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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

**(1) COMPLETION OF SALE AND PURCHASE OF SHARES IN
VERTICAL INTERNATIONAL HOLDINGS LIMITED;**

**(2) 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);

(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER; AND

(4) RESUMPTION OF TRADING

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**

THE SALE AND PURCHASE AGREEMENT

The Company was informed by the Vendors that, the Vendors and the Offeror entered into the Sale and Purchase Agreement on 22 November 2024 (after trading hours), pursuant to which, among other things, the Vendors have agreed to sell, and the Offeror has agreed to purchase, the Sale Shares, being 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company as at the date of this joint announcement, for a total consideration of HK\$57,479,825, equivalent to HK\$0.3055 per Sale Share.

Completion took place on the date of this joint announcement on 5 December 2024.

MANDATORY UNCONDITIONAL CASH OFFER

Immediately before Completion, the Offeror and parties acting in concert with it did not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in a total of 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror will therefore be required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it).

As at the date of this joint announcement, the Company has 288,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company, and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Glory Sun, on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

For each Offer ShareHK\$0.3055 in cash

The Offer Price of HK\$0.3055 per Offer Share is equal to the purchase price per Sale Share payable by the Offeror under the Sale and Purchase Agreement.

The principal terms of the Offer are set out under the section headed “Mandatory unconditional cash offer” below in this joint announcement.

The Offeror shall finance and satisfy the consideration payable under the Offer in full by way of its internal resources.

Draco Capital, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the amount of funds required for acceptance of the Offer in full in respect of the Offer Shares.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all independent non-executive Directors, namely, Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung, has been established to advise the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

With the approval by the Independent Board Committee, VBG Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to acceptance of the Offer.

COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document.

Accordingly, pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among 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, is required to be despatched by the Offeror and the Company jointly to the Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve in accordance with the Takeovers Code. It is expected that the Composite Document will be despatched on or before 26 December 2024.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the letter of recommendation from the Independent Board Committee to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer, before deciding whether or not to accept the Offer.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 25 November 2024 pending the release of this joint announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 6 December 2024.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Shareholders and potential investors of the Company of the Offer to be made.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee and the letter of advice from the Independent Financial Adviser in respect of the Offer.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares during the Offer Period. If the Shareholders and potential investors are in any doubt about their position, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

This joint announcement is made by the Company and the Offeror pursuant to the Takeovers Code and (in case of the Company) pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

The Company has been informed that on 22 November 2024 (after trading hours), the Vendors and the Offeror entered into the Sale and Purchase Agreement, pursuant to which, among other things, the Vendors have agreed to sell, and the Offeror has agreed to purchase, the Sale Shares for a total consideration of HK\$57,479,825, equivalent to HK\$0.3055 per Sale Share. Details of the Sale and Purchase Agreement are set out below.

SALE AND PURCHASE AGREEMENT

Date:

22 November 2024 (after trading hours)

Parties:

Vendor 1 : Vertical Technology Investment Limited

Vendor 2 : Mr. Boon

Offeror : Super Date Co., Ltd

The Offeror, its ultimate beneficial owner and parties acting in concert with any of them are third parties independent of and not connected with the Company and the Company's connected persons.

Subject of the Sale and Purchase Agreement

Pursuant to the Sale and Purchase Agreement, the Vendors have agreed to sell, and the Offeror has agreed to purchase, the Sale Shares, being 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company as at the date of this joint announcement, free from all Encumbrances and together with all rights attaching to them, including all rights to any dividend or other distribution declared, made or paid on or after the date of the Sale and Purchase Agreement.

Consideration for the Sale Shares

The total consideration for the Sale Shares is HK\$57,479,825 (representing HK\$0.3055 per Sale Share) which was agreed between the Offeror and the Vendors after arm's length negotiations with reference to the recent prices of the Shares traded on the Stock Exchange, the financial conditions of the Group and the current market conditions, and is payable in cash by the Offeror. As at the date of this joint announcement, an aggregate amount of HK\$57,479,825 has been paid by the Offeror to the Vendors settling the consideration in full.

Completion

Completion took place on the date of this joint announcement on 5 December 2024.

Indemnity

The Vendors jointly and severally irrevocably and unconditionally guarantee and undertake that the existing subsidiaries of the Company as of the date of the Sale and Purchase Agreement will make scheduled repayment according to the loan documents entered into by the Group before the Completion Date. As at the date of this joint announcement, (i) there are no such loan documents entered into between the Group and the Shareholders, and thus no repayments are being made to the Shareholders, and (ii) there are no provisions under any existing loan documents entered into by the Group that will lead to repayment acceleration due to change in controlling shareholder.

