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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 AND FACILITY AGREEMENT

The board of directors (the “**Board**”) of Nameson Holdings Limited (the “**Company**”) announces that on 11 August 2021, (i) the Company as borrower and a bank as lender entered into a facility letter (the “**Facility Letter**”) relating to a three-year term loan facility of up to HK\$300,000,000; and (ii) the Company as borrower and another bank as lender entered into a facility agreement (the “**Facility Agreement**”, together with the Facility Letter, collectively the “**Facility Documents**”) relating to a three-year term loan facility of up to HK\$150,000,000, respectively.

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

Pursuant to the Facility Letter, the Company has undertaken to ensure that Mr. Wong Ting Chung and/or his family members shall maintain not less than 50% shareholdings in the Company.

Pursuant to the Facility Agreement, the Company has undertaken to ensure that Mr. Wong Ting Chung or his family members are and will remain as the majority ultimate beneficial owner holding not less than 50% of all issued share capital of the Company with management control in the Company.

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, direct or indirectly, approximately 74.6% of the issued share capital of the Company.

A breach of the above specific performance obligations will constitute an event of default under the respective Facility Documents and upon which all accrued interest and any other sums payable under the respective Facility Documents 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

11 August 2021

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; Mr. Tam Wai Hung, David, as non-executive director of the Company; Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Kan Chung Nin, Tony SBS, JP, Mr. Ong Chor Wei, Mr. Fan Chun Wah, Andrew JP, Ms. Lee Bik Kee, Betty and Mr. Ip Shu Kwan, Stephen GBS, JP, as independent non-executive directors of the Company.