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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Hephaestus Holdings Limited.*

**Hong Kong Jun Tai Ting  
Investment Company Limited**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**Hephaestus Holdings Limited**

**客思控股有限公司**

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

**(Stock code: 8173)**

**JOINT ANNOUNCEMENT**

**(1) CLOSE OF THE MANDATORY  
UNCONDITIONAL CASH OFFER BY**



**FOR AND ON BEHALF OF  
HONG KONG JUN TAI TING INVESTMENT COMPANY LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES IN  
HEPHAESTUS HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
AND/OR TO BE ACQUIRED BY  
HONG KONG JUN TAI TING INVESTMENT COMPANY LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT);**

**(2) RESULTS OF THE OFFER;  
(3) SETTLEMENT OF THE OFFER; AND  
(4) PUBLIC FLOAT**

**Financial adviser to the Offeror**



**Financial adviser to the Company**



## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 18 January 2022 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer, valid acceptances had been received in respect of a total of 4,121,271 Offer Shares, representing approximately 1.91% 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 Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date of posting of remittance in respect of valid acceptances received under the Offer is Thursday, 27 January 2022.

## **PUBLIC FLOAT OF THE SHARES**

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Offer (in respect of which valid acceptances were received), 52,277,887 Shares, representing approximately 24.28% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company does not satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules. As such, the Company has made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules. Appropriate steps will be taken by the Company and the Offeror to ensure public float of the Company will be restored as soon as practicable.

References are made to (i) the announcement dated 6 December 2021 jointly issued by Hong Kong Jun Tai Ting Investment Company Limited (the “**Offeror**”) and Hephaestus Holdings Limited (the “**Company**”) in relation to, among others, the Offer; and (ii) the composite offer and response document dated 28 December 2021 (the “**Composite Document**”) jointly issued by the Offeror and the Company in relation to the Offer. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 18 January 2022 (the “**Closing Date**”) and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer, valid acceptances had been received in respect of a total of 4,121,271 Offer Shares, representing approximately 1.91% 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 Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date of posting of remittance in respect of valid acceptances received under the Offer is Thursday, 27 January 2022.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before Completion and prior to the commencement of the Offer Period (i.e. 6 December 2021), the Offeror and parties acting in concert with it did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Upon Completion and immediately prior to commencement of the Offer Period, the Offeror and parties acting in concert with it were interested in a total of 158,947,368 Shares, representing approximately 73.81% of the entire issued share capital of the Company.

Taking into account the valid acceptances in respect of 4,121,271 Offer Shares under the Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer), immediately after the close of the Offer, the Offeror and parties acting in concert with it were interested in a total of 163,068,639 Shares, representing approximately 75.72% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; nor (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period. Further, neither the Offeror nor any parties acting in concert with it have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately after Completion and before the commencement of the Offer Period; and (ii) immediately after the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

## SHAREHOLDING STRUCTURE

	<b>Immediately after Completion and before the commencement of the Offer Period</b>		<b>Immediately after the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement</b>	
	<i>Number of Shares</i>	<i>% approximately</i>	<i>Number of Shares</i>	<i>% approximately</i>
Offeror and parties acting in concert with it	158,947,368	73.81	163,068,639	75.72
Other Shareholders	<u>56,399,158</u>	<u>26.19</u>	<u>52,277,887</u>	<u>24.28</u>
<b>Total</b>	<b><u>215,346,526</u></b>	<b><u>100.00</u></b>	<b><u>215,346,526</u></b>	<b><u>100.00</u></b>

## PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Offer (in respect of which valid acceptances were received), 52,277,887 Shares, representing approximately 24.28% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company does not satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules. As such, the Company has made an application to the Stock

Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules. Appropriate steps will be taken by the Company and the Offeror to ensure public float of the Company will be restored as soon as practicable.

For and on behalf of  
**Hong Kong Jun Tai Ting Investment  
Company Limited**  
**Zheng Lu**  
*Sole Director*

By order of the Board  
**Hephaestus Holdings Limited**  
**Chan Norman Enrique**  
*Executive Director*

Hong Kong, 18 January 2022

*As at the date of this joint announcement, the Board comprised two executive Directors, Mr. Chan Norman Enrique and Mr. Lee Alex Kam-fai and three independent non-executive Directors, Mr. Kwong U Hoi Andrew, Mr. Wong Jonathan and Mr. Chi Chi Hung Kenneth.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Offeror, Ms. Ye and parties acting in concert with any of them), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) 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 statements in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Zheng Lu.*

*The sole director of the Offeror and Ms. Ye jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group) 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 Directors) 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.*