In the case where, at any time on or after the Completion Date, (a) the Company is required to repay any loans granted to the Group before the Completion Date (regardless of whether or not the Company is a guarantor) or (b) the Company is required to assume any liability for the aforesaid loans, the Vendors jointly and severally irrevocably and unconditionally guarantee and undertake that the Vendors shall use their own funds to repay all such liabilities and related expenses arising from the aforesaid loans owed by the Group to the relevant banks or creditors, as indemnification. For avoidance of doubt, the Vendors jointly and severally irrevocably and unconditionally confirm that, if the Vendors use their own funds to repay the aforesaid liabilities and related expenses owed by the Group to the relevant banks or creditors, the Group and/or the Offeror shall not be required to make any payment to the Vendors, and the Vendors would not become a creditor of the Group and/or the Offeror.

MANDATORY UNCONDITIONAL CASH OFFER

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

Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror will therefore be required to make a mandatory unconditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it).

As at the date of this joint announcement, the Company has 288,000,000 Shares in issue. The Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company, and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Principal terms of the Offer

Glory Sun, on behalf of the Offeror and in compliance with the Takeovers Code, will make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

For each Offer ShareHK\$0.3055 in cash

The Offer Price of HK\$0.3055 per Offer Share is equal to the purchase price per Sale Share payable by the Offeror under the Sale and Purchase Agreement.

Comparisons of value

The Offer Price of HK\$0.3055 per Offer Share represents:

- (a) a premium of approximately 42.09% to the closing price of HK\$0.2150 per Share as quoted on the Stock Exchange on 22 November 2024, being the Last Trading Day;
- (b) a premium of approximately 71.24% to the average closing price of approximately HK\$0.1784 per Share as quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to and including the Last Trading Day;
- (c) a premium of approximately 87.77% to the average closing price of approximately HK\$0.1627 per Share as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (d) a premium of approximately 81.95% to the average closing price of approximately HK\$0.1679 per Share as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day;
- (e) a premium of approximately 14.85% to the audited consolidated net asset value attributable to Shareholders as at 31 December 2023 of approximately HK\$0.2660 (which was calculated by dividing the sum of the audited consolidated net asset value attributable to Shareholders as at 31 December 2023 (being the date to which the latest audited financial statements of the Company were made up) of approximately HK\$76.6 million by 288,000,000 Shares in issue as at the date of this joint announcement); and

- (f) a premium of approximately 17.23% to the unaudited consolidated net asset value attributable to Shareholders as at 30 June 2024 of approximately HK\$0.2606 (which was calculated by dividing the sum of the unaudited consolidated net asset value attributable to Shareholders as at 30 June 2024 (being the date to which the latest financial statements of the Company were made up) of approximately HK\$75.0 million by 288,000,000 Shares in issue as at the date of this joint announcement).

Highest and lowest Share prices

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the six-month period ended on the Last Trading Day were HK\$0.2150 per Share on 22 November 2024 (being the Last Trading Day) and HK\$0.1250 per Share on 24 June 2024, respectively.

Value of the Offer

As at the date of this joint announcement, there are 288,000,000 Shares in issue. Based on the Offer Price of HK\$0.3055 per Offer Share, the entire issued share capital of the Company is valued at HK\$87,984,000 and the Offer Shares are valued at HK\$30,504,175. Assuming the Offer is accepted in full by the Independent Shareholders and based on 99,850,000 Offer Shares, the total amount of cash required to effect the Offer in full will be HK\$30,504,175.

Confirmation of financial resources

The Offeror shall finance and satisfy the consideration payable under the Offer in full by way of its internal resources.

Draco Capital, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources will remain available to the Offeror to satisfy the amount of funds required for acceptance of the Offer in full in respect of the Offer Shares.

Effect of accepting the Offer

The Offer is unconditional in all respects and is not conditional upon acceptance being received in respect of a minimum number of Offer Shares or any other conditions.

By accepting the Offer, the Independent Shareholders will sell their Shares to the Offeror free from all Encumbrances and together with all rights attaching to them, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document. As at the date of this joint announcement, the Company does not have any dividends or distributions announced, declared, recommended or made but unpaid and the Company does not intend to declare any dividend and/or make any distributions before the close of the Offer.

Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as otherwise permitted under the Takeovers Code.

