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Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**



This announcement is made pursuant to Rule 2.1 of the Takeovers Code. References are made to (i) the announcement dated 21 July 2023 jointly issued by Vision International Holdings Limited (the “**Company**”) and Mr. Lau Chi Wing James in relation to, among other things, the Offer (the “**Joint Announcement**”); and (ii) the joint announcement dated 24 July 2023 in relation to the completion of the Share Transfer Agreement. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Joint Announcement.

The Board would like to announce that the Independent Board Committee comprising Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun, each an independent non-executive Director, has been established to advise the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and whether the Offer is in the interests of the Independent Shareholders as a whole and as to the acceptance of the Offer.

Merdeka Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer and, in particular, as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from Merdeka Corporate Finance Limited and the recommendation of the Independent Board Committee will be included in the Composite Document relating to the Offer.

By order of the Board of
Vision International Holdings Limited
威誠國際控股有限公司
Mr. Ko Sin Yun
Chairman and Executive Director

Hong Kong, 26 July 2023

As at the date of this announcement, the executive Directors are Mr. Ko Sin Yun, Mr. Ko Man Ho, Mr. Cheng Ka Wing and Ms. Ng Hoi Yung Yo Yo; and the independent non-executive Directors are Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at <http://www.vision-holdings.com.hk/>.