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**210K Capital, LP**

*(Formed in the State of Delaware as a limited partnership)*

**Sora Valkyrie Limited**

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

**Top Legend SPC**

*(Incorporated in the Cayman Islands with limited liability)*

**Allied Top Investments Limited**

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

acting for and on behalf of Aces SP

**ANNOUNCEMENT**

**DESPATCH OF THE OFFER DOCUMENT RELATING TO MANDATORY UNCONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF THE JOINT OFFERORS TO ACQUIRE ALL THE ISSUED SHARES IN HK ASIA HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE JOINT OFFERORS AND/OR PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

**Offer Agent to the Joint Offerors**



**Financial Adviser to the Joint Offerors**



References are made to (i) the announcement jointly issued by 210K Capital, LP, Sora Valkyrie Limited, Top Legend SPC and Allied Top Investments Limited (collectively, the “**Joint Offerors**”) and HK Asia Holdings Limited (the “**Company**”) dated 20 January 2025 in relation to, among others, the mandatory unconditional cash offer to be made by Get Nice Securities Limited for and on behalf of the Joint Offerors to acquire all the issued shares in HK Asia Holdings Limited (other than those already owned or agreed to be acquired by the Joint Offerors and/or parties acting in concert with any

of them); and (ii) the offer document issued by the Joint Offerors dated 7 February 2025 (the “**Offer Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

## **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document, setting out, among other things, (i) the details of the Offer (including the expected timetable and terms and conditions of the Offer); and (ii) the letter from Get Nice Securities, together with the accompanying Form of Acceptance, have been despatched to the Shareholders on 7 February 2025 in accordance with the Takeovers Code.

Copies of the Offer Document and the accompanying Form of Acceptance are also available on the website of the Stock Exchange.

## **EXPECTED TIMETABLE**

All references to date and time contained in the Offer Document and the Form of Acceptance refer to Hong Kong date and time. The expected timetable set out below is indicative only and is subject to changes. Any changes to the timetable will be announced by the Joint Offerors as and when appropriate.

**2025**

Despatch date of the Offer Document and the accompanying Form of Acceptance and commencement date of the Offer <sup>(Note 1)</sup> . . . . .	Friday, 7 February
Latest date for the posting of the Response Document <sup>(Note 2)</sup> . . . . .	Friday, 21 February
Latest time and date for acceptance of the Offer on the Closing Date <sup>(Notes 3, 4 and 5)</sup> . . . . .	4:00 p.m. on Friday, 7 March
Announcement of the results of the Offer as at the Closing Date to be posted on the website of the Stock Exchange <sup>(Note 3)</sup> . . . . .	No later than 7:00 p.m. on Friday, 7 March
Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Closing Date <sup>(Notes 4 and 6)</sup> . . . . .	Tuesday, 18 March

### *Notes:*

1. The Offer, which is unconditional, is open for acceptance on and from Friday, 7 February 2025, being the date of the Offer Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.

