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**Hong Kong Technology Venture Company Limited**  
**香港科技探索有限公司**

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*  
(Stock Code: 1137)

**CONDITIONAL CASH OFFER BY  
SOMERLEY CAPITAL LIMITED ON BEHALF OF  
HONG KONG TECHNOLOGY VENTURE COMPANY LIMITED  
TO BUY-BACK UP TO 100,000,000 SHARES  
AT HK\$2.15 PER SHARE;  
APPLICATION FOR WHITEWASH WAIVER;  
AND  
DESPATCH OF OFFER DOCUMENT**

**Financial Adviser to the Company**



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

**RAINBOW.**

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

**INTRODUCTION**

Reference is made to the announcement of Hong Kong Technology Venture Company Limited (the “**Company**”) dated 22 May 2024 and the offer document dated 14 June 2024 (the “**Offer Document**”) in relation to, among other things, the Offer and the Whitewash Waiver. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document containing, among other things, (i) detailed information relating to the Offer and the Whitewash Waiver; (ii) a letter from the Independent Board Committee containing its recommendation and advice to the Independent Shareholders as to whether the Offer and the Whitewash Waiver are fair and reasonable and as to acceptance and voting; (iii) a letter of advice from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders as to whether the Offer and the Whitewash Waiver are fair and reasonable and as to acceptance and voting; (iv) a property valuation report; and (v) a notice of EGM to consider and approve, if thought fit, the Offer and the Whitewash Waiver, together with the accompanying form of proxy and Form of Acceptance, has been despatched to the Shareholders on Friday, 14 June 2024 in accordance with the Codes.

Shareholders are advised to read the Offer Document carefully, before deciding whether or not to accept the Offer and/or to approve the resolutions in connection with the Offer and the Whitewash Waiver to be proposed at the EGM.

## **CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY**

The Register of Members will be closed from Thursday, 4 July 2024 to Tuesday, 9 July 2024 (both dates inclusive) to determine the entitlement to attend and vote at the EGM. During such period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 3 July 2024 for registration.

## **EXPECTED TIMETABLE**

The EGM will be convened and held at Ground Floor, HKTV Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 9 July 2024 at 10:00 a.m. for the purposes of considering and, if thought fit, approving the resolutions in respect of the Offer and the Whitewash Waiver.

The timetable set out below is indicative only and is subject to change. Any changes to the expected timetable will be announced by the Company.

<b>Event</b>	<b>Time &amp; Date</b>
Despatch of the Offer Document, notice of EGM, form of proxy and Form of Acceptance . . . . .	Friday, 14 June 2024
Latest time for lodging transfer of Shares to qualify for attendance at the EGM . . . . .	4:30 p.m. on Wednesday, 3 July 2024

<b>Event</b>	<b>Time &amp; Date</b>
Register of Members closes. . . . .	Thursday, 4 July 2024 to Tuesday, 9 July 2024 (both dates inclusive)
Latest time for lodging form of proxy for the EGM . . . . .	10:00 a.m. on Saturday, 6 July 2024
EGM ( <i>Note 2</i> ) . . . . .	10:00 a.m. on Tuesday, 9 July 2024
Announcement of results of the EGM . . . . .	no later than 7:00 p.m. on Tuesday, 9 July 2024
Latest time and date for lodging Forms of Acceptance and latest time for determining Shareholders' entitlement to participate in the Offer based on the records of the Register of Members ( <i>Note 3</i> ) . . . . .	4:00 p.m. on Tuesday, 23 July 2024
Closing date of the Offer ( <i>Note 3</i> ) . . . . .	Tuesday, 23 July 2024
Record Date . . . . .	Tuesday, 23 July 2024
Announcement of the results of the Offer on the website of the Stock Exchange. . . . .	no later than 7:00 p.m. on Tuesday, 23 July 2024
Latest date for (i) despatch of cheques to the Accepting Shareholders and (ii) if applicable, return of the Share certificates for those Shares tendered but not bought-back under the Offer ( <i>Note 4</i> ) . . . . .	Thursday, 1 August 2024

*Notes:*

1. The above timetable assumes that the Offer is approved by the Independent Shareholders at the EGM and the Conditions are satisfied resulting in the Offer becoming unconditional on Tuesday, 9 July 2024.
2. If a tropical cyclone warning signal No. 8 or above is or is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" announced by the Government of Hong Kong is or is expected to be in force at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company may post an announcement on the respective websites of the Stock Exchange and the Company to notify the Shareholders of the date, time and venue of the reconvened meeting.
3. The Executive has agreed, subject to the approval of the Independent Shareholders for the Offer and the Whitewash Waiver at the EGM by way of poll, to waive any obligation of Top Group to make a general offer which might result from completion of the Offer. Assuming that the resolutions relating to the Offer and the Whitewash Waiver will be approved by the Independent Shareholders and the Offer has become unconditional on Tuesday, 9 July 2024, being the date of the EGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.

4. Remittance for the total amounts due to the Accepting Shareholders under the Offer (subject to deduction of seller's *ad valorem* stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company no later than 7 Business Days after the close of the Offer.
5. All references to dates and time contained in this announcement refer to Hong Kong dates and time.

## **WARNING**

**Shareholders and potential investors should note that the Offer is subject to all of the Conditions being fulfilled in full, and, therefore, may or may not become unconditional and the Offer may or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.**

By order of the Board  
**Hong Kong Technology Venture Company Limited**  
**Wong Nga Lai, Alice**  
*Executive Director, Group Chief Financial Officer and  
Company Secretary*

Hong Kong, 14 June 2024

*As at the date of this announcement, the Board comprises:*

*Executive Directors:*

Mr. Cheung Chi Kin, Paul (*Chairman*)  
Mr. Wong Wai Kay, Ricky (*Vice Chairman and Group Chief Executive Officer*)  
Ms. Wong Nga Lai, Alice (*Group Chief Financial Officer and Company Secretary*)  
Mr. Lau Chi Kong (*Chief Executive Officer (International Business)*)  
Ms. Zhou Huijing (*Chief Executive Officer (Hong Kong)*)

*Independent Non-executive Directors:*

Mr. Lee Hon Ying, John  
Mr. Peh Jefferson Tun Lu  
Mr. Mak Wing Sum, Alvin  
Mr. Ann Yu Chiu Andy

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