25]% of the issued Shares as at the date of this announcement, at the Offer Price of HK\$[2.15] per Share. The Shares to be bought-back by the Company will not exceed the Maximum Number and there is no minimum number of Shares proposed to be bought-back under the Offer.

The Offer will be made in accordance with the Codes. The consideration for the Offer, being a total of HK\$[215] million if the Offer is accepted in full, will be paid to the Accepting Shareholders in cash and will be funded by the internal resources of the Group.

## SALIENT TERMS OF THE OFFER

TC3.5(a)

The salient terms of the Offer are as follows:

- (a) Somerley will make the Offer to the Shareholders on behalf of the Company to buy-back the Shares, up to the Maximum Number, at the Offer Price;
- (b) Shareholders may accept the Offer in respect of any number of their Shares at the Offer Price up to their entire shareholding (subject to the procedures for scaling down and the treatment of fractions described under the section headed “*Other Terms of the Offer*” below);
- (c) The Offer is not conditional upon a minimum number of Shares being tendered for buy-back;
- (d) All Shares validly tendered will be bought-back to the extent that the aggregate number of Shares bought-back pursuant to the Offer will not thereby exceed the Maximum Number. If the number of Shares validly tendered exceeds the Maximum Number, the number of Shares to be bought-back from each Accepting Shareholder will be reduced proportionally so that the number of Shares bought-back by the Company in aggregate is equal to the Maximum Number. Further details of the procedures for scaling down are described under the section headed “*Other Terms of the Offer*” below;
- (e) A Form of Acceptance duly received by or on behalf of the Company will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional unless in accordance with Rule 19.2 of the Takeovers Code;
- (f) Shares will be bought-back in cash, free of commission, levies and dealing charges, save that the amount of seller’s *ad valorem* stamp duty due on the Shares bought-back attributable to the Accepting Shareholders will be deducted from the amount payable to the Accepting Shareholders and will be paid by the Company on behalf of the Accepting Shareholders. The Company will arrange for payment of the seller’s *ad valorem* stamp duty on behalf of the Accepting Shareholders in respect of the Offer;
- (g) Shares bought-back will be treated as cancelled and will not be entitled to any dividend declared for any record date set subsequent to the date of their cancellation. As at the date of this announcement, the Company does not intend to announce, declare or pay any dividend, distribution or other return of capital before the close of the Offer; and
- (h) Shares will be bought-back free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature. Accordingly, the submission of a Form of Acceptance by an Accepting Shareholder will be deemed to constitute a warranty by that Accepting Shareholder to Somerley and the Company that the Shares are being sold free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date of their cancellation. As at the date of this announcement,

there are no dividends or other distributions declared by the Company that have not been paid.

In compliance with Rule 3 of the Share Buy-backs Code, the Offer will be subject to the approval by the Independent Shareholders in a general meeting by a majority of votes by way of poll and will also be subject to the other Conditions as referred to in the section headed “*Conditions of the Offer*” below.

The consideration under the Offer will not be despatched until after the Form of Acceptance is completed in all respects and the share certificate(s), and/or transfer receipts(s) and/or other document(s) of title satisfactory to the Company have been received. Assuming the Offer has become unconditional, Shares tendered under the Offer shall be paid for by the Company as soon as possible but in any event within seven (7) Business Days following the close of the Offer. The full terms and details of the Offer will be set out in the Offer Document.

The detailed terms of the Offer will be set out in the Offer Document.

### **THE OFFER PRICE**

The Offer Price of HK\$[2.15] per Share values the entire issued share capital of the Company as at the date of this announcement at approximately HK\$[1,910] million.

The Offer Price represents:

- (a) a premium of approximately [●]% over the closing price of the Shares of HK\$[●] as quoted on the Stock Exchange on the Last Trading Day;
- (b) a premium of approximately [●]% over the average closing price of approximately HK\$[●] per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day;
- (c) a premium of approximately [●]% over the average closing price of approximately HK\$[●] per Share as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- (d) a premium of approximately [●]% over the average closing price of approximately HK\$[●] per Share as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day; and
- (e) a discount of approximately [10.8]% to the Group’s net asset value attributable to the Shareholders of approximately HK\$2.41 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2023, calculated based on the audited consolidated net asset value attributable to the Shareholders of HK\$2,145,348,000 as at 31 December 2023 and Shares in issue as at the date of this announcement.

