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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
DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO 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)**

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**

Independent Financial Adviser to the Independent Board Committee



**建泉融資有限公司
VBG Capital Limited**

References are made to (i) the joint announcement dated 5 December 2024 (the “**Joint Announcement**”) issued by Vertical International Holdings Limited (the “**Company**”) and Super Date Co., Ltd (the “**Offeror**”) in relation to the mandatory unconditional cash offer by Glory Sun Securities Limited for and on behalf of the Offeror to acquire all the issued shares in the share capital of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it); and (ii) the composite offer and response document dated 27 December 2024 jointly issued by the Company and the Offeror (the “**Composite Document**”) together with the accompanying forms of acceptances. Unless otherwise defined, capitalised terms herein shall have the same meaning as those defined in the Composite Document.

DESPATCH OF COMPOSITE DOCUMENT

The Composite Document setting out, amongst other things, (i) the details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer; and (iv) the relevant form(s) of acceptance and transfer, have been despatched to the Shareholders on 27 December 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying form(s) of acceptance and transfer are also available on the websites of the Stock Exchange and the Company.

EXPECTED TIMETABLE

The timetable set out below, as reproduced from the Composite Document, is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. All dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of this Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Friday, 27 December 2024
Latest time and date for acceptance of the Offer (<i>Notes 2 and 3</i>)	4:00 p.m. on Friday, 17 January 2025
Closing Date (<i>note 2 and 3</i>)	Friday, 17 January 2025
Announcement of the results of the Offer, to be posted on the website of the Stock Exchange (<i>Note 2</i>).	no later than 7pm on Friday, 17 January 2025
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Note 4</i>)	Tuesday, 28 January 2025

Notes:

- (1) The Offer, which is unconditional in all respect, is made on the date of posting of this Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
- (2) In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days after the date of this Composite Document. The latest time and date for acceptance will be at 4:00 p.m. on Friday, 17 January 2025 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Friday, 17 January 2025 stating the results of the Offer and whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer, and the announcement regarding the extension of the Offer does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
- (3) Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (4) 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 no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the section headed "6. Right of Withdrawal" in Appendix I to this Composite Document for further information on the circumstances where acceptances may be withdrawn.

Save as mentioned above, if the latest time for the acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) of any change in the expected timetable as soon as possible.

WARNING

The Shareholders are encouraged to read the Composite Document and the accompanying form(s) of acceptance and transfer carefully, in particular (i) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer; and (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer therein, before deciding whether or not to accept the Offers or as to the action they should take. The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

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, 27 December 2024

As at the date of this announcement, the executive Directors are Mr. Boon Ho Yin Henry and Ms. Chow Cheung Chu; and the independent non-executive Directors are Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung.

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.