

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to purchase or subscribe for or an invitation to purchase or subscribe for any securities of the Offeror or the Company or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law. This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



JOINT ANNOUNCEMENT

MONTHLY UPDATE ON

(1) PROPOSED PRIVATISATION OF COSMOS MACHINERY ENTERPRISES LIMITED BY COSMOS MACHINERY (HOLDINGS) LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 673 OF THE COMPANIES ORDINANCE

AND

(2) PROPOSED WITHDRAWAL OF LISTING OF COSMOS MACHINERY ENTERPRISES LIMITED

Financial Adviser to the Offeror



China Tonghai Capital Limited

Independent Financial Adviser to the Independent Board Committee



Yue Xiu Capital Limited

References are made to (i) the announcement jointly issued by Cosmos Machinery Enterprises Limited (the “**Company**”) and Cosmos Machinery (Holdings) Limited (the “**Offeror**”) dated 10 December 2020 (the “**Joint Announcement**”) in relation to, amongst others, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance; (ii) the announcement of the Company dated 15 December 2020 in relation to the appointment of Yue Xiu Capital Limited as the independent financial adviser to the Independent Board Committee; (iii) the announcement jointly issued by the Company and the Offeror dated 24 December 2020 in relation to the revised Scheme Consideration; (iv) the announcement jointly issued by the Company and the Offeror dated 31 December 2020 in relation to the delay in despatch of Scheme Document; (v) the announcement jointly issued by the Company and the Offeror dated 29 January 2021 in relation to a monthly update on the status and progress in connection with the Proposal and the Scheme; (vi) the announcement jointly issued by the Company and the Offeror dated 11 February 2021 in relation to the further delay in despatch of the Scheme Document; and (vii) the announcements jointly issued by the Company and the Offeror dated 11 March 2021 and 9 April 2021 respectively in relation to the monthly update on the status and progress in connection with the Proposal and the Scheme. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

The Company has filed, among other things, the originating summons, together with the draft Scheme Document with the High Court for the court hearing scheduled for 11 May 2021 for the High Court to issue its directions for convening the Court Meeting to approve the Scheme.

On 10 May 2021, Tonghai Finance as lender, the Offeror as borrower, and Mr. Tang To and Mr. Tang Yu, Freeman as guarantors executed a supplemental agreement in relation to the extension of the availability of the Loan Facility to the date falling 9 months after 10 December 2020 (or such later date as Tonghai Finance may agree in writing).

Further announcements will be made by the Company and/or the Offeror in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal and the Scheme and the despatch of the Scheme Document as and when appropriate.

Shareholders and/or potential investors should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor or other professional advisers.

By order of the board of directors of
Cosmos Machinery (Holdings) Limited
CHUI Kwok Lau
Director

By order of the Board
Cosmos Machinery Enterprises Limited
TANG To
Chairman

Hong Kong, 10 May 2021

As at the date of this announcement, the directors of the Offeror are Mr. Tang To, Mr. Tang Siu Fai, Mr. Tang Yu, Freeman, Mr. Tang Chi Tung, Mr. Chui Kwok Lau and Mr. Kan Wai Wah.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than any information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) 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.

As at the date of this announcement, the Board comprises eight Directors, of which two are executive Directors, namely Mr. Tang To and Mr. Tang Yu, Freeman, two are non-executive Directors, namely Mr. Kan Wai Wah and Mr. Qu Jinping and four are independent non-executive Directors, namely Ms. Yeung Shuk Fan, Mr. Cheng Tak Yin, Mr. Ho Wei Sem and Mr. Huang Zhi Wei.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Offeror) 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.