The Offer Price was determined after taking into account, among other things, the historical prices of the Shares traded on the Stock Exchange, historical financial information of the Company, and the prevailing market conditions and sentiments, and with reference to share buy-back transactions in Hong Kong in recent years.

**The Company will not increase the Offer Price. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Company will not be allowed to increase the Offer Price. The Company does not reserve the right to increase the Offer Price.**

### **CONFIRMATION OF FINANCIAL RESOURCES**

At the Offer Price, the Offer, if accepted in full, will result in the Company paying HK\$[215] million in aggregate to the Accepting Shareholders in cash which will be funded by the internal resources of the Group. Somerley is satisfied that the Company has sufficient financial resources to enable it to satisfy acceptances of the Offer in full.

TC3.5 Note

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## CONDITIONS OF THE OFFER

The Offer will be conditional upon fulfilment of all of the following Conditions:

- (a) the approval by more than 50% of the votes cast by the Independent Shareholders, voting in person or by proxy, by way of a poll having been obtained at the EGM in respect of the Offer;
- (b) the approval by at least 75% of the votes cast by the Independent Shareholders, voting in person or by proxy, by way of a poll having been obtained at the EGM in respect of the Whitewash Waiver; and
- (c) the Executive granting the Whitewash Waiver and the satisfaction of any condition attached to the Whitewash Waiver and the Whitewash Waiver not having been revoked or withdrawn.

None of the above Conditions can be waived.

The Top Group Concert Group and those who are involved in or interested in the Whitewash Waiver and/or the Offer (other than as a Shareholder) will abstain from voting on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM.

**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 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.**

Pursuant to Rule 5.1 of the Share Buy-backs Code and Rule 15.3 of the Takeovers Code, if the Offer is declared unconditional, Shareholders who have not tendered their Shares for acceptance will be able to tender their Shares for acceptance under the Offer for a period of 14 days thereafter.

## OTHER TERMS OF THE OFFER

Shareholders may accept the Offer in respect of some or all of their shareholding. If valid acceptances are received for the Maximum Number or fewer Shares, all Shares validly accepted will be bought-back. If valid acceptances received exceed the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the following formula:

$$\frac{A}{B} \times C$$

A = [100,000,000], being the Maximum Number

B = Total number of Shares tendered by all Accepting Shareholders under the Offer

C = Total number of Shares tendered by the relevant individual Accepting Shareholder under the Offer

As a result, it is possible that not all of such Shares tendered by an Accepting Shareholder will ultimately be bought-back. The total number of Shares which will be bought-back by the Company will not exceed the Maximum Number.

Fractions of Shares will not be bought-back under the Offer and, accordingly, the number of Shares that the Company will buy-back from each Accepting Shareholder in accordance with the above formula will be rounded up or down to the nearest whole number at the discretion of the Company, provided that the total number of Shares which will be bought-back by the Company will not exceed the Maximum Number.

The decision of the Company as to any scaling down of acceptances in accordance with the above formula and as to the treatment of fractions will be conclusive and binding on all Shareholders.

### **IRREVOCABLE UNDERTAKINGS**

Each of Top Group, Mr. Wong, Mr. Cheung, Worship Limited, Ms. Wong, Mr. Lau and Ms. Zhou has irrevocably undertaken to the Company that (a) he/ she/ it will not, and will procure the holders of Shares whose Shares he/ she/ it is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer; and (b) prior to the earlier of the Offer closing or lapsing: (i) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, acquire any Share or other securities of the Company; (ii) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, sell, transfer or encumber any Share; and (iii) in the case of Mr. Wong, Mr. Cheung, Ms. Wong, Mr. Lau and Ms. Zhou, he/ she will not exercise any Share Option. The 406,478,940 Shares held by such persons which are subject to the Irrevocable Undertakings represent approximately 45.75% of the issued Shares as at the date of this announcement.

The Irrevocable Undertakings are binding until the closing, lapse or withdrawal of the Offer.

