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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of WINDMILL Group Limited.*

**GREAT SEASON  
VENTURES LIMITED**

*(Incorporated in BVI  
with limited liability)*

**LIANTENG GROUP  
LIMITED**

*(Incorporated in BVI  
with limited liability)*

**REN GUISHENG**

**WINDMILL GROUP  
LIMITED**  
**(海鑫集團有限公司)**

*(Incorporated in the Cayman Islands  
with limited liability)  
(Stock code: 1850)*

## **JOINT ANNOUNCEMENT**

# **DESPATCH OF COMPOSITE DOCUMENT RELATING TO THE MANDATORY UNCONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF THE JOINT OFFERORS TO ACQUIRE ALL THE ISSUED SHARES OF WINDMILL GROUP LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE JOINT OFFERORS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

**Financial Advisers to the Joint Offerors**



**結好融資有限公司**  
GET NICE CAPITAL LIMITED

**VEDA | CAPITAL**  
**智略資本**

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



**首控集團**  
CHINA FIRST CAPITAL GROUP  
**FIRST CAPITAL INTERNATIONAL  
FINANCE LIMITED**

Reference is made to (i) the joint announcement issued by Great Season Ventures Limited, Lianteng Group Limited, Mr. Ren Guisheng (collectively, the “**Joint Offerors**”), and WINDMILL Group Limited (the “**Company**”) dated 19 August 2021 (the “**Joint Announcement**”) in relation to, among other things, the mandatory unconditional cash offer by Get Nice Securities Limited for and on behalf of the Joint Offerors to acquire all the issued shares of the Company (other than those already owned by the Joint Offerors and parties acting in concert with any of them) (the “**Offer**”); (ii) the joint announcement issued by the Joint Offerors and the Company dated 9 September 2021 in relation to the delay in despatch of the composite offer document and response document in relation to, among other things, the Offer (the “**Composite Document**”), and the accompanying Form of Acceptance; and (iii) the Composite Document and Form of Acceptance jointly issued by the Joint Offerors and the Company on 17 September 2021. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document together with the Form of Acceptance, containing, among other things, (i) details of the Offer (including the expected timetable); (ii) the letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer, have been despatched to the Independent Shareholders on 17 September 2021 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The timetable set out below, is indicative only and may be subject to change. Any change to the timetable will be jointly announced by the Joint Offerors and the Company as and when appropriate. Unless otherwise specified, all times and dates contained in this joint announcement refer to Hong Kong local time and dates.

Event	Time & Date 2021
Despatch date of the Composite Document and the accompany Form of Acceptance and the commencement date of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 17 September
Latest time and date for acceptance of the Offer ( <i>Notes 2 and 3</i> ) . . . . .	4:00 p.m. on Friday, 8 October
Closing Date ( <i>Notes 2 and 3</i> ) . . . . .	Friday, 8 October
Announcement of the results of the Offer (or its extension or revision, if any) on the website of the Stock Exchange ( <i>Note 2</i> ) . . . . .	by 7:00 p.m. on Friday, 8 October
Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer ( <i>Notes 4 and 5</i> ) . . . . .	Wednesday, 20 October

*Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in the section headed “5. Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will be closed for acceptances on the Closing Date. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Friday, 8 October 2021 unless the Joint Offerors revise or extend the Offer in accordance with the Takeovers Code. The Joint Offerors and the Company will jointly issue an announcement through the websites of the Stock Exchange by no later than 7:00 p.m. on Friday, 8 October 2021, stating whether the Offer has been extended, revised or has closed for acceptance. In the event that the Joint Offerors decide to extend or revise the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
3. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable in respect of acceptance of the Offer will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven Business Days following the date of receipt by the Registrar of the duly completed Form of Acceptance and all requisite documents to render the acceptance under the Offer complete and valid in accordance with the Takeovers Code.
5. If there is a tropical cyclone warning signal number 8 or above, or a “black rainstorm warning”, or “extreme conditions” caused by super typhoons:
  - (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the posting of remittances will remain on the same Business Day; or
  - (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer or the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Joint Offerors and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## IMPORTANT

**Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, including the recommendation from the Independent Board Committee and the letter from the Independent Financial Adviser, before deciding whether to accept the Offer or not.**

By order of the board of  
**Great Season Ventures Limited**  
**Jiang Jianhui**  
*Sole Director*

By order of the board of  
**Lianteng Group Limited**  
**Yu Lixiong**  
*Sole Director*

**Ren Guisheng**

By order of the board of  
**WINDMILL Group Limited**  
**Li Shing Kuen Alexander**  
*Chairman and  
Chief Executive Officer*

Hong Kong, 17 September 2021

*As at the date of this joint announcement, the Board comprises (i) Mr. Li Shing Kuen Alexander and Mr. Ma Ting Wai Barry as executive Directors; (ii) Mr. Chan Ming Fai as non-executive Director; and (iii) Mr. Pun Kin Wa, Mr. Tsang Man Biu and Mr. Lwee Kwok Tung Louis as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Joint Offerors and the Joint Offerors' Concert Parties), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinion(s) expressed by any of the Joint Offerors and/or any directors of the Joint Offerors) 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 in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of Great Season is Mr. Jiang Jianhui. The sole director of the Great Season accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, Lianteng Group and Mr. Ren), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors, sole director of Lianteng Group and Mr. Ren) 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 sole director of Lianteng Group is Mr. Yu Lixiong. The sole director of the Lianteng Group accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, Great Season and Mr. Ren), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors, sole director of Great Season and Mr. Ren) 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.*

*Mr. Ren accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, Great Season and Lianteng Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Directors, sole director of Great Season and sole director of Lianteng Group) 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.*

*The English text of this joint announcement shall prevail over its Chinese text.*