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**Beaming Elite Holdings Limited**

*(incorporated in the British Virgin Islands  
with limited liability)*

**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)*

**JOINT ANNOUNCEMENT**

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY  
CHEONG LEE SECURITIES LIMITED FOR AND ON BEHALF OF  
BEAMING ELITE HOLDINGS LIMITED TO ACQUIRE ALL THE  
ISSUED SHARES OF VISION INTERNATIONAL HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED AND/OR AGREED  
TO BE ACQUIRED BY BEAMING ELITE HOLDINGS LIMITED);**
- (2) RESULTS OF THE OFFER;**
- (3) SETTLEMENT OF THE OFFER; AND**
- (4) PUBLIC FLOAT**

**Financial adviser to the Offeror**



**Offer agent to the Offeror**



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

**MESSIS 大有融資**

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Beaming Elite Holdings Limited (the “**Offeror**”) and Vision International Holdings Limited (the “**Company**”) dated 31 May 2024. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Composite Document.

## **CLOSE OF OFFER**

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 21 June 2024 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 21 June 2024, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror received two valid acceptances in respect of a total of 10,000 Offer Shares under the Offer, representing approximately 0.007% of the total issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and as at the date of this joint announcement, the Offeror and the parties acting in concert with it (including the Vendor) are interested in an aggregate of 75,048,000 Shares, representing approximately 55.41% of the total issued share capital of the Company.

## **SETTLEMENT OF THE OFFER**

Based on the two valid acceptances in respect of 10,000 Offer Shares under the Offer at the Offer Price of HK\$0.8483 per Offer Share, the total cash consideration for the Offer is HK\$8,483.

Remittances in respect of the cash consideration (after deducting the seller’s 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.

The latest date for posting of the remittances for amounts due under the Offer in respect of valid acceptances received under the Offer is Wednesday, 3 July 2024.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately after the Completion and prior to the commencement of the Offer Period (which commenced on 12 April 2024 with the publication of the Joint Announcement), save for (i) the 74,038,000 Shares held by the Offeror immediately following the Completion; (ii) the 1,000,000 Shares held by the Vendor immediately following the Completion; and (iii) the Share Pledge, none of the Offeror, Mr. Chan nor any party acting in concert with them

held, owned, controlled or had 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 the Completion and before the commencement of the Offer (being the date of despatch of the Composite Document on 31 May 2024), the Offeror and parties acting in concert with it (including the Vendor) were interested in 75,038,000 Shares, representing approximately 55.40% of the total issued share capital of the Company. Immediately after the close of the Offer, taking into account that the valid acceptances in respect of a total of 10,000 Offer Shares under the Offer, the Offeror and parties acting in concert with it (including the Vendor) are interested in an aggregate of 75,048,000 Shares, representing approximately 55.41% of the total issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror, Mr. Chan nor any parties acting in concert with any of them (i) held, controlled or had direction over any Shares or rights over the Shares immediately before and during the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement; nor (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (a) immediately after the Completion and before the commencement of the Offer; and (b) immediately after the close of the Offer and as at the date of this joint announcement:

	Immediately after the Completion and before the commencement of the Offer		Immediately after close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
<b>The Offeror and parties acting in concert with it</b>				
— The Offeror	74,038,000	54.66	74,048,000	54.67
— The Vendor ( <i>Note 1</i> )	1,000,000	0.74	1,000,000	0.74
<b>Arena Investors, LP (<i>Note 2</i>)</b>	25,400,000	18.75	25,880,000	19.11
<b>Public Shareholders</b>	35,012,000	25.85	34,522,000	25.48
	<u>135,450,000</u>	<u>100.00</u>	<u>135,450,000</u>	<u>100.00</u>

Notes:

1. As the Vendor agreed to receive deferred payment by agreement to the full settlement of the Consideration subsequent to Completion, the Vendor is treated as providing financing or financial assistance to the Offeror and is therefore presumed to be acting in concert with the Offeror under Class (9) of the definition of “acting in concert” under the Takeovers Code.
2. According to the disclosure of interests filing available to the Company, Arena Investors, LP is an investment manager of and deemed to be interested in the Shares held by Arena Finance Markets, LP, Arena Special Opportunities (Offshore) Master, LP, Arena Special Opportunities Fund, LP, Arena Special Opportunities Partners II, LP and Arena Special Opportunities Partners (Cayman Master) II, LP.

## **PUBLIC FLOAT**

Immediately after the close of the Offer and as at the date of this joint announcement, 34,522,000 Shares, representing approximately 25.48% of the total issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of  
**Beaming Elite Holdings Limited**  
**Chan Ting**  
*Sole director*

By order of the Board of  
**Vision International Holdings Limited**  
威誠國際控股有限公司  
**Mr. Lau Kai Tai**  
*Chairman and executive Director*

Hong Kong, 21 June 2024

*As at the date of this joint announcement, the Board comprises (i) three executive Directors, namely, Mr. Lau Kai Tai (Chairman), Mr. Cheuk Ka Chun Kevin and Mr. Wong Ching; and (ii) four independent non-executive Directors, namely Dr. Liu Ta-pei, Ir Prof. Young Andrew Meng Cheung, Mr. Cha Ho Wa, and Mr. Chu Kin Ming.*

*All 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 those 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, Mr. Chan is the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Vendor and the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions 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 in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the date of its publication and on the Company’s website at [www.vision-holdings.com.hk](http://www.vision-holdings.com.hk).*