As at the date of this announcement,

- (a) Top Group (a corporation accustomed to act in accordance with Mr. Wong's directions) holds 355,051,177 Shares, representing approximately 39.96% of the issued Shares as at the date of this announcement;
- (b) Mr. Wong does not directly hold any Share, and holds 10,000,000 outstanding Share Options;
- (c) Mr. Cheung directly and indirectly controls 51,377,763 Shares, representing approximately 5.78% of the issued Shares as at the date of this announcement, of which: (i) 24,924,339 Shares are held by Worship Limited, which is controlled by Mr. Cheung and (ii) 26,453,424 Shares are held by Mr. Cheung in his own name. Mr. Cheung also holds 9,000,000 outstanding Share Options;
- (d) Ms. Wong holds 50,000 Shares, representing approximately 0.01% of the issued Shares as at the date of this announcement, and 4,000,000 outstanding Share Options;
- (e) Mr. Lau does not hold any Share, and holds 4,000,000 outstanding Share Options; and
- (f) Ms. Zhou does not hold any Share, and holds 3,500,000 outstanding Share Options.

Please refer to the section headed "*Changes in Shareholding Structure*" below for details of their shareholding.

As at the date of this announcement, neither the Company, nor parties acting in concert with it, nor the Top Group Concert Group, has received any irrevocable commitment to accept the Offer.

## **OVERSEAS SHAREHOLDERS**

The making of the Offer to Overseas Shareholders may be subject to the laws of the relevant jurisdictions. The laws of the relevant jurisdictions may prohibit the making of the Offer to Overseas Shareholders or require compliance with certain filing, registration or other requirements in respect of the Offer. The Company reserves the right, subject to the consent of the Executive and the relevant legal requirements, to make special arrangements with respect to Overseas Shareholders whose receipt of the Offer Document and the Form of Acceptance is subject to the laws of the overseas jurisdiction. Details of Overseas Shareholders will be set out in the Offer Document. The Company will comply with the requirements under Rule 8 (subject to Note 3 to Rule 8) of the Takeovers Code in respect of Overseas Shareholders.

**It is the responsibility of each Overseas Shareholder who wishes to accept the Offer to satisfy himself or herself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consents which may be required or compliance with other necessary formalities or legal requirements. Any acceptance of the Offer by any Shareholder shall be deemed to constitute a representation and warranty from such Shareholder to the Company and Somerley that all applicable local laws and requirements have been observed and complied with. Shareholders should consult their professional advisers if in doubt.**

The Company shall give notice of any matter in relation to the Offer to the Shareholders by issuing announcements or advertisements in accordance with its articles of association, the Codes and the Listing Rules and, if so given, shall be deemed to have been sufficient for all effective purposes, despite any failure by any Overseas Shareholder to receive the same.

## **ODD LOTS**

The Shares are currently traded in board lot of 1,000 Shares each. There is no intention to change the board lot size as a result of the Offer. Shareholders should note that acceptance of the Offer may result in their holding of odd lots of Shares. The Company will make arrangements to appoint a designated broker to match sales and purchases of odd lot holdings of Shares for a reasonable period after completion of the Offer in order to enable such Accepting Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots. Details of such arrangements will be included in the Offer Document and will be disclosed by way of separate announcement as and when appropriate.

## **NOMINEE REGISTRATION OF SHARES**

To ensure equality of treatment of all Shareholders, those registered Shareholders who hold Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for beneficial owners of the Shares, whose investments are registered in nominee names (including those whose interests in Shares are held through CCASS), to accept the Offer, it is essential that they provide instructions to their nominee agents of their intentions with regard to the Offer as soon as possible. Shareholders with their Shares held by a nominee company may consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s).

## **WHITEWASH WAIVER**

As at the date of this announcement, the Top Group Concert Group holds 406,478,940 Shares, representing approximately 45.75% of the issued Shares as at the date of this announcement. Pursuant to Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code, if as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Depending on the level of acceptances received from the Accepting Shareholders pursuant to the Offer, taking into account the Irrevocable Undertakings and assuming that no Share Options will be exercised by their holders prior



to completion of the Offer and all the Conditions are fulfilled, the aggregate interests of the Top Group Concert Group may increase to a maximum level of approximately [51.55]% upon completion of the Offer, thereby triggering an obligation under Rule 26 of the Takeovers Code for Top Group to make a mandatory general offer for all the Shares not already owned by it and parties acting in concert with it. Accordingly, an application will be made to the Executive by Top Group for the Whitewash Waiver.