Stamp duty

The seller's Hong Kong ad valorem stamp duty on acceptance of the Offer at a rate of 0.10% of the consideration payable in respect of the relevant acceptance by the Independent Shareholder or if higher, the value of the Offer Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), will be deducted from the amount payable to the Independent Shareholder who accepts the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Independent Shareholder who accepts the Offer. The Offeror will bear the buyer's ad valorem stamp duty.

Payment

Pursuant to Rule 20.1 of the Takeovers Code, payment in cash in respect of the acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days after the date on which the duly completed acceptance of the Offer and the relevant documents of title of the Shares in respect of such acceptance are received by or for the Offeror to render each such acceptance of the Offer complete and valid pursuant to Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of cash consideration will be rounded up to the nearest cent.

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Draco Capital and their respective ultimate beneficial owner(s), directors, officers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers and/or seek legal advice. It is the responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such Overseas Shareholders in respect of such jurisdictions).

Any acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that the local laws and requirements have been complied with. If any Overseas Shareholder is in any doubt about his position, he should consult his professional adviser in the relevant jurisdiction.

Other arrangements

The Offeror confirms that as at the date of this joint announcement:

- (i) the Offeror, its ultimate beneficial owner(s), and/or parties acting in concert with any of them have not received any irrevocable commitment to accept the Offer;
- (ii) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, its ultimate beneficial owner(s) and/or any person acting in concert with any of them;
- (iii) save as to the indemnity as set out in the section headed “Indemnity” above, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind in relation to the shares of the Offeror or the Shares and which may be material to the Offer (as referred to in Note 8 to Rule 22 of the Takeovers Code);
- (iv) other than the Sale Shares, none of the Offeror, its ultimate beneficial owner(s) and/or parties acting in concert with any of them owns or has any control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives in respect of such securities of the Company;
- (v) other than the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner(s) and/or parties acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (vi) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror, its ultimate beneficial owner(s), and/or any person acting in concert with any of them has borrowed or lent;
- (vii) other than the consideration payable to the Vendors under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form provided by the Offeror, its ultimate beneficial owners or any parties acting in concert with any of them to the Vendors or any parties acting in concert with any of them in connection with the sale and purchase of the Sale Shares;

- (viii) save for the Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them on one hand, and (a) the Vendors and/or parties acting in concert with any of them and (b) the Company and its subsidiaries or associated companies on the other hand; and
- (ix) there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them on one hand, and any Shareholders on the other hand.

The Company confirms that, as at the date of this joint announcement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholders on the one hand; and the Company, its subsidiaries or associated companies on the other hand.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is incorporated in the Cayman Islands with limited liability and its Shares are listed on the GEM of the Stock Exchange.

The Group is principally engaged in the manufacturing and trading of chip type and radial lead type aluminium electrolytic capacitors in the PRC, and trading of a wider range of lighting products and electronic components including integrated circuits and semi-conductors such as diodes and transistors in Hong Kong and the PRC.

Set out below is a summary of certain unaudited consolidated financial information of the Company for the six months ended 30 June 2024 and audited consolidated financial information of the Company for the financial years ended 31 December 2023 and 2022 extracted from its interim reports for the six months ended 30 June 2024 and annual reports for the years ended 31 December 2023 and 2022, respectively:

	For the six months ended 30 June 2024 (unaudited) HK\$'000	For the year ended 31 December 2023 (audited) HK\$'000	2022 (audited) HK\$'000
Revenue	39,847	84,262	86,371
Profit/(Loss) before taxation	(56)	(11,850)	(19,028)
Profit/(Loss) for the year/period	(139)	(12,188)	(18,546)

	As at 30 June 2024 (unaudited) HK\$'000	As at 31 December 2023 (audited) HK\$'000	2022 (audited) HK\$'000
Consolidated net asset value attributable to owners of the Company	75,045	76,618	101,122

Shareholding structure of the Company

As at the date of this joint announcement, the authorised share capital of the Company was HK\$50,000,000 divided into 1,000,000,000 ordinary shares, and there are 288,000,000 Shares in issue.

The table below sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this joint announcement but before the Offer is made.

Shareholders	(i) Immediately before Completion		(ii) Immediately after Completion and as at the date of this joint announcement but before the Offer is made	
	Number of shares	Approximate % of the interest held	Number of shares	Approximate % of the interest held
Mr. Boon (<i>Note</i>)	188,150,000	65.33	—	—
The Offeror and parties acting in concert with it	—	—	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>

Note:

Vertical Technology Investment Limited held direct interests of 180,000,000 Shares. Vertical Technology Investment Limited is wholly and beneficially owned by Mr. Boon. Therefore, Mr. Boon is deemed to be interested in all the Shares held by Vertical Technology Investment Limited under the SFO. Mr. Boon also directly held 8,150,000 Shares of the Company.

