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CENTURY LEGEND (HOLDINGS) LIMITED
世紀建業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00079)

VOLUNTARY ANNOUNCEMENT
TRANSFER OF SHARES AMONGST
SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

This announcement is made by the Company on a voluntary basis.

The Board has been informed by ST (79), a substantial shareholder of the Company owning 88,275,577 Shares, representing approximately 27.07% of the entire issued share capital of the Company as at the date of this announcement, on the following proposed transfers:

(1) Proposed Szeto Transfer

Szeto (Amusement), a substantial shareholder of the Company, has proposed to transfer all of its 50,996,250 Shares, representing approximately 15.64% of the entire issued share capital of the Company to ST (79).

(2) Proposed Barsmark Transfer

Barsmark, a substantial shareholder of the Company, has proposed to transfer all of its 19,329,195 Shares, representing approximately 5.93% of the entire issued share capital of the Company to ST (79).

Upon completion of the Proposed Szeto Transfer and Proposed Barsmark Transfer, ST (79) will hold in aggregate 158,601,022 Shares, representing approximately 48.64% of the entire issued share capital of the Company. As advised by ST (79), the instruments of transfer and contract notes in respect of the Proposed Szeto Transfer and Proposed Barsmark Transfer are expected to be executed on or before 31 October 2024.

** For identification purpose only*

The Board has also been informed by each of Conba Investments, Ssky Investments and Fortune Ocean on the following proposed transfers if the Proposed Szeto Transfer and Proposed Barsmark Transfer materialized:

(3) Proposed Conba, Ssky and Fortune Ocean Transfers

Barsmark and ST (79), in aggregate holding 107,604,772 Shares representing approximately 33% of the entire issued share capital of the Company, are both wholly and beneficially owned by ST Investments, the issued share capital of which is beneficially owned as to one-third by each of (i) Conba Investments (a company wholly and beneficially owned by Mr. Tsang Chiu Mo Samuel (“Mr. Samuel Tsang”), an executive director and chairman of the Company); (ii) Ssky Investments (a company wholly and beneficially owned by Ms. Tsang Chiu Yuen Sylvia (“Ms. Sylvia Tsang”), an executive director of the Company); and (iii) Fortune Ocean (a company the entire issued capital of which is vested in Ms. Hui Win Si Cici and Ms. Hui Wun Gi as co-administrators of the estate of the late Mr. Tsang Chiu Ching (collectively “Two Ms. Hui”)).

Each of Conba Investments, Ssky Investments and Fortune Ocean has proposed to transfer each of its entire shareholding in ST Investments to Mr. Samuel Tsang, Ms. Sylvia Tsang and Two Ms. Hui respectively. As advised by each of Conba Investments, Ssky Investments and Fortune Ocean, the respective instruments of transfer on the Proposed Conba, Ssky and Fortune Ocean Transfers are intended to be executed on or before 31 October 2024.

The aforesaid proposed transfers will not involve any change in the composition of the Board and completion of any one or all of the aforesaid proposed transfers will have no effect on the business and operations of the Group.

ST (79) has applied to the SFC for, and the Executive has granted, a waiver from the obligations to make a general offer for the Shares of the Company arising as a result of the completion of the aforesaid proposed transfers pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

PROPOSED TRANSFERS

This announcement is made by the Company on a voluntary basis.

The Board has been informed by ST (79), a substantial shareholder of the Company owning 88,275,577 Shares, representing approximately 27.07% of the entire issued share capital of the Company as at the date of this announcement, on the following proposed transfers:

(1) Proposed Szeto Transfer

Szeto (Amusement), a substantial shareholder of the Company, has proposed to transfer all of its 50,996,250 Shares, representing approximately 15.64% of the entire issued share capital of the Company to ST (79).

(2) Proposed Barsmark Transfer

Barsmark, a substantial shareholder of the Company, has proposed to transfer all of its 19,329,195 Shares, representing approximately 5.93% of the entire issued share capital of the Company to ST (79).

Upon completion of the Proposed Szeto Transfer and Proposed Barsmark Transfer, ST (79) will hold in aggregate 158,601,022 Shares, representing approximately 48.64% of the entire issued share capital of the Company. As advised by ST (79), the instruments of transfer and contract notes in respect of the Proposed Szeto Transfer and Proposed Barsmark Transfer are expected to be executed on or before 31 October 2024.