The Offer will be conditional upon approval by more than 50% of the votes cast by the Independent Shareholders, in person or by proxy, by way of poll at the EGM, the Whitewash Waiver being approved by at least 75% of the votes cast by the Independent Shareholders, in person or by proxy, by way of poll at the EGM and the Whitewash Waiver being granted by the Executive.

**If the Offer or the Whitewash Waiver is not approved by the Independent Shareholders, or if the Whitewash Waiver is not granted by the Executive, the Offer will not proceed and will immediately lapse.**

Depending on the level of acceptances received from the Accepting Shareholders pursuant to the Offer and in the event that the aggregate interests of the Top Group Concert Group exceed 50% of the issued Shares upon completion of the Offer, the Top Group Concert Group may increase its aggregate shareholding in the Company subsequent to completion of the Offer without triggering any obligation under Rule 26 of the Takeovers Code to make a mandatory general offer.

As at the date of this announcement, the Company does not believe that the transactions under the Offer and the Whitewash Waiver would give rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules) in Hong Kong. If a concern should arise after the release of this announcement, the Company will endeavour to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the Offer Document. The Company notes that the Executive may not grant the Whitewash Waiver if the transactions under the Offer and the Whitewash Waiver do not comply with other applicable rules and regulations.

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## CHANGES IN SHAREHOLDING STRUCTURE

The table below shows the Company's existing shareholding structure and the shareholding structure immediately after completion of the Offer, assuming that (i) all the Shareholders (other than Top Group, Mr. Cheung, Worship Limited and Ms. Wong) will accept the Offer in full; (ii) no additional Shares will be issued from the date of this announcement up to and including the date of completion of the Offer; and (iii) (a) no Share Options will be exercised from the date of this announcement up to and including the date of completion of the Offer or (b) all Share Options which are vested as at the date of this announcement will be exercised before completion of the Offer:

Name of Shareholder	Immediately before completion of the Offer		Immediately after completion of the Offer (assuming no Share Options will be exercised from the date of this announcement up to and including the date of completion of the Offer)		Immediately after completion of the Offer (assuming all Share Options which are vested as at the date of this announcement will be fully exercised before completion of the Offer)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
<b>Top Group Concert Group</b>						
Top Group (Note 1)	355,051,177	39.96	355,051,177	[45.03]	355,051,177	[42.75]
Mr. Wong (Note 1)	-	-	-	-	10,000,000	[1.20]
Mr. Cheung (Note 2)	26,453,424	2.98	26,453,424	[3.35]	35,453,424	[4.27]



Worship Limited ( <i>Note 2</i> )	24,924,339	2.81	24,924,339	[3.16]	24,924,339	[3.00]
Ms. Wong ( <i>Note 3</i> )	50,000	0.01	50,000	[0.01]	4,050,000	[0.49]
<b>Aggregate Number of Shares held by Top Group Concert Group</b>	406,478,940	45.75	406,478,940	[51.55]	429,478,940	[51.72]
<b>Directors</b>						
Mr. Lau Chi Kong	-	-	-	-	4,000,000	[0.48]
Ms. Zhou Huijing	-	-	-	-	3,500,000	[0.42]
<b>Independent Shareholders</b>	482,066,841	54.25	[382,066,841]	[48.45]	[393,484,803]	[47.38]
<b>Total</b>	888,545,781	100.00	[788,545,781]	100.00	[830,463,743]	100.00

*Notes:*

1. Top Group is a corporation accustomed to act in accordance with Mr. Wong's directions. Mr. Wong is also interested in 10,000,000 outstanding Share Options.
2. Worship Limited is a company controlled by Mr. Cheung. Mr. Cheung is also interested in 9,000,000 outstanding Share Options.
3. Ms. Wong is also interested in 4,000,000 outstanding Share Options.
4. Somerley is the financial adviser to the Company in respect of the Offer. Accordingly, Somerley and relevant members of the Somerley Group which hold Shares (if any) are presumed to be acting in concert with the Company in accordance with class (5) of the definition of "acting in concert" in the Codes. Somerley and relevant members of the Somerley Group do not hold any Share as at the date of this announcement.
5. Percentages may not add up to 100% due to rounding.

