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China Alliance Venture Limited
中國創投聯合會有限公司

(Incorporated in Hong Kong with limited liability)

**China Wacan Group
Company Limited**
中國網成集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1920)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF COMPOSITE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFER BY
YELLOW RIVER SECURITIES LIMITED FOR AND ON BEHALF OF
CHINA ALLIANCE VENTURE LIMITED TO ACQUIRE ALL THE
ISSUED SHARES OF CHINA WACAN GROUP COMPANY LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED
BY CHINA ALLIANCE VENTURE LIMITED
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to the Offeror



Offer agent to the Offeror



黃河證券有限公司
Yellow River Securities Limited

Reference is made to the joint announcement issued by China Alliance Venture Limited (the “**Offeror**”) and China Wacan Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 23 January 2025 pursuant to Rule 3.5 of the Takeovers Code (the “**Joint Announcement**”). Unless the context requires otherwise, terms defined in the Joint Announcement shall have the same meanings when used herein.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the offeree’s board circular in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders as to whether the Offer is, or is not, fair and reasonable and as to the acceptance of the Offer; and (iv) the relevant form(s) of acceptance and transfer, should be despatched to the Shareholders no later than 21 days after the date of the Joint Announcement (i.e. on or before 13 February 2025) or such later date as the Executive may approve.

As additional time is required to finalise certain information to be included in the Composite Document, including but not limited to the indebtedness statement of the Group and a letter of advice from the Independent Financial Adviser, the Composite Document cannot be despatched to the Shareholders within 21 days of the date of the Joint Announcement (i.e. on or before 13 February 2025) under Rule 8.2 of the Takeovers Code. An application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document from 13 February 2025 to a date falling on or before 31 March 2025. The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) regarding the despatch of the Composite Document together with the relevant form(s) of acceptance will be made by the Offeror and the Company as and when appropriate or in the event of any other changes to the expected timetable.

By order of the board of director of
China Alliance Venture Limited
Zhou Zhenlin
Sole director

By order of the Board of
China Wacan Group Company Limited
Ng Sheung Chung
Executive Director

Hong Kong, 13 February 2025

As at the date of this joint announcement, Mr. Zhou Zhenlin is the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendor, the Guarantor and the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Guarantor and the Directors in their capacity as 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.

As at the date of this joint announcement, the Board comprises Mr. Zhou Zhenlin, Mr. Cheung Kwok Fai Adam, Mr. Ng Sheung Chung and Mr. Ma Kan Sun as executive Directors and Ms. Ding Xin, Mr. Zhu Qi and Ms. Zhang Lingke 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 parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as 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 statements in this joint announcement misleading.