Further to the above, the Board has also been informed by each of Conba Investments, Ssky Investments and Fortune Ocean on the following proposed transfers if the Proposed Szeto Transfer and Proposed Barsmark Transfer materialized:

(3) Proposed Conba, Ssky and Fortune Ocean Transfers

Barsmark and ST (79), in aggregate holding 107,604,772 Shares representing approximately 33% of the entire issued share capital of the Company, are both wholly and beneficially owned by ST Investments, the issued share capital of which is beneficially owned as to one-third by each of (i) Conba Investments (a company wholly and beneficially owned by Mr. Tsang Chiu Mo Samuel (“Mr. Samuel Tsang”), an executive director and chairman of the Company); (ii) Ssky Investments (a company wholly and beneficially owned by Ms. Tsang Chiu Yuen Sylvia (“Ms. Sylvia Tsang”), an executive director of the Company); and (iii) Fortune Ocean (a company the entire issued capital of which is vested in Ms. Hui Win Si Cici and Ms. Hui Wun Gi as co-administrators of the estate of the late Mr. Tsang Chiu Ching (collectively “Two Ms. Hui”)).

Each of Conba Investments, Ssky Investments and Fortune Ocean has proposed to transfer each of its entire shareholding in ST Investments to Mr. Samuel Tsang, Ms. Sylvia Tsang and Two Ms. Hui respectively. As advised by each of Conba Investments, Ssky Investments and Fortune Ocean, the respective instruments of transfer on the Proposed Conba, Ssky and Fortune Ocean Transfers are intended to be executed on or before 31 October 2024.

REASONS FOR AND EFFECTS OF THE PROPOSED TRANSFERS

(1) Proposed Szeto Transfer

Szeto (Amusement), a substantial shareholder of the Company, is wholly-owned by Szeto Investments, the issued share capital of which is wholly-owned by Szeto International. Ms. Szeto Yuk Lin (“Madam Szeto”) is wholly and beneficially interested in the entire issued share capital of Szeto International. Madam Szeto is the mother of Mr. Samuel Tsang, Ms. Sylvia Tsang and the late Mr. Tsang Chiu Ching whose estate has been vested in the Two Ms. Hui as co-administrators.

As advised by ST (79), the Proposed Szeto Transfer is made upon the request of Madam Szeto. Madam Szeto will procure Szeto (Amusement) to transfer 50,996,250 Shares to ST (79) which is beneficially owned by each of Mr. Samuel Tsang, Ms. Sylvia Tsang and the Two Ms. Hui, at the nominal consideration of HK\$1.00. After completion of the Proposed Szeto Transfer, Madam Szeto, Szeto International, Szeto Investments and Szeto (Amusement) will no longer have any interest in any Shares of the Company.

(2) Proposed Barsmark Transfer

ST (79) advised that the Proposed Barsmark Transfer is made to simplify the shareholding structure of ST Investments, which is the 100% holding company of both Barsmark and ST (79) and is therefore deemed to be interested in 107,604,772 Shares representing approximately 33% of the total issued share capital of the Company before the Proposed Szeto Transfer is materialized. After completion of the Proposed Barsmark Transfer, Barsmark will cease to have any interest in any Shares of the Company.

After completion of the Proposed Szeto Transfer and Proposed Barsmark Transfer, shareholding of ST (79) will be increased from 88,275,577 shares to 158,610,622 Shares, representing an increase from approximately 27.07% to approximately 48.64% of the total issued share capital of the Company. ST (79) will remain unchanged as the single largest shareholder of the Company.

(3) Proposed Conba, Ssky and Fortune Ocean Transfers

ST Investments, with its deemed interest in 107,604,772 Shares representing 33% of the total issued share capital of the Company before the Proposed Szeto Transfer is materialized, is beneficially owned as to one-third by each of Conba Investments, Ssky Investments and Fortune Ocean. Mr. Samuel Tsang and Ms. Sylvia Tsang are the sole directors and shareholders of Conba Investments and Ssky Investments respectively. Fortune Ocean was 100% owned by the late Mr. Tsang Chiu Ching (sibling of Mr. Samuel Tsang and Ms. Sylvia Tsang) whose estate has been vested in the Two Ms. Hui as co-administrators. As part of

simplifying the shareholding structure of the ultimate beneficiaries of ST Investments, each of Conba Investments, Ssky Investments and Fortune Ocean will transfer each of its entire shareholding in ST Investments to Mr. Samuel Tsang, Ms. Sylvia Tsang and Two Ms. Hui who are the ultimate beneficial shareholders of ST Investments respectively. After completion of Proposed Conba, Ssky and Fortune Ocean Transfers, Conba Investments, Ssky Investments and Fortune Ocean will no longer be deemed to be interested in any Shares of the Company.

