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FURTHER SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO VERY SUBSTANTIAL DISPOSAL DISPOSAL OF SHARES IN GBA HOLDINGS LIMITED

References are made to the announcements dated 16 November 2021, 10 December 2021, 14 December 2021, 20 December 2021, 17 January 2022, 26 January 2022, 15 March 2022, 6 May 2022, 16 May 2022 and 4 July 2022 (the “Announcements”), as well as the circular dated 28 December 2021 (the “Circular”) of CCT Fortis Holdings Limited (the “Company”) in relation to the disposal of shares in GBA Holdings Limited.

Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements and the Circular.

THE FIFTH SUPPLEMENTAL AGREEMENT AND THE SIXTH SUPPLEMENTAL AGREEMENT

As disclosed in the announcements of the Company dated 16 May 2022 and 4 July 2022, the Company, the Vendors, the Purchaser and Mr. Ong entered into the Fifth Supplemental Agreement and the Sixth Supplemental Agreement, respectively, in relation to certain amendments to the Agreement (the “Revised Terms”).

LISTING RULES IMPLICATIONS

The Revised Terms constitute a variation of the terms of the Disposal previously approved by the Shareholders. Accordingly, pursuant to Rules 14.36 and 14.49 of the Listing Rules, the Fifth Supplemental Agreement and the Sixth Supplemental Agreement are subject to Shareholders’ approval.

A special general meeting (the “SGM”) will be convened as soon as practicable by the Company, at which ordinary resolution(s) will be proposed for the Shareholders to consider, and if thought fit, to approve the Revised Terms and the transactions contemplated thereunder.

Insofar as the Company is aware, none of the Shareholders has any material interest in the Disposal. Hence, no Shareholder is required to abstain from voting on the resolutions in relation to the Agreement and the transactions contemplated thereunder at the SGM.

CIRCULAR

A circular containing, among other things, (i) further details of the Revised Terms; (ii) the financial information of the Group; (iii) the financial information of the Target Company; (iv) the notice convening the SGM; and (v) other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 18 August 2022.

COMPLETION DATE

Pursuant to the Sixth Supplemental Agreement, the Completion Date shall be 29 July 2022, or such other date as the Vendors and Purchaser may agree in writing. In light of the SGM of the Company to be convened, the Vendors and Purchaser have agreed that Completion shall take place on the Business Day immediately following the SGM (subject to the resolutions thereunder being approved by the Shareholders).

Completion is conditional upon satisfaction of certain conditions precedent. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

By Order of the Board of
CCT FORTIS HOLDINGS LIMITED
Mak Shiu Tong, Clement
Chairman

Hong Kong, 28 July 2022

As at the date of this announcement, the executive Directors are Mr. Mak Shiu Tong, Clement and Ms. Cheng Yuk Ching, Flora; and the independent non-executive Directors are Mr. Chen Li, Mr. Chow Siu Ngor and Mr. Lau Ho Kit, Ivan.