

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Artini Holdings Limited

雅天妮集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 789)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE
EXTENSION OF THE EXPIRY DATE
AND
EXCLUSIVITY PERIOD IN RESPECT OF
THE INVESTMENT INTENTION AGREEMENT**

This announcement is made by the board of directors (the “**Board**”) of Artini Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong.

Reference is made to (i) the announcement of the Company dated 28 April 2023 in relation to, among others, the Possible Transaction; and (ii) the announcements of the Company dated 25 May 2023, 23 June 2023, 21 July 2023 and 18 August 2023 in relation to the monthly update pursuant to Rule 3.7 of the Takeovers Code (collectively, the “**Announcements**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

EXTENSION OF THE EXPIRY DATE AND EXCLUSIVITY PERIOD

Pursuant to the Intention Agreement, the Potential Purchaser has been granted an exclusivity period from the date of the Intention Agreement to 31 August 2023 (both dates inclusive). Although the parties are at an advanced stage of negotiation, additional time is required for completion of due diligence and finalisation of the terms of the Possible Transaction between the Potential Vendors and the Potential Purchaser, on 29 August 2023 (after trading hours), the Potential Vendors and the Potential Purchaser entered into an extension letter (the “**Extension Letter**”), pursuant to which the parties agree to extend the Expiry Date and Exclusivity Period to 16 September 2023. Save for the foregoing, the provisions under the Intention Agreement shall remain in full force and effect in all respects in accordance with their terms.

STATUS OF THE POSSIBLE TRANSACTION

Save for the Intention Agreement, the non-disclosure agreement dated 9 May 2023 and the Extension Letter, no formal or legally binding agreement has been entered into between the Potential Vendors and the Potential Purchaser in respect of the Possible Transaction. Hence, the Intention Money that the Potential Vendors have received from the Potential Purchaser has not been applied towards the satisfaction of part of the consideration payable to the Potential Vendors for the sale and purchase of the Sale Shares. The Company understands that, as at the date of this announcement, the discussion between the Potential Vendors and the Potential Purchaser in respect of the Possible Transaction is at an advanced stage but nevertheless still on-going, and the progress of due diligence is at its near final stage.

MONTHLY ANNOUNCEMENTS

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code.

If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.

WARNING: THERE IS NO ASSURANCE THAT THE POSSIBLE TRANSACTION WILL MATERIALISE OR EVENTUALLY BE CONSUMMATED AND THE RELEVANT DISCUSSIONS MAY OR MAY NOT LEAD TO A GENERAL OFFER UNDER RULE 26.1 OF THE TAKEOVERS CODE. SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION SHOULD CONSULT THEIR STOCK BROKERS, BANK MANAGERS, SOLICITORS OR OTHER PROFESSIONAL ADVISERS.

By order of the Board
Artini Holdings Limited
Tse Hoi Chau
Chairman

Hong Kong, 31 August 2023

As at the date of this announcement, the executive directors of the Company are Mr. Tse Hoi Chau (Chairman), Ms. Yu Zhonglian and Mr. Tse Kin Lung; and the independent non-executive directors of the Company are Mr. Lau Fai Lawrence, Mr. Lau Yiu Kit and Mr. Ma Sai Yam.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 in this announcement misleading.