The aforesaid proposed transfers will not involve any change in the composition of the Board and completion of any one or all of the aforesaid proposed transfers will have no effect on the business and operations of the Group.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Pursuant to Rule 26.1 of the Takeovers Code, the completion of the aforesaid proposed transfers might have triggered the requirement on the part of ST (79) to make a mandatory general offer for the Shares of the Company unless a waiver is granted by the Executive. In this regard, ST (79) has applied and the Executive has granted, a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligations on the part of ST (79) to make a general offer for the Shares of the Company which may have otherwise arisen as a result of the completion of the aforesaid proposed transfers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

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| “Barsmark” | Barsmark Investments Limited, an investment holding company incorporated in the British Virgin Islands, a wholly-owned subsidiary of ST Investments, a substantial shareholder of the Company owning 19,329,195 Shares, representing approximately 5.93% of the entire issued share capital of the Company as at the date of this announcement |
| “Board” | the board of Directors |
| “Company” | Century Legend (Holdings) Limited, a company incorporated in Bermuda with limited liability on 7 June 1993, the issued shares of which are listed on the Main Board of the Stock Exchange |
| “Conba Investments” or “Conba” | Conba Investments Limited, an investment holding company incorporated in the British Virgin Islands, wholly and beneficially owned by Mr. Tsang Chiu Mo Samuel, an executive director and chairman of the Company |
| “Director(s)” | the directors of the Company |
| “Executive” | the Executive Director of the Corporate Finance Division of the SFC, or any delegate of the Executive |
| “Fortune Ocean” | Fortune Ocean Limited, an investment holding company incorporated in the British Virgin Islands, the entire issued capital of which is vested in Ms. Hui Win Si Cici and Ms. Hui Wun Gi as co-administrators of the estate of the late Mr. Tsang Chiu Ching, sibling of Mr. Tsang Chiu Mo Samuel and Ms. Tsang Chiu Yuen Sylvia |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

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| “Proposed Barsmark Transfer” | Barsmark, a substantial shareholder of the Company, has proposed to transfer all of its 19,329,195 Shares, representing approximately 5.93% of the entire issued share capital of the Company to ST (79) |
| “Proposed Conba, Ssky and Fortune Ocean Transfers” | each of Conba Investments, Ssky Investments and Fortune Ocean has proposed to transfer each of its entire shares in ST Investments to Mr. Tsang Chiu Mo Samuel, Ms. Tsang Chiu Yuen Sylvia and the Two Ms. Hui as co-administrators of the estate of the late Mr. Tsang Chiu Ching respectively. |
| “Proposed Szeto Transfer” | Szeto (Amusement), a substantial shareholder of the Company, has proposed to transfer all of its 50,996,250 Shares, representing approximately 15.64% of the entire issued share capital of the Company to ST (79) |
| “SFC” | Securities and Futures Commission of Hong Kong |
| “Share(s)” | the ordinary share(s) of HK\$0.20 each in the share capital of the Company |
| “Ssky Investments” or “Ssky” | Ssky Investments Limited, an investment holding company incorporated in the British Virgin Islands, wholly and beneficially owned by Ms. Tsang Chiu Yuen Sylvia, an executive director of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “ST (79)” | ST (79) Investment Limited, an investment holding company incorporated in the British Virgin Islands, a wholly-owned subsidiary of ST Investments and a substantial shareholder of the Company owning 88,275,577 Shares, representing approximately 27.07% of the entire issued share capital of the Company as at the date of this announcement |
| “ST Investments” | ST Investments Holding Limited, an investment holding company incorporated in the British Virgin Islands, through two wholly-owned subsidiaries ST (79) and Barsmark holds 107,604,772 Shares in aggregate, representing approximately 33% of the entire issued share capital of the Company as at the date of this announcement |

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| “Szeto (Amusement)” | Szeto Investments Holdings (Amusement) Limited, an investment holding company incorporated in the British Virgin Islands, wholly and beneficially owned by Szeto Investments. It is a substantial shareholder of the Company owning 50,996,250 Shares, representing approximately 15.64% of the entire issued share capital of the Company as at the date of this announcement |
| “Szeto Investments” | Szeto Investments Holdings Limited, an investment holding company incorporated in the British Virgin Islands, wholly and beneficially owned by Szeto International |
| “Szeto International” | Szeto International Holdings Limited, an investment holding company incorporated in the British Virgin Islands, wholly and beneficially owned by Ms. Szeto Yuk Lin, mother of Mr. Tsang Chiu Mo Samuel, Ms. Tsang Chiu Yuen Sylvia and the late Mr. Tsang Chiu Ching |
| “Takeovers Code” | The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs |
| “Two Ms. Hui” | Ms. Hui Win Si Cici and Ms. Hui Wun Gi are the co-administrators of the late Mr. Tsang Chiu Ching’s estate and Ms. Hui Win Si Cici is the spouse of the late Mr. Tsang Chiu Ching and Ms. Hui Wun Gi is Ms. Hui Win Si Cici’s sibling |
| “%” | per cent. |

By Order of the Board
Century Legend (Holdings) Limited
Chu Ming Tak Evans Tania
Executive Director

Hong Kong, 21 October 2024

As at the date of this announcement, the Board comprises seven Directors, of which three are executive Directors, namely, Mr. Tsang Chiu Mo Samuel, Ms. Tsang Chiu Yuen Sylvia and Ms. Chu Ming Tak Evans Tania and four are independent non-executive Directors, namely Mr. Hui Yan Kit, Mr. Lau Pui Wing, Ms. Ho Ting Mei and Mr. Wu BinQuan .