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KNIGHT SKY HOLDINGS LIMITED UBA INVESTMENTS LIMITED

*(Incorporated in the British Virgin Islands
with limited liability)*

開明投資有限公司*
*(incorporated in Cayman Islands with limited liability)
(Stock code: 768)*

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
UPBEST SECURITIES COMPANY LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES IN
UBA INVESTMENTS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO
BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT);
(2) RESULTS OF THE OFFER; AND
(3) PUBLIC FLOAT OF THE COMPANY**

Joint Financial Adviser to the Offeror



**DILIGENT
CAPITAL**



Offer Agent to the Offeror



Upbest Securities Company Limited

References are made to (i) the composite offer and response document dated 14 May 2025 (the “**Composite Document**”) jointly issued by UBA Investments Limited (the “**Company**”) and Knight Sky Holdings Limited (the “**Offeror**”) in relation to, among other things, the Offer; and (ii) the announcement jointly issued by the Offeror and the Company dated 28 May 2025 in relation to, among other things, the Offer having becoming unconditional in all respects (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document and the Announcement.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Wednesday, 11 June 2025, and was not further revised or extended by the Offeror.

RESULTS OF THE OFFER

Immediately after the Completion and before the Offer Period commencing on 23 April 2025, the Offeror and the Offeror Concert Parties held, controlled or directed 532,000,000 Shares, representing approximately 41.84% of the entire issued share capital of Company as at the date of this joint announcement. Save for the 532,000,000 Shares, none of the Offeror and the Offeror Concert Parties held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period.

As at 4:00 p.m. on Wednesday, 11 June 2025, being the latest time and date for the acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 354,716,000 Acceptance Shares under the Share Offer, representing approximately 27.89% of the entire issue share capital of the Company as at the date of this joint announcement.

Taking into account (i) the 532,000,000 Shares (representing approximately 41.84% of the entire issued share capital of Company as at the date of this joint announcement) already held by the Offeror and the Offeror Concert Parties before the commencement of the Offer Period; and (ii) valid acceptances in respect of a total of 354,716,000 Acceptance Shares under the Share Offer (subject to the completion of the transfer of those Acceptance Shares to the Offeror) (representing approximately 27.89% of the entire issue share capital of the Company as at the date of this joint announcement), the Offeror and the Offeror Concert Parties are interested in an aggregate of 886,716,000 Shares, representing approximately 69.73% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the valid acceptances in respect of 354,716,000 Shares under the Offer at the Offer Price of HK\$0.03 per Share, the total cash consideration paid or payable for the Acceptance Shares is HK\$10,641,480.

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) for the Offer Shares tendered under the Offer have been or will be despatched to the Shareholders accepting the Offer (to the address specified on the relevant Form of Acceptance) by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days following the later of (i) the date on which the duly completed Form of Acceptance and the relevant documents of title in respect of such acceptance were received by the Registrar to render such acceptance complete and valid; and (ii) the date on which the Offer became, or was declared, unconditional in all respects.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer is Friday, 20 June 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) immediately after the Completion and before the commencement of the Offer Period; and (ii) immediately upon the close of the Offers and as at the date of this joint announcement (taking into account the valid acceptances received and subject to the completion of the transfer of those Acceptance Shares to the Offeror):

Shareholders	Immediately after the Completion and before the commencement of the Offer Period		Immediately upon the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate % (Note 1)</i>	<i>Number of Shares</i>	<i>Approximate % (Note 1)</i>
The Offeror and the Offeror Concert Parties				
– The Offeror	192,000,000	15.10	546,716,000	42.99
– Fung Fai	340,000,000	26.74	340,000,000	26.74
Subtotal	532,000,000	41.84	886,716,000	69.73
Public Shareholders	739,732,200	58.16	385,016,200	30.27
Total	1,271,732,200	100.00	1,271,732,200	100.00

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer of those Acceptance Shares to the Offeror, 385,016,200 Shares, representing approximately 30.27% of the entire issued share capital of the Company, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

By order of the board
Knight Sky Holdings Limited
Cheng Kai Ming Charles
Director

By order of the Board
UBA Investments Limited
CHAU Wai Hing
Chairman and Executive Director

Hong Kong, 11 June 2025

* *For identification purposes only*

As at the date of this announcement, the Board of the Company consists of Mr. CHAU Wai Hing as chairman and executive director, Mr. CHENG Wai Lun, Andrew as executive director; and Mr. TANG Hon Bui, Ronald, Mr. KWOK Ming Fai and Ms. KWOK Yuen Lam, Sophia 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 that relating to the Offeror and 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 Mr. Cheng Kai Ming Charles, who accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group and the Vendor) and confirms, having made all reasonable enquiries, that to the best of his 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 statements in this joint announcement misleading.