

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of relevant laws of such jurisdiction.*

**SUPER DATE CO., LTD**

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

**VERTICAL INTERNATIONAL HOLDINGS LIMITED**

**弘浩國際控股有限公司**

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

**(Stock code: 8375)**

**JOINT ANNOUNCEMENT**

**(1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER  
BY GLORY SUN SECURITIES LIMITED  
FOR AND ON BEHALF OF SUPER DATE CO., LTD  
TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF  
VERTICAL INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED  
BY SUPER DATE CO., LTD AND/OR  
PARTIES ACTING IN CONCERT WITH IT); AND  
(2) RESULTS OF THE OFFER**

**Financial adviser to the Offeror**



**瓏盛資本有限公司**  
**Draco Capital Limited**

**Offer Agent**



**寶新證券有限公司**  
**GLORY SUN SECURITIES LIMITED**

Reference is made to the composite offer and response document jointly issued by Vertical International Holdings Limited (the “**Company**”) and Super Date Co., Ltd (the “**Offeror**”) dated 27 December 2024 (the “**Composite Document**”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Friday, 17 January 2025 and the Offer was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

At 4:00 p.m. on Friday, 17 January 2025, being the latest time and date for acceptance of the Offer, no valid acceptance under the Offer was received by the Offeror.

## **INTEREST OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES**

Immediately prior to the commencement of Offer Period, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and prior to the making of the Offer, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them held, controlled or directed an aggregate of 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company.

As no valid acceptance was received by the Offeror, immediately after the close of the Offer, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them held, controlled or directed an aggregate of 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company.

Save as disclosed above, none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them (i) held, controlled or directed any Shares or rights over Shares immediately before commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over any Shares during the Offer Period or (iii) had 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 the date of this joint announcement.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately following Completion and prior to the making of the Offer; and (ii) immediately upon the close of Offer and as at the date of this joint announcement:

| Shareholders                                      | Immediately following<br>Completion and prior to<br>the making of the Offer |   | Immediately upon<br>the close of the Offer |   |
|---|---|---|--|---|
|   | <i>Number of<br/>shares</i>   | <i>Approximate<br/>% of the<br/>interest held</i> | <i>Number of<br/>shares</i>                | <i>Approximate<br/>% of the<br/>interest held</i> |
| The Offeror and parties acting in concert with it | 188,150,000   | 65.33   | 188,150,000                                | 65.33   |
| Public Shareholders                               | 99,850,000  | 34.67   | 99,850,000                                 | 34.67   |
| Total   | <u>288,000,000</u>  | <u>100</u>  | <u>288,000,000</u>                         | <u>100</u>  |

## PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, 99,850,000 Shares, representing approximately 34.67% of the entire issued share capital of the Company are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

By order of the Sole Director  
**Super Date Co., Ltd**  
**Guo Fan**  
*Sole Director*

By order of the Board  
**Vertical International Holdings Limited**  
**Boon Ho Yin Henry**  
*Chairman*

Hong Kong, 17 January 2025

*As at the date of this announcement, the executive directors of the Company are Mr. Boon Ho Yin Henry, Ms. Chow Cheung Chu and Mr. Mai Junhui; and the independent non-executive directors of the Company are Mr. Liu Kwan, Mr. Chik Kin Man Paul, Mr. Wong Wai Leung, Mr. Deng Kaihong and Mr. Wu Yuantao.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions 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 statement contained in this joint announcement misleading.*

*As at the date of this joint announcement, the Offeror is beneficially and ultimately wholly-owned by Mr. Guo Fan (郭凡). The sole director of the Offeror is Mr. Guo Fan (郭凡).*

*Mr. Guo Fan (郭凡) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than the opinion 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 contained in this joint announcement misleading.*

*The English text of this joint announcement shall prevail over its Chinese text in case of inconsistency.*