Assuming that (i) all the Shareholders (other than Top Group, Mr. Cheung, Worship Limited and Ms. Wong) will accept the Offer in full; and (ii) no additional Shares will be issued from the date of this announcement up to and including the date of completion of the Offer, over 25% of the issued Shares will be held by public Shareholders and accordingly the Company will comply with the public float requirement under Rule 8.08 of the Listing Rules after completion of the Offer.

As at the date of this announcement, save as disclosed above, neither the Top Group Concert Group, nor the Company nor parties acting in concert with the Company holds, owns, controls or has direction over any Shares, outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares, or has entered into any outstanding derivatives in respect of securities in the Company.

## DEALINGS IN SHARES

The Company has repurchased [5,731,000] Shares in the six-month period prior to the date of this announcement in accordance with the general mandate to repurchase Shares that has been granted by the Shareholders to the Board at the annual general meeting of the Company held on 30 June 2023 but prior to negotiations, discussions or the reaching of understandings or agreements between Top Group and the Directors (including informal discussions) in relation to the Offer and the proposed Whitewash Waiver. The Company will not conduct any on-market share buy-back from the date of this announcement up to and including the date on which the Offer closes, lapses or is withdrawn, as the case may be.

Date of repurchase	Number of Shares	Average price paid per Share (HK\$)	Highest price paid per Share (HK\$)
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22 November 2023	141,000	2.570	2.570
28 November 2023	249,000	2.578	2.580
29 November 2023	526,000	2.514	2.520
30 November 2023	200,000	2.470	2.470
4 December 2023	1,281,000	2.557	2.560
5 December 2023	3,084,000	2.465	2.540
11 December 2023	250,000	2.394	2.400
<b>Total</b>	<b>5,731,000</b>		

[Top Group has confirmed (for itself and on behalf of parties acting in concert with it) that save for the abovementioned repurchase by the Company, there has been no dealings in the securities in the Company by it and parties acting in concert with it in the six months immediately prior to the date of this announcement.]

## OTHER ARRANGEMENTS

[As at the date of this announcement and save for the Irrevocable Undertakings, there is no arrangement referred to in Note 8 to Rule 22 of the Takeovers Code (whether by way of option, indemnity or otherwise) in relation to the Shares and relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company which might be material to the Offer or the Whitewash Waiver.

There is no agreement or arrangement, to which the Company or Top Group is a party, which relates to circumstances in which it/ he may or may not invoke or seek to invoke a pre-condition or a Condition to the Offer or the Whitewash Waiver (save as those set out in the section headed “*Conditions of the Offer*” above).

TC3.5(f)

Neither of the Company nor its concert parties, nor the Top Group Concert Group, has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

TC3.5(g)

As at the date of this announcement and save for the Irrevocable Undertakings, there is no understanding, arrangement, agreement or special deal between (i) any Shareholder of the Company; and (ii) either (a) the Company, its subsidiaries or associated companies; or (b) the Top Group Concert Group.

TC3.5(h)

As at the date of this announcement and save for the Offer Price payable under the Offer, there is no consideration, compensation or benefit in whatever form paid or to be paid by the Company, its concert parties or the Top Group Concert Group to any Shareholder in connection with the Offer or the Whitewash Waiver.]

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## INFORMATION ON THE COMPANY AND THE GROUP

The Company has been listed on the Main Board of the Stock Exchange since 1997. Established in 1992, the Group has extensive and successful experience in popularising advanced technology and applications as well as telecom market liberalisation. The Group develops, owns and operates HKTVmall, which is the largest 24-hour online shopping mall in Hong Kong. HKTVmall provides end-to-end and one-stop shop services including online shopping, marketing and digital advertising, big data analysis, smart logistics and fulfilment as well as physical online-to-offline (O2O) stores, and aims to transform all business operations, trading, retail, finance and daily life into a single digital online platform to establish a unique digital ecosystem.