As at the date of this joint announcement, the Directors did not have any interests in the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability. As at the date of this joint announcement, the Offeror is beneficially and ultimately wholly-owned by Mr. Guo Fan (郭凡) (“**Mr. Guo**”). The sole director of the Offeror is Mr. Guo.

As at the date of this joint announcement, Mr. Guo, aged 49, is a PRC citizen. Mr. Guo has over 10 years of experience in the areas of digital trade industry in the PRC, which encompasses not only the online promotion, transactions, and settlements of physical goods facilitated by information and communication technologies, but also the trade of digital services transmitted over information networks, such as voice and data networks. In 2007, Mr. Guo, as the founder and the shareholder, established Shenzhen Shengtang United Investment Company Limited, a company principally engaged in development in the digital trade industry. He is committed to the implementation and application of digital trade, as well as the development and popularisation of digital trade, leading various industries to enter the the digital trade field. Under Mr. Guo’s leadership, his company’s development team launched the instant messaging software application “Believe* (相信)” in 2019. “Believe” provides a channel for users with specialized expertise in various industries to realize income through their professional expertise, knowledge and abilities. Through the instant messaging services in “Believe”, users could charge for the professional services provided to other users. Mr. Guo graduated from NingXia University (寧夏大學) of the PRC in June 2014, majoring in art design (self-study undergraduate).

Being an investor in the digital trade industry, Mr. Guo always looks for any potential investment opportunity in the market. Mr. Guo realised that the Group is principally engaged in the manufacturing and trading of chip type and radial lead type aluminium electrolytic capacitors in the PRC, and trading of a wider range of lighting products and electronic components including integrated circuits and semi-conductors such as diodes and transistors in Hong Kong and the PRC. Besides the software development industry, Mr. Guo is of the view that the growth of the hardware manufacturing and electronic components trading market in the PRC is substantial as long as the PRC government continues to pursue international competitiveness in the field of hardware development. Having considered the above reasons, Mr. Guo considers that the acquisition of the Sale Shares would allow him to enter into the market of manufacturing and trading of hardware in the PRC.

Save as disclosed above, Mr. Guo has not acted as director in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas.

Immediately before Completion, none of the Offeror and parties acting in concert with it owns any Shares, convertible securities, options, warrants or derivatives in the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and all of them are third parties independent of the Group and its connected persons. Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it are interested in a total of 188,150,000 Shares, representing approximately 65.33% of the entire issued share capital of the Company.

FUTURE INTENTIONS OF THE OFFEROR REGARDING THE GROUP

Immediately following Completion, the Offeror becomes a controlling shareholder of the Company. It is the intention of the Offeror that the Group will continue with its existing principal businesses after the close of the Offer and will maintain the listing status of the Company on the Stock Exchange. The existing principal business of the Group includes the manufacturing and trading of aluminum electrolytic capacitors and trading of electronic components. The Offeror will conduct a review on the existing principal businesses and the financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. In this regard, the Offeror may look into business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Company. Should such corporate actions materialise, further announcement(s) will be made in accordance with the GEM Listing Rules as and when appropriate.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) discontinue the employment of any employees of the Group (save for changes in the composition of the board of directors of the Group as set out below); or (ii) re-deploy the fixed assets of the Group other than those in its ordinary and usual course of business. However, subject to the results of the review regarding the business and financial position of the Group, the Offeror reserves the right to make any changes that it deems necessary or appropriate to the Group's businesses and operations to increase the value of the Group.

Proposed change of Board composition

As at the date of this joint announcement, the Board comprises Mr. Boon Ho Yin Henry (Chief Executive Officer and Chairman) and Ms. Chow Cheung Chu as executive Directors, and Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung as independent non-executive Directors.

The Offeror intends to nominate new director(s) to the Board with effect from the earliest time permitted under the Takeovers Code. As at the date of this joint announcement, the Offeror has not determined the nomination of new director(s) of the Company. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and the GEM Listing Rules and further announcement(s) will be made as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on the GEM of the Stock after the close of the Offer. In the event that the public float of the Company falls below 25% following the close of the Offer, the sole director of the Offeror and the new Directors (who will be nominated by the Offeror and appointed as Directors) will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares following the close of the Offer.

