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## **Artini Holdings Limited**

**雅天妮集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 789)**

### **MONTHLY UPDATE ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcement of Artini Holdings Limited (the “**Company**”) dated 28 April 2023 (the “**Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Announcement.

#### **STATUS OF THE POSSIBLE TRANSACTION**

The Company wishes to provide updates to the shareholders and potential investors of the Company that, upon enquiry undertaken by the Company, as at the date of this announcement, (i) the discussion between the Potential Vendors and the Potential Purchaser in respect of the Possible Transaction is still on-going, (ii) the Potential Vendors and the Potential Purchaser entered into a non-disclosure agreement on 9 May 2023, following which the Potential Purchaser has commenced its due diligence review on the Group, which is expected to be completed on or before 31 August 2023.

Save for the investment intention agreement dated 27 April 2023 (the “**Intention Agreement**”) and the non-disclosure agreement dated 9 May 2023, no formal or legally binding agreement has been entered into between the Potential Vendors and the Potential Purchaser in respect of the Possible Transaction. The Company understands from the Potential Vendors that they have received from the Potential Purchaser the Intention Money under the Intention Agreement.

## **BLACK OUT PERIOD**

Pursuant to the Listing Rules, the Company shall publish its financial results for the year ended 31 March 2023 on or before 30 June 2023. The black out period during which the directors of the Company, including the Potential Vendors, being an executive Director and a company wholly owned by an executive Director, respectively, are prohibited from dealing with their shares in the Company has commenced on 28 April 2023 and will continue until after the date of the publication of the announcement for the final results. As the black out period has not commenced as on the date of the Intention Agreement (i.e., 27 April 2023), the aforesaid information was not disclosed in the Announcement. Nonetheless, the Company wishes to provide further information to the shareholders and potential investors of the Company that the black out period has commenced and that, even if the Potential Purchaser is satisfied with the due diligence review result during the black out period, the Potential Vendors and the Potential Purchaser will not proceed with the Formal Agreement until after the end of the blackout period.

## **MONTHLY ANNOUNCEMENTS**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should be made until announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code.

**If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.**

**WARNING: THERE IS NO ASSURANCE THAT THE POSSIBLE TRANSACTION WILL MATERIALISE OR EVENTUALLY BE CONSUMMATED AND THE RELEVANT DISCUSSIONS MAY OR MAY NOT LEAD TO A GENERAL OFFER UNDER RULE 26.1 OF THE TAKEOVERS CODE. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR STOCK BROKERS, BANK MANAGERS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS.**

By order of the Board  
**Artini Holdings Limited**  
**Tse Hoi Chau**  
*Chairman*

Hong Kong, 25 May 2023

*As at the date of this announcement, the executive directors of the Company are Mr. Tse Hoi Chau (Chairman), Ms. Yu Zhonglian and Mr. Tse Kin Lung; and the independent non-executive directors of the Company are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Ma Sai Yam.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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.*