TC3.5(b)

Furthermore, the Group continues to strengthen its role as technology enabler, actively pursuing and embarking on new venture projects including conducting research and development activities on technologies, implementing technology-driven business operations globally and offering technology solutions as a service. The major new venture projects currently pursued by the Group encompass (i) Wet Market Express – offering express delivery of wet market products within a swift 3-hour timeframe, (ii) Everuts – a credible social commerce platform providing personal shopping services on a global scale, (iii) Self-invented Fully Automated Retail Store and System – with its initial pilot store located in the United Kingdom, and (iv) Life Science projects including, without limitation, research and development on various technologies for human organ preservation and for blood production, the prospects and timing of development and commercialisation of such projects are subject to uncertainties. These ventures highlight the Group’s commitment to innovation and its pursuit of diverse business opportunities.

## FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the audited consolidated financial results of the Group for the two years ended 31 December 2022 and 2023 as extracted from the annual reports of the Company for the two years ended 31 December 2022 and 2023, respectively:

	For the year ended 31 December	
	2022	2023
	HK\$ '000	HK\$ '000
	(Audited)	(Audited)
Revenue	3,828,051	3,811,706
Profit/(Loss) before tax	142,360	38,764
Profit/(Loss) after tax	212,204	45,321

The audited consolidated net assets of the Company as at 31 December 2023 were approximately HK\$2,145 million.

## INFORMATION ON THE TOP GROUP CONCERT GROUP

Top Group is a company incorporated in the British Virgin Islands with limited liability, a Shareholder holding approximately 39.96% of the issued Shares as at the date of this announcement, and a corporation accustomed to act in accordance with Mr. Wong's direction. The Top Group Concert Group comprises Top Group and parties acting in concert with it (including Mr. Wong, Mr. Cheung, Worship Limited and Ms. Wong). Each of Mr. Wong, Mr. Cheung and Ms. Wong are executive Directors of the Company. Worship Limited is a company incorporated in the British Virgin Islands with limited liability and is a company controlled by Mr. Cheung.

Please refer to the section headed “*Irrevocable Undertakings*” for further details of the Shares held by the members of the Top Group Concert Group.

## FUTURE INTENTIONS ON THE GROUP AND THE TOP GROUP CONCERT GROUP

It is the intention of the Group and the Top Group Concert Group that the Group will continue to carry on its business and research and development, and the Company's listing on the Stock Exchange will be maintained upon completion of the Offer. The Group and the Top Group Concert Group do not have specific plans: (a) to introduce any major changes to the existing principal business of the Group (including, without limitation, those set out under the section headed “*Information on the Company and the Group*”); (b) to re-deploy the material fixed assets of the Group; or (c) to discontinue the employment of the employees of the Group other than in the ordinary course of business of the Group or due to personal performance or conduct issues.

## REASONS FOR AND FINANCIAL EFFECTS OF THE OFFER

The Company considers that:

- (a) the current Share price does not reflect the intrinsic value and business prospects of the Group;
- (b) the Offer reflects the Company's confidence in its potential growth and long-term business prospects;
- (c) actively optimising the Company's capital structure through implementing the Offer will enhance earnings per Share, net asset value per Share and overall Shareholder's return; and
- (d) the Group's investment and development strategy is for its long-term growth and sustainability, such as continued exploring different new venture projects, expansion of distribution and sorting capacity, and requires investment over a period of time. The projects under current development by the Group are expected to be sufficiently funded by the Group's strong liquidity and financial resources (after taking into account the expected payment obligations under the Offer). Such strategy may, in the short to mid-term,

affect the Group's profit and overall financial performance. Given the wide pool of Shareholders with diverged investment objectives, such strategy may not align with those who seek short-term returns or consistent dividend pay-out. The Offer will offer some opportunities for exit by such Shareholders.

After evaluating its cash position and near-term cash optimisation options, the Company believes that making the Offer is the best use of the Company's cash and is in the best interest of the Company and its Shareholders as a whole. The Offer will enhance the earnings per Share and net asset value per Share of the Group upon completion of the Offer and cancellation of the Shares to be bought back. Taking into account the expected payment obligation under the Offer in full, the Company expects to have sufficient funds to finance its operations and to meet its financial obligations as and when they fall due.

The Offer Price represents a premium of approximately [●]% over the closing price of the Shares of HK\$[●] as quoted on the Stock Exchange on [●] 2024 (being the Last Trading Day), a premium of approximately [●]% over the average closing price of the Shares of approximately HK\$[●] as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day and a discount of approximately [10.8]% to the Group's net asset value attributable to the Shareholders of approximately HK\$2.41 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2023.

