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CENTURY PLAZA

新都酒店

## **CENTURY PLAZA HOTEL GROUP**

(FORMERLY KNOWN AS GREATWALLE INC.)

**新都酒店集團**

(原名為長城匯理公司)

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

**(Stock Code: 8315)**

### **INSIDE INFORMATION WINDING UP PETITION**

This announcement is made by Century Plaza Hotel Group (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 PETITION**

A winding-up petition against the Company (the “**Petition**”), dated 14 August 2024 was filed by the promissory note holder of the Company, a former director and the former controlling shareholder of the Company, Mr. Fu Yik Lung (the “**Petitioner**”) to the High Court of the Hong Kong Administrative Region allegedly based on an alleged outstanding indebtedness in the sum of HK\$8,960,419.35, representing the outstanding principal amount of HK\$7,950,000 of the promissory notes allegedly issued by the Company to the Petitioner on 6 May 2016 and accrued interest thereon on 31 July 2023 and up to 22 July 2024 of HK\$1,010,419.35. The hearing of the Petition is fixed to be heard on Wednesday, 23 October 2024.

## THE EFFECT OF THE PETITION UNDER THE APPLICABLE LAWS AND REGULATIONS

In accordance with section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies Winding Up Ordinance**”), if the Company is ultimately wound up as a result of the Petition, any disposition of the property directly held by the Company (for the avoidance of doubt excluding property owned by subsidiaries of the Company), including things in action, and any transfer of shares, or alteration in the status of the members of the Company, after the commencement date of the winding up, namely the date of the presentation of the Petition (that is, 14 August 2024) (the “**Commencement Date**”), will be void unless a validation order is obtained from the High Court. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed.

## TRANSFER OF SHARES OF THE COMPANY

Given the effect of section 182 of the Companies Winding-Up Ordinance, the board of directors of the Company (the “**Board**”) wishes to remind the shareholders and potential investors of the Company that the transfer of the shares in the Company made on or after the Commencement Date would be void absent the validation order from the High Court if the Company is ultimately wound up as a result of the Petition. In view of the uncertainties that may arise in relation to the transfer of shares of the Company, by the circular dated 28 December 2016 issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding-up petition has been presented, HKSCC may, at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares of the Company for participant(s) who conduct share transfers through HKSCC (“**Participant(s)**”). This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not re-registered in HKSCC Nominee Limited’s name will be returned to the relevant Participant. HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account. These measures would generally cease to apply from the date when the Petition has been dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

The Petition was filed with the High Court only as an application for the winding-up of the Company as at the date of this announcement no winding-up order has been granted to wind up the Company.

## **ACTIONS TO BE TAKEN BY THE COMPANY**

The Company is in the course of actively seeking legal advice in respect of the Petition and will consider to oppose the Petition.

Further announcement(s) in relation to any material development of the Petition will be made by the Company as and when appropriate.

## **CONTINUED SUSPENSION OF TRADING**

At the request by the Company, trading in the shares of the Company on the GEM of the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 July 2024 and will continue to be suspended until further notice.

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

By order of the Board  
**Century Plaza Hotel Group**  
**Song Xiaoming**  
*Chairman and Executive Director*

Hong Kong, 20 August 2024

*As at the date of this announcement, the executive Directors are Mr. Song Xiaoming (Chairman), Ms. Song Shiqing and Mr. Su Congyue, the non-executive Directors is Mr. Lam Wing Yiu, and the independent non-executive Directors are Mr. Zhao Jinsong, Mr. Li Zhongfei and Mr. Liu Chengwei.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain in the “Latest Company Announcements” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its posting and on the website of the Company at [www.greatwalle.cn](http://www.greatwalle.cn).*