If, upon closing of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, the Stock Exchange may exercise its discretion to suspend trading in the Shares.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all independent non-executive Directors, namely, Mr. Liu Kwan, Mr. Chik Kin Man Paul and Mr. Wong Wai Leung, has been established to advise the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

With the approval by the Independent Board Committee, VBG Capital Limited has been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to acceptance of the Offer.

COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular into the Composite Document.

Accordingly, pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among 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, is required to be despatched by the Offeror and the Company jointly to the Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve. It is expected that the Composite Document will be despatched on or before 26 December 2024.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the letter of recommendation from the Independent Board Committee to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer, before deciding whether or not to accept the Offer.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code which includes, among others, a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company or the Offeror are reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

The full text of Note 11 of Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 25 November 2024 pending the release of this joint announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 6 December 2024.

WARNING

This joint announcement is made in compliance with the Takeovers Code for the purpose of, among other things, informing the Shareholders and potential investors of the Company of the Offer to be made.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee and the letter of advice from the Independent Financial Adviser in respect of the Offer.

Shareholders and potential investors of the Company should exercise caution when dealing in the Shares during the Offer Period. If the Shareholders and potential investors are in any doubt about their position, they should consult their stockbroker, bank manager, solicitor or other professional advisers.

DEFINITION

In this joint announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a business day is a day on which the Stock Exchange is open for the transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Vertical International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8375)
“Completion”	completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement
“Completion Date”	the date on which Completion took place, being 5 December 2024
“Composite Document”	the composite offer and response document proposed to be jointly issued by or on behalf of the Offeror and the Company to the Shareholders in accordance with the Takeovers Code in respect of the Offer containing, among other things, the details of the Offer (accompanied by the acceptance and transfer forms) and the respective letters of advice from the Independent Financial Adviser and the Independent Board Committee

“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Draco Capital”	Draco Capital Limited, a licensed corporation permitted to carry out Type 6 (advising on corporate finance) regulated activity as defined under the SFO, which is the financial adviser to the Offeror in respect of the Offer
“Encumbrances”	any mortgage, charge, pledge, lien (otherwise than arising by statute or operation of law), hypothecation or other encumbrance, priority or security interest or other third party right, deferred purchase, title retention, leasing, sale-and-repurchase or sale-and-leaseback or trust arrangement whatsoever over or in any property, assets or rights of whatsoever nature and includes any agreement for any of the same
“Executive”	Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Glory Sun”	Glory Sun Securities Limited, a licensed corporation permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, which is the agent making the Offer on behalf of the Offeror
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising all independent non-executive Directors, formed to advise the Independent Shareholders in respect of the Offer
“Independent Financial Adviser”	VBG Capital Limited, a licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, who has been appointed as the independent financial adviser with the approval by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders regarding the Offer and as to acceptance

“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it
“Last Trading Day”	22 November 2024, the last full trading day for the Shares prior to the publication of this joint announcement
“Long Stop Date”	31 December 2024 or such other date as parties to the Sale and Purchase Agreement may agree in writing
“Offer”	the mandatory unconditional cash offer to be made by Glory Sun for and on behalf of the Offeror for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code
“Offer Period”	has the meaning ascribed to it under the Takeovers Code and commencing from 5 December 2024, being the date of this joint announcement
“Offer Price”	the price at which the Offer will be made, being HK\$0.3055 per Offer Share
“Offer Share(s)”	Share(s) other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it
“Offeror”	Super Date Co., Ltd, a company incorporated in the British Virgin Islands with limited liability
“Overseas Shareholder(s)”	Independent Shareholder(s) whose addresses, as shown on the register of members of the Company, are outside Hong Kong
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan for the purpose of this joint announcement
“Sale Share(s)”	an aggregate of 188,150,000 Shares beneficially owned by the Vendors immediately before Completion, representing approximately 65.33% of the entire issued share capital of the Company as at the date of this joint announcement

“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Sale and Purchase Agreement”	the Sale and Purchase Agreement dated 22 November 2024 entered into among the Vendors and the Offeror in respect of the Sale Shares
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers published by the SFC, as amended, supplemented or otherwise modified from time to time
“Vendor 1”	Vertical Technology Investment Limited, a company incorporated in the British Virgin Islands with limited liability, and wholly owned by Mr. Boon
“Vendor 2” or “Mr. Boon”	Mr. Boon Ho Yin Henry, the Chairman, Chief Executive Officer and Executive Director of the Company
“Vendors”	collectively, Vendor 1 and Vendor 2
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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, 5 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.