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南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

**ANNOUNCEMENT PURSUANT TO
RULE 13.18 OF THE LISTING RULES**

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

THE FACILITY LETTER

The board of directors (the “**Board**”) of Nameson Holdings Limited (the “**Company**”) announces that on 27 June 2023, the Company as borrower and a bank as lender (the “**Lender**”) entered into a facility letter (the “**Facility Letter**”) relating to a three-year term loan facility of up to HK\$200,000,000.

**REQUIREMENTS RELATING TO SHAREHOLDING OF MR. WONG TING CHUNG
AND HIS FAMILY MEMBERS**

Pursuant to the Facility Letter, the Company has undertaken to the Lender that it shall procure that Wong’s family remains as the majority shareholder of the Company and maintains the management control of the Company.

As stated in the Facility Letter, Wong’s family means one or more of:

- (i) Mr. Wong Ting Chung, Mr. Wong Ting Chun and Mr. Wong Ting Kau;
- (ii) any family members of each of (i) above;
- (iii) any charitable foundation or company controlled by any of (i) and (ii) above;
- (iv) the executors and trustees of the estate of any of (i) and (ii) above; and
- (v) the trustees of any trust or trusts, the principal beneficiaries of which during their lifetimes are (i) and (ii) above.

As at the date of this announcement, (i) Mr. Wong Ting Chung is the beneficial owner of 200,000,000 shares of the Company; and (ii) as beneficiaries of Happy Family Trust, each of Mr. Wong Ting Chung, Mr. Wong Ting Chun and Mr. Wong Ting Kau is deemed to be interested in 1,500,000,000 shares of the Company held by Nameson Investments Limited, a wholly-owned subsidiary of Happy Family Assets Limited, whose entire issued share capital is held by the trustee of Happy Family Trust. Therefore, as at the date of this announcement, Mr. Wong Ting Chung, Mr. Wong Ting Chun and Mr. Wong Ting Kau collectively hold, directly or indirectly, approximately 74.6% of the issued share capital of the Company.

A breach of the above specific performance obligation will constitute an event of default under the Facility Letter and upon which the Lender may at any time declare that all accrued interest and any other sums payable under the Facility Letter shall be immediately due and payable.

The Company will, in compliance with Rule 13.21 of the Listing Rules, include appropriate disclosure in its interim and annual reports for so long as circumstances giving rise to the disclosure obligation under Rule 13.18 of the Listing Rules continue to exist.

By order of the Board of
Nameson Holdings Limited
Mr. Wong Wai Yue
Chairman

27 June 2023

As at the date of this announcement, the Board comprises Mr. Wong Wai Yue (Chairman), Mr. Man Yu Hin (Chief executive officer), Mr. Wong Ting Chun and Mr. Li Po Sing, as executive directors of the Company; and Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Kan Chung Nin, Tony SBS, JP, Mr. Fan Chun Wah, Andrew JP and Mr. Ip Shu Kwan, Stephen GBS, JP, as independent non-executive directors of the Company.