The recent liquidity of the Shares has been at a relatively low level, with the average and median daily trading volume of approximately [●] Shares and [●] Shares between the beginning of 2024 and the Last Trading Day, compared to the average and median daily trading volume of approximately 4.0 million Shares and 1.4 million Shares respectively in 2023, and approximately 2.2 million Shares and 1.3 million Shares respectively in 2022. Consequently, the Offer provides an opportunity for the Shareholders to at least partially realise their investments. The Offer provides the Shareholders an option either to tender Shares at a premium over recent market prices, or to increase their proportionate equity interests in the Company by retaining their shareholdings and participating in the future prospects of the Group. After completion of the Offer and cancellation of the Shares to be bought back, all Shareholders will benefit from the enhanced earnings per Share and net asset value per Share and optimised capital structure.

Further details of the financial effects of the Offer, including the effects of the Offer on the net assets of the Group, the Group's net asset value per Share, the earnings of the Group and earnings per Share, will be set out in the Offer Document.

## **GENERAL**

As each of Mr. Wong, Mr. Cheung and Ms. Wong is a member of the Top Group Concert Group, each of Mr. Wong, Mr. Cheung and Ms. Wong has abstained from voting on the board resolutions of the Company in respect of the Offer.

The EGM will be convened and held for the purposes of considering and, if thought fit, approving the Offer and the Whitewash Waiver. The Top Group Concert Group will abstain from voting on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM. To the best of the Company's knowledge, no Shareholder, other than the members of the Top Group Concert Group, is required to abstain from voting on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM.

The Offer Document, which will contain, amongst other things, details (including a timetable) of the Offer, a letter of advice from the Independent Financial Adviser to the Independent Board Committee, 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, will be despatched to the Shareholders as soon as practicable pursuant to the Codes.

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Lee Hon Ying, John, Mr. Peh Jefferson Tun Lu, Mr. Mak Wing Sum, Alvin and Mr. Ann Yu Chiu Andy, who have no interest in the Offer and the Whitewash Waiver, has been formed to advise the Independent Shareholders in respect of the Offer and the Whitewash Waiver. Rainbow Capital [has been] appointed by the Company (with the approval of the Independent Board Committee) as the Independent Financial Adviser to advise the Independent Board Committee in relation to the Offer and the Whitewash Waiver.

TC2.1

Somerley has been appointed as the financial adviser to the Company in respect of the Offer.

**Shareholders and potential investors should note that the Offer is subject to all of the Conditions being fulfilled in full. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **DEALINGS DISCLOSURE**

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined under the Codes, including any person who owns or controls 5% or more of any class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

TC3.8,  
TC22 Note  
11

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

### ***“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.”*

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“Accepting Shareholder(s)”	Shareholder(s) accepting the Offer;
“acting in concert”	has the meaning ascribed to it under the Codes;
“Board”	the board of Directors;
“Business Day(s)”	has the meaning ascribed to it under the Codes;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;

“Codes”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs;
“Company”	Hong Kong Technology Venture Company Limited, a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1137);
“Conditions”	the conditions to which the Offer is subject, as set out under the section headed “ <i>Conditions of the Offer</i> ” in this announcement;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the resolutions in respect of the Offer and the Whitewash Waiver;
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director;
“Form of Acceptance”	the form of acceptance to be issued with the Offer Document to Shareholders for use by such persons in connection with the Offer;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Lee Hon Ying, John, Mr. Peh Jefferson Tun Lu, Mr. Mak Wing Sum, Alvin and Mr. Ann Yu Chiu Andy, who have no interest in the Offer and the Whitewash Waiver, which has been formed to advise the Independent Shareholders in respect of the Offer and the Whitewash Waiver;
“Independent Financial Adviser” or “Rainbow Capital”	Rainbow Capital (HK) Limited, a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities, being the independent financial adviser appointed to advise the Independent Board Committee in relation to the Offer and the Whitewash Waiver;
“Independent Shareholders”	Shareholders other than (i) the Top Group Concert Group; (ii) Shareholders involved in or interested in the Whitewash Waiver and/or the Offer (other than as a Shareholder); and (iii) any person who may be required to abstain from voting on the resolutions in respect of the Offer and the Whitewash Waiver to be proposed at the EGM in accordance with the Codes;
“Irrevocable Undertakings”	the irrevocable undertakings given by each of Top Group, Mr. Wong, Mr. Cheung, Worship Limited, Ms. Wong, Mr. Lau and Ms. Zhou that (a) he/ she/ it will not, and will procure the holders of Shares whose Shares he/ she/ it is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer; and (b) prior to the earlier of the Offer closing or lapsing: (i) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, acquire any Share or other securities of the Company; (ii) he/ she/ it will not, and will procure any party acting in concert with him/ her/ it not to, sell, transfer or encumber any Share; and (iii) in the case of Mr. Wong, Mr. Cheung, Ms. Wong, Mr. Lau and



