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## **WINDMILL GROUP LIMITED**

**(海鑫集團有限公司)**

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

**(Stock Code: 1850)**

### **SECOND SUPPLEMENTAL ANNOUNCEMENT ON DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET COMPANY**

Reference is made to (1) the announcement of the Company dated 8 December 2022 (the “**Announcement**”) and (2) the supplemental announcement of the Company dated 18 January 2023 in relation to the Acquisition by the Purchaser (a wholly-owned subsidiary of the Company) of the Sale Shares pursuant to the Sale and Purchase Agreement. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Company would like to provide an update on the Acquisition in this announcement.

#### **COMPLETION OF THE SALE AND PURCHASE OF THE SALE SHARES**

The Completion took place on 30 December 2022. Pursuant to the terms of the Sale and Purchase Agreement, the Purchaser purchased 7,800 Shares at a consideration of HK\$17,550,000 subject to Adjustment.

#### **THE SUPPLEMENTAL AGREEMENT**

The Board announces that on 28 April 2023 (after trading hours), the Purchaser and the Vendor entered into a supplemental agreement (the “**Supplemental Agreement**”) to amend and modify certain terms of the Sale and Purchase Agreement, pursuant to which the period within which the Purchaser may elect (but is not obliged to) to exercise the Option to purchase all or part of the Option Shares was extended from 30 April 2023 to 31 July 2023 (the “**Extension**”). Apart from the Extension, the other terms and conditions of the Sale and Purchase Agreement shall continue to remain in full force and effect.

On the basis that (i) the Purchaser is not required to pay any consideration for the Extension and (ii) the exercise of the Option is a right and not an obligation of the Purchaser, the Directors are of the view that the terms of the Supplemental Agreement and the transactions contemplated thereunder, which have been agreed after arm's length negotiations, are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **LISTING RULES IMPLICATIONS**

When the Company exercises the Option, it will comply with the relevant Listing Rules. Further announcement(s) will be made by the Company in this regard as and when necessary.

By Order of the Board  
**WINDMILL Group Limited**  
**Liu Shihao**  
*Chairman*

Hong Kong, 28 April 2023

*As at the date of this announcement, the executive Director is Mr. Liu Shihao, Mr. Li Shing Kuen Alexander and Ms. Wang Ya; and the independent non-executive Directors are Mr. Yu Wai Chun, Mr. Li Ka Chun Gordon and Mr. Xian Gonghua.*