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AUTUMN HARVEST LTD
(Incorporated in the British Virgin Islands
with limited liability)

UJU HOLDING LIMITED
优矩控股有限公司
(Incorporated in the Cayman Islands
with limited liability)
(Stock Code: 1948)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE UNCONDITIONAL MANDATORY CASH OFFER
BY SPDB INTERNATIONAL CAPITAL LIMITED FOR AND
ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES OF UJU HOLDING LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY THE OFFEROR AND
THE OFFEROR CONCERT PARTIES);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

Financial Adviser to the Offeror



SPDB International Capital Limited

Independent Financial Adviser to the Independent Board Committee



Ballas Capital Limited

Reference is made to the composite offer and response document dated 28 May 2025 (the “**Composite Document**”) jointly issued by Autumn Harvest Ltd and UJU Holding Limited in relation the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Wednesday, 18 June 2025 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Wednesday, 18 June 2025, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received 5 valid acceptances in respect of a total of 20,000 Offer Shares under the Offer, representing approximately 0.003% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 5 valid acceptances in respect of 20,000 Offer Shares and the Offer Price of HK\$0.70 per Offer Share, the total consideration of the Offer is HK\$14,000.

Remittances in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer will be despatched to the 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 the duly completed Form of Acceptance and Transfer and all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting of remittances in respect of the valid acceptance received under the Offer will be on Friday, 27 June 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

Prior to the commencement of the Offer Period on 7 May 2025, save for the Mr. Cheng Shares and the Vigorous Development Shares, the Offeror and the Offeror Concert Parties did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and before the commencement of the Offer, the Offeror and the Offeror Concert Parties were interested in an aggregate of 436,255,400 Shares (comprising the 303,695,400 Sale Shares, Mr. Cheng Shares and the Vigorous Development Shares), representing 72.71% of the total number of issued Shares as at the date of this joint announcement.

Immediately following the close of the Offer, taking into account the 5 valid acceptances in respect of a total of 20,000 Offer Shares under the Offer, representing approximately 0.003% of the entire issued share capital of the Company as at the date of this joint announcement, and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror and the Offeror Concert Parties are interested in an aggregate of 436,275,400 Shares, representing approximately 72.71% of the entire issued share capital of the Company as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately following the Completion and before the commencement of the Offer; and (ii) immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately following the Completion and before the commencement of the Offer		Immediately following the close of the Offer (assuming that the transfer to the Offeror of the Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement	
	Number of Shares	% of issued Shares*	Number of Shares	% of issued Shares*
Offeror	303,695,400	50.62	303,715,400	50.62
Offeror Concert Parties				
Mr. Cheng (Note 1)	210,000	0.04	210,000	0.04
Vigorous Development (Note 2)	132,350,000	22.06	132,350,000	22.06
Sub-total for Offeror and Offeror Concert Parties	436,255,400	72.71	436,275,400	72.71
Offer Shareholders				
Trustee of the Share Award Scheme (Note 3)	9,081,000	1.51	9,081,000	1.51
Public Shareholders	154,663,600	25.78	154,643,600	25.77
Sub-total for Offer Shareholders	163,744,600	27.29	163,724,600	27.29
Total	600,000,000	100.00	600,000,000	100.00

Notes:

* Certain percentage figures included in this table have been subject to rounding adjustments.

1. *Mr. Cheng beneficially owns 60% of the Offeror, and is an Offeror Concert Party. As at the date of this joint announcement, Mr. Cheng holds the Mr. Cheng Shares.*
2. *Vigorous Development is directly wholly-owned by Vast Business. As at the date of this joint announcement, (i) the Vendor Guarantor holds all the management shares (representing 31.3% of all the issued shares of Vast Business) of Vast Business, has the overall management power and controls the exercise of 100% of the voting rights at the general meeting of Vast Business at his sole and absolute discretion; (ii) Matec holds 56.7% of the non-voting shares of Vast Business and is owned as to approximately 58.8% by Mr. Peng Liang, an executive Director, 23.6% by Mr. Xie Song, 8.8% by Ms. Luo Xiaomei, an executive Director and 8.8% by Ms. Meng Ran; and (iii) Kernel holds 12.0% of the non-voting shares of Vast Business and is owned as to approximately 27.8% by Mr. Sun Liancai, 27.8% by Mr. Zhang Wenyue, 13.9% by Ms. Li Xiaohong, 13.9% by Mr. Li Zhao, 13.9% by Mr. Song Wende, 1.4% by Ms. Li Meiyi and 1.4% by Mr. Liu Jingyu. Vigorous Development is presumed to be acting in concert with the Offeror under Class (1) of the definition of “acting in concert” in the Takeovers Code.*
3. *As at the date of this joint announcement, the trustee of the Share Award Scheme held 9,081,000 Shares, which are to be used to satisfy future grants of awards under the Share Award Scheme. Pursuant to the scheme rules of the Share Award Scheme, the trustee shall not exercise the voting rights in respect of any Shares held under the Share Award Scheme. In accordance with the scheme rules of the Share Award Scheme, the Board has instructed the Trustee not to accept the Offer.*

Save as disclosed above, none of the Offeror and Offeror Concert Parties (i) held, controlled or directed any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement; nor (ii) has acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period and up to and including the date of this joint announcement; nor (iii) has 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.

PUBLIC FLOAT OF THE COMPANY

Upon the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of the Offer Shares in respect of which the valid acceptances was received, 154,643,600 Shares, representing approximately 25.77% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement set out under Rule 8.08(1)(a) of the Listing Rules.

For and on behalf of
AUTUMN HARVEST LTD
Ma Xiaoxia
Sole Director

By order of the Board
UJU HOLDING LIMITED
Peng Liang
Chairman of the Board and Executive Director

Hong Kong, 18 June 2025

As at the date of this joint announcement, the Board comprises Mr. Peng Liang and Ms. Luo Xiaomei as executive Directors; and Mr. Wang Gao, Mr. Ye Fei and Ms. Song Yi as independent non-executive Directors.

The 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 the Offeror Concert Parties), 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 in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Ms. Ma. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint 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 joint announcement, the omission of which would make any statement in this joint announcement misleading.