	Ms. Zhou, he/ she will not exercise any Share Option;
“Last Trading Day”	[●] 2024, being the last trading day of the Shares on the Stock Exchange prior to the issue of this announcement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Maximum Number”	the maximum number of Shares to be bought-back pursuant to the Offer, being an aggregate of [100,000,000] Shares, representing approximately [11.25]% of the issued Shares as at the date of this announcement;
“Mr. Cheung”	Mr. Cheung Chi Kin, Paul, Chairman and an executive Director;
“Mr. Lau”	Mr. Lau Chi Kong, Chief Executive Officer (International Business) and an executive Director;
“Mr. Wong”	Mr. Wong Wai Kay, Ricky, Vice Chairman, Group Chief Executive Officer and an executive Director;
“Ms. Wong”	Ms. Wong Nga Lai, Alice, Group Chief Financial Officer, Company Secretary and an executive Director;
“Ms. Zhou”	Ms. Zhou Huijing, Chief Executive Officer (Hong Kong) and an executive Director;
“Offer”	a conditional cash offer to be made by Somerley on behalf of the Company to buy-back Shares at the Offer Price from all Shareholders, subject to the Maximum Number;
“Offer Document”	a circular to the Shareholders (comprising, amongst others, the offer document, the notice of the EGM, the proxy form for voting at the EGM and the Form of Acceptance) to be issued by the Company in connection with the Offer and the Whitewash Waiver;
“Offer Period”	has the meaning ascribed to it under the Codes and commencing from the date of this announcement;
“Offer Price”	HK\$[2.15] per Share;
“Overseas Shareholder(s)”	Shareholder(s), whose address(es), as shown in the register of members of the Company, is/are outside Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) in the share capital of the Company;
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs;
“Share Options”	the outstanding share options granted pursuant to the share option scheme adopted by the Company on 31 December 2012, pursuant to which options to subscribe for an aggregate of 41,917,962 Shares are outstanding (all of which are vested) as at the date of this announcement;

“Shareholder(s)”	holder(s) of the Share(s);
“Sommerley”	Sommerley Capital Limited, the financial adviser to the Company, a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities;
“Sommerley Group”	Sommerley and persons controlling, controlled by or under the same control (with the meanings ascribed to such terms in the Codes) as Sommerley;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Top Group”	Top Group International Limited, a company incorporated in the British Virgin Islands with limited liability, a Shareholder holding approximately 39.96% of the issued Shares as at the date of this announcement and a corporation accustomed to act in accordance with Mr. Wong’s directions. Its shareholding is held as to (i) 22.30% by Mr. Wong; (ii) 25.90% by Mr. Cheung; (iii) 22.30% by Ms. Tong Oi Ling, Helen; (iv) 20.10% by Mr. Leung Ka Pak, Kapak; and (v) 9.40% by Mr. Yau Ming Yan;
“Top Group Concert Group”	Top Group and parties acting in concert with it (including Mr. Wong, Mr. Cheung, Worship Limited and Ms. Wong);
“United States or U.S.”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia;
“Whitewash Waiver”	a waiver to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the obligations of Top Group to make a mandatory general offer for all the Shares not already owned by Top Group and parties acting in concert with it under Rule 26.1 of the Takeovers Code, which may otherwise arise as a result of completion of the Offer; and
“%”	per cent.

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, [●] 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)*)

LR2.14



*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.*

TC9.3