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DT CAPITAL LIMITED

鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

PLACING OF SHARES BY SUBSTANTIAL SHAREHOLDER

This announcement is made by DT Capital Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (“**Directors**”) of the Company has been informed by Ms. Chan Pui Kwan (“**Ms. Chan**”), a non-executive Director and the chairman of the Board that Sharp Years Limited (“**Sharp Years**”), a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder (as defined in the Listing Rules) of the Company, entered into a placing agreement (“**Placing Agreement**”) on 29 May 2020 (after trading hours) with an independent securities house licensed under the SFO to carry on type 1 (dealing in shares) regulated activity as placing agent (the “**Placing Agent**”) for the placing (“**Placing**”) of a maximum of 254,500,000 shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), which represents approximately 11.16% of the issued share capital of the Company as at the date of this announcement, owned by Sharp Years on a best effort basis at the best price obtainable on the market (but in any event, not less than HK\$0.093 per Share) to not less than six independent placees (the “**Placees**”) from the date of the Placing Agreement up to 13 July 2020.

Sharp Years is owned as to 50% by Long Surplus International Limited and 50% by Fame Image Limited respectively. Long Surplus International Limited is beneficially and ultimately owned as to 66.67% by Ms. Ho Hoi Yee, Wisery and 33.33% by Ms. Lai Tsui Har. Fame Image Limited is beneficially and ultimately owned as to 70% by Ms. Chan and 30% by Mr. Wu Weihong, Tony.

Assuming all the 254,500,000 Shares were placed out and disposed of, Sharp Years will not hold any shares of the Company and will cease to be a shareholder of the Company.

As informed by Sharp Years, pursuant to the Placing Agreement, the Placing Agent shall use its best endeavours (after exercising due care) to ascertain whether any of the Placees is a third party independent of and not acting in concert with (i) Sharp Years; and (ii) the Company or any of its subsidiaries; or (iii) any director, chief executive or substantial shareholder of the Company or any of its subsidiaries or any of their respective associates. In the event that any Placee procured by the Placing Agent is a connected person of the Company or his/her associates (as defined under the Listing Rules), the Placing Agent shall immediately and in any event by no later than 5 Business Days prior to the Completion Date inform the same by written notice to Sharp Years, for Sharp Years to consider if there is any implication under the Listing Rules and the Takeovers Code, and in any event the Vendor shall have the absolute to reject the placing of such Placing Shares to the relevant Placee(s).

Sharp Years has agreed to inform the Company of the results of the Placing and the Company will publish further announcement(s) to provide updates to the shareholders and potential investors of the Company as and when required under the Listing Rules.

The Placing is conducted on a best effort basis and may or may not complete. Shareholders of the Company and public investors are advised to exercise caution in dealing with the Shares.

By order of the Board
DT Capital Limited
Chan Pui Kwan
Chairman

Hong Kong, 29 May 2020

As at the date of this announcement, the Board comprises Mr. Leung King Yue, Alex, Mr. Leong Chi Wai and Mr. Lewis Chan as executive Directors; Ms. Chan Pui Kwan and Ms. Li Peng as non-executive Directors; Mr. Chen Yeung Tak, Mr. Ruan Zhi and Mr. Jochum Siebren Haakma as independent non-executive Directors.