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Liu Guanzhou

**Wuxi Life International Holdings Group Limited**

悟喜生活國際控股集團有限公司

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

**(Stock Code: 8148)**

## **JOINT ANNOUNCEMENT**

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY  
EMPEROR CORPORATE FINANCE LIMITED  
ON BEHALF OF THE OFFEROR TO ACQUIRE ALL ISSUED SHARES  
OF WUXI LIFE INTERNATIONAL HOLDINGS GROUP LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES  
ACTING IN CONCERT WITH HIM);  
(2) RESULTS OF THE OFFER;  
(3) SETTLEMENT OF THE OFFER; AND  
(4) PUBLIC FLOAT OF THE COMPANY**

**Financial Adviser to the Offeror**



**英皇企業融資**  
Emperor Corporate Finance

References are made to (i) the joint announcements issued by Mr. Liu Guanzhou (the “**Offeror**”) and Wuxi Life International Holdings Group Limited (the “**Company**”) dated 14 August 2024 and 4 September 2024; and (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 4 September 2024, in relation to, among other things, the mandatory unconditional cash offer to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him) (the “**Composite Document**”). Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF OFFER**

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Wednesday, 25 September 2024, and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Wednesday, 25 September 2024, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received 4 valid acceptances in respect of a total of 11,051,600 Offer Shares under the Offer (representing approximately 2.89% of the issued Shares as at the date of this joint announcement).

Taking into account the valid acceptances in respect of 11,051,600 Offer Shares received under the Offer, the Offeror and parties acting in concert with him are interested in an aggregate of 280,509,750 Shares, representing approximately 73.47% of the entire issued share capital of the Company as at the date of this joint announcement.

## **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptance of the Offer) payable for the Offer Shares tendered under the Offer have been or will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk within seven (7) Business Days after the date of receipt by the Registrar of all relevant documents of title to render such acceptance complete and valid in accordance with the Takeovers Code.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before the completion of the Rights Issue, the Offeror and parties acting in concert with him owned 37,000,000 Shares, representing approximately 29.07% of the total issued share capital of the Company prior to the issue of 254,528,000 Rights Shares under the Rights Issue.

Immediately following the completion of the Rights Issue (after the Final Allocation) and before the commencement of the Offer Period (i.e. 14 August 2024), the Offeror and parties acting in concert with him are interested in an aggregate of 269,458,150 Shares (comprising 37,000,000 Shares held by the Offeror and 232,458,150 Rights Shares (after the Final Allocation) issued to the Offeror upon completion of the Rights Issue), representing approximately 70.58% of the total issued shares capital of the Company as enlarged by the issue of 254,528,000 Rights Shares.

Immediately after the close of the Offer on 25 September 2024 and as at the date of this joint announcement, taking into account the valid acceptances in respect of 11,051,600 Offer Shares received under the Offer, the Offeror and parties acting in concert with him are interested in an aggregate of 280,509,750 Shares, representing approximately 73.47% of the entire issued share capital of the Company.

Save for the abovementioned, the Offeror and parties acting in concert with him had not (i) acquired or agreed to acquire any Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period up to and including the date of this joint announcement; or (ii) borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before the completion of the Rights Issue; (ii) immediately after the completion of the Rights Issue and before the commencement of the Offer Period (i.e. 14 August 2024); and (iii) immediately after the close of the Offer (subject to the due registration by the Registrar of the transfer of the valid acceptances of the Offer Shares acquired under the Offer to the Offeror):

	Immediately before the completion of the Rights Issue		Immediately after the completion of the Rights Issue and the before commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>No. of Shares</i>	<i>% (Note 2)</i>	<i>No. of Shares</i>	<i>% (Note 2)</i>	<i>No. of Shares</i>	<i>% (Note 2)</i>
Mr. Liu Guanzhou ( <i>Note 1</i> )	37,000,000	29.07	269,458,150	70.58	280,509,750	73.47
Offeror and parties acting in concert with him	37,000,000	29.07	269,458,150	70.58	280,509,750	73.47
Mr. Zhang Dong ( <i>Note 3</i> )	14,356,595	11.28	14,356,595	3.76	14,356,595	3.76
Other public Shareholders	75,907,405	59.65	97,977,255	25.66	86,925,655	22.77
<b>Total</b>	<b>127,264,000</b>	<b>100.00</b>	<b>381,792,000</b>	<b>100.00</b>	<b>381,792,000</b>	<b>100.00</b>

*Notes:*

1. Mr. Liu Guanzhou is the chairman of the Board and an executive director of the Company.
2. Certain percentages included in the above table have been subject to rounding adjustments.
3. Based on publicly available information, as at the date of this announcement, Mr. Zhang Dong directly held approximately 3.76% of the issued share capital of the Company. Mr. Zhang Dong is an Independent Third Party and the 14,356,595 Shares held by him are regarded as Shares held by public Shareholders.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offer, 101,282,250 Shares, representing approximately 26.53% of the issued Shares, were held by the public (within the meaning of the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company complies with the minimum public float requirement of 25% under Rule 11.23(7) of the GEM Listing Rules.

**Liu Guanzhou**

By order of the Board  
**Wuxi Life International Holdings Group Limited**  
**Choi Pun Lap**  
*Director*

Hong Kong, 25 September 2024

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

*Executive Directors:*

Mr. Liu Guanzhou (*Chairman*)

Ms. Liu Xingmei

Mr. Choi Pun Lap

*Non-executive Directors:*

Ms. Li Hui Ling

*Independent non-executive Directors:*

Mr. Fu Yan Ming

Ms. Lam Yuen Man Maria

*All Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Offeror and parties acting in concert with him) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*The Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than those relating to the Company and their associates and parties acting in concert with any of them (excluding the Offeror)) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Company (excluding the Offeror in his capacity as such)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at [www.hkex.com.hk](http://www.hkex.com.hk) for at least 7 days from the date of its publication and on the website of the Company at [www.wuxilife.com.hk](http://www.wuxilife.com.hk).*