

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.

Lapco Holdings Limited **立高控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8472)

INSIDE INFORMATION **DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by Lapco Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE DISPOSAL

The board (the “**Board**”) of directors (“**Directors**”) of the Company wishes to inform the shareholders of the Company and potential investors that, the Company has been notified by Gold Cavaliers International Limited (“**Gold Cavaliers**”), a controlling shareholder (as defined in the GEM Listing Rules) of the Company, that on 11 October 2021 after trading hours, Gold Cavaliers has entered into an agreement to dispose of a total of 119,600,000 issued shares of the Company (the “**Share(s)**”), representing 29.90% of the total number of issued shares of the Company (the “**Disposal**”) to Ravarock Financial Group Limited (the “**Purchaser**”). The Company was further informed that the Purchaser is wholly owned by Mr. Cheung Chun Man Anthony (張俊文). To the best of the Company’s knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules).

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement and immediately prior to the completion of the Disposal, Gold Cavaliers is interested in 120,000,000 Shares, representing approximately 30.00% of the total issued share capital of the Company.

Upon completion of the Disposal which is expected to take place on or before 20 October 2021, (i) the Purchaser will be interested in 119,600,000 Shares, representing approximately 29.90% of the total issued share capital of the Company; (ii) Gold Cavaliers and Mr. Lam will be interested in 400,000 Shares, representing approximately 0.10% of the total issued share capital; and (iii) Gold Cavaliers and Mr. Lam will cease to be a controlling shareholder of the Company (as defined in the GEM Listing Rules) and the Purchaser will become a substantial shareholder of the Company (as defined in the Listing Rules), assuming that there is no change in the issued share capital of the Company before the completion of the Disposal.

Set out below is a summary of the shareholding structure of the Company immediately before and upon completion of the Disposal:

Name of shareholders	Immediately before completion of the Disposal		Upon completion of the Disposal	
	Number of shares	Approximate percentage in the total number of issued shares of the Company (Note 1)	Number of shares	Approximate percentage in the total number of issued shares of the Company (Note 1)
Gold Cavaliers (Note 2)	120,000,000	30.00%	400,000	0.10%
The Purchaser	–	–	119,600,000	29.90%
Tam Wai Tong	73,810,000	18.45%	73,810,000	18.45%
Other shareholders	206,190,000	51.55%	206,190,000	51.55%
Total	400,000,000	100%	400,000,000	100%

Note:

1. The percentages have been rounded up to two decimal places. Accordingly, the total percentage may not be equal to the apparent total percentage.
2. Gold Cavaliers is wholly owned by Max Super Holdings Limited (“**Max Super**”) acting as the trustee of the Lam Family Trust. The Lam Family Trust was established by Mr. Lam Pak Ling (“**Mr. Lam**”) an executive Director and chief executive officer of the Company and Ms. Wong Siu Fan, Beatrice as the settlors on 8 August 2016 as a discretionary trust for the benefit of themselves. By virtue of the Securities and Futures Ordinance, Mr. Lam is thus deemed to be interested in the shares in which Gold Cavaliers is interested.

After completion of the Disposal, Gold Cavaliers and Mr. Lam intend to dispose of the remaining 400,000 Shares in the open market to independent third party, and will cease to hold any shares in the Company.

The Company does not expect that the Disposal will have any material adverse effect on the operations of the Group.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Lapco Holdings Limited
Tam Yiu Shing, Billy
Executive Director and Company Secretary

Hong Kong, 11 October 2021

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Lam Pak Ling, Mr. Cai Weiming, Mr. Wong Tsz Chun, Jacky and Mr. Tam Yiu Shing, Billy; and three independent non-executive Directors, namely Mr. Mak Kwok Kei, Ms. Lam Kit Yan and Mr. Ho Kin Wai.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.lapco.com.hk.

In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.