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**Mr. Zhong Yuhua**

鍾育華

**Ms. Ou Honglian**

歐紅蓮

**Mr. Zhong Juzhi**

鍾舉至

**Mr. Zhong Rongzhi**

鍾榮至

**Winning Tower Group Holdings Limited**

運興泰集團控股有限公司

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

**(Stock Code: 8362)**

## **JOINT ANNOUNCEMENT**

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY RAINBOW CAPITAL (HK) LIMITED FOR AND ON BEHALF OF THE OFFERORS TO ACQUIRE ALL OF THE ISSUED SHARES IN THE ISSUED SHARE CAPITAL OF WINNING TOWER GROUP HOLDINGS LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY ONE OF THEM);**
- (2) RESULTS OF THE OFFER;**
- (3) SETTLEMENT OF THE OFFER; AND**
- (4) PUBLIC FLOAT**

**Financial adviser to the Offerors**



RAINBOW CAPITAL (HK) LIMITED  
宏博資本有限公司

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

**MESSIS 大有融資**

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Mr. Zhong Yuhua, Ms. Ou Honglian, Mr. Zhong Juzhi and Mr. Zhong Rongzhi (the “**Offerors**”) and Winning Tower Group Holdings Limited (the “**Company**”) dated 15 April 2024. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offerors and the Company jointly announce that the Offer was closed at 4:00 p.m. on Monday, 6 May 2024 and was not revised or extended by the Offerors.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Monday, 6 May 2024, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offerors have received three valid acceptances in respect of a total of 745,000 Offer Shares under the Offer, representing approximately 0.0532% of the total issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Based on the three valid acceptances in respect of 745,000 Offer Shares under the Offer at the Offer Price of HK\$0.052 per Offer Share, the total cash consideration for the Offer is HK\$38,740.

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days following the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

The latest date for posting of the remittances for amounts due under the Offer in respect of valid acceptances received under the Offer is Thursday, 16 May 2024.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Prior to Completion, save for the 6,600 KV Shares owned by Ms. Ou (representing approximately 23.22% of the total issued share capital of Keyview Ventures immediately before Completion), the Offerors and parties acting in concert with any one of them did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and before the commencement of the Offer Period (which commenced on 1 February 2024 with the publication of the Joint Announcement in relation to, among others, the Sale and Purchase Agreement and the Offer), the Offerors and parties acting in concert with any one of them, through Keyview Ventures, owned 1,050,000,000 Shares, representing 75% of the total issued share capital of the Company.

Immediately following Completion and before the commencement of the Offer (being the date of despatch of the Composite Document on 15 April 2024), the Offerors and parties acting in concert with any one of them, through Keyview Ventures, owned 1,050,000,000 Shares, representing 75% of the total issued share capital of the Company. Immediately after the close of the Offer, taking into account that the valid acceptances in respect of a total of 745,000 Offer Shares under the Offer, the Offerors and parties acting in concert with any one of them are interested in an aggregate of 1,050,745,000 Shares, representing approximately 75.05% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offerors nor any parties acting in concert with any one of them (i) held, controlled or had direction over any Shares or rights over the Shares immediately before and during the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement; nor (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (a) immediately after the Completion and before the Offer Period; (b) immediately after the Completion and before the commencement of the Offer; and (c) immediately after the close of the Offer and as at the date of this joint announcement:

Shareholders	Immediately before the commencement of the Offer Period		Immediately after the Completion and before the commencement of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Percentage of shareholding (%)</i>	<i>Number of Shares</i>	<i>Percentage of shareholding (%)</i>	<i>Number of Shares</i>	<i>Percentage of shareholding (%)</i>
	Keyview Ventures ( <i>Note</i> )	1,050,000,000	75.00	1,050,000,000	75.00	1,050,745,000
Public Shareholders	350,000,000	25.00	350,000,000	25.00	349,255,000	24.95
	<u>1,400,000,000</u>	<u>100.00</u>	<u>1,400,000,000</u>	<u>100.00</u>	<u>1,400,000,000</u>	<u>100.00</u>

*Note:* Prior to Completion, Keyview Ventures was owned as to 24.53% by Mr. KW Lai, 24.53% by Top Ocean, 23.22% by Ms. Ou, 19.02% by Mr. Yu, 4.75% by Ms. Li, 2.87% by Mr. Ho and 1.08% by Mr. Eldon Lai. Immediately after the Completion and as at the date of this joint announcement, Keyview Ventures was owned as to 38% by Mr. Zhong, 32% by Ms. Ou, 15% by Mr. Zhong JZ and 15% by Mr. Zhong RZ, respectively.

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, 349,255,000 Shares, representing approximately 24.95% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules is not satisfied. The Offerors have undertaken to the Stock Exchange to take appropriate steps, including but not limited to, engaging a placing agent for the possible placement of new Shares and/or existing Shares and/or possible disposal on the open market such number of Shares to independent third parties.

An application has been made to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules. The Offerors and the Company will take appropriate steps as soon as practicable to restore the required minimum public float. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

**Mr. Zhong Yuhua**

鍾育華

**Ms. Ou Honglian**

歐紅蓮

**Mr. Zhong Juzhi**

鍾舉至

**Mr. Zhong Rongzhi**

鍾榮至

By order of the Board of  
**Winning Tower Group Holdings Limited**

**Lai King Wah**

*Chairman and Executive Director*

Hong Kong, 6 May 2024

*As at the date of this joint announcement, the executive Directors are Mr. Lai King Wah, Mr. Lai Ho Yin Eldon and Mr. Ho Timothy Kin Wah; the non-executive Directors are Mr. Yu Ting Hei, Mr. Wong Wang Leong and Ms. Ou Honglian; and the independent non-executive Directors are Mr. Chau Chun Wai, Mr. Lo Sun Tong and Mr. Lam Lai Kiu Kelvin.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offerors and parties acting in concert with any one of them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offerors (in their capacity as an Offeror) and parties acting in concert with any one of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the Offerors are Mr. Zhong Yuhua, Ms. Ou Honglian, Mr. Zhong Juzhi and Mr. Zhong Rongzhi. The Offerors accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vendors and the Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <https://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at [www.wtgl.hk](http://www.wtgl.hk).*