2. In accordance with the Takeovers Code, the Company is required to post the Response Document no later than 14 days after the date of the Offer Document, unless the Executive consents to a later date. Such consent will only be given if the Joint Offerors agrees to extend the Closing Date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
3. In accordance with the Takeovers Code, where the Response Document is posted after the date on which the Offer Document is posted, the Offer must initially be opened for acceptance for at least 28 days after the date of the Offer Document. The Offer will be closed at 4:00 p.m. on the Closing Date unless the Joint Offerors revises or extends the Offer in accordance with the Takeovers Code. The Joint Offerors have the right under the Takeovers Code to extend the Offer until such date as they may determine subject to compliance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be issued by the Joint Offerors through the website of the Stock Exchange by 7:00 p.m. on the Closing Date, stating the results of the Offer and whether the Offer has been revised or extended to another closing date or until further notice. Such announcement will comply with the disclosure requirements under Rule 19.1 of the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above or a black rainstorm warning signal in force or “extreme conditions” announced by the government of Hong Kong (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force at 12:00 noon and/or thereafter the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the date of posting of remittances will remain on the same Business Day; or (ii) in force in Hong Kong at any local time at 12:00 noon and/or thereafter on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to the following Business Day and the date of posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force in Hong Kong at 12:00 noon and/or thereafter.
5. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in section headed “PROCEDURES FOR ACCEPTANCE OF THE OFFER” in Appendix I to the Offer Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer are irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the section headed “RIGHT OF WITHDRAWAL” in Appendix I to the Offer Document for further information on the circumstances where acceptances may be withdrawn.
6. Remittances in respect of the Offer Shares (after deducting the sellers’ ad valorem stamp duty, as applicable) tendered for acceptance under the Offer will be despatched to the Independent 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 on which the duly completed Form of Acceptance and the relevant documents of title of the Offer Shares are received by the Registrar to render each of such acceptance of the Offer complete and valid in accordance with the Takeovers Code. Please refer to the sections headed “PROCEDURES FOR ACCEPTANCE OF THE OFFER” and “SETTLEMENT” in Appendix I to the Offer Document and the accompanying Form of Acceptance for further information.

All times and dates in the Offer Document and the Form of Acceptance shall refer to Hong Kong local times and dates. Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Joint Offerors will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as possible.

## WARNING

**The Offer is unconditional in all respects. Independent Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) as well as the Response Document to be issued by the Company carefully, before deciding whether or not to accept the Offer. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.**

By order of the board of  
directors of **UTXO  
Management GP, LLC**  
acting in its capacity as  
general partner for and on  
behalf **210K Capital, LP**  
**Tyler Matthew Evans**  
*Director*

By order of the sole  
director of **Sora Valkyrie  
Limited**  
**FANG, Jason Kin Hoi**  
*Sole Director*

By order of the board of  
directors of **Top Legend  
SPC** acting for and on  
behalf of **Aces SP**  
**TSANG, Karen Ka Yan**  
*Director*

By order of the board of  
directors of **Allied Top  
Investments Limited**  
**SIT, Hon**  
*Director*

Hong Kong, 7 February 2025

*As at the date of this announcement, the general partner of 210K Capital, LP is UTXO Management GP, LLC. As at the date of this announcement, the directors of UTXO Management GP, LLC are Tyler Matthew Evans, David Forrest Bailey and Samuel Coyn Mateer.*

*The directors of UTXO Management GP, LLC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Purchaser 2, Purchaser 3 and Purchaser 4) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the respective directors of Purchaser 2, Purchaser 3 and Purchaser 4) 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, Mr. FANG, Jason Kin Hoi is the sole director of Sora Valkyrie Limited.*

*The sole director of Sora Valkyrie Limited accepts full responsibility for the accuracy of the information contained in this announcement (other than that relating to Purchaser 1, Purchaser 3 and Purchaser 4) and confirm, having made all reasonable inquiries, that to the best of his*

*knowledge, opinions expressed in this announcement (other than those expressed by the directors of UTXO Management GP, LLC (being the general partner of Purchaser 1) and the respective directors of Purchaser 3 and Purchaser 4) 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 directors of Top Legend SPC are Mr. SIT, Hon and Ms. TSANG, Karen Ka Yan.*

*The directors of Top Legend SPC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Purchaser 1, Purchaser 2 and Purchaser 4) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of UTXO Management GP, LLC (being the general partner of Purchaser 1) and the respective directors of Purchaser 2 and Purchaser 4) 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, Mr. SIT, Hon and Ms. WONG, Fung Yee Mary are the directors of Allied Top Investments Limited.*

*The directors of Allied Top Investments Limited jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Purchaser 1, Purchaser 2 and Purchaser 3) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of UTXO Management GP, LLC (being the general partner of Purchaser 1) and the respective directors of Purchaser 2 and Purchaser 3) 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.*