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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

## **NINEGO CORPORATION**

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

## **Kingwisoft Technology Group**

### **Company Limited**

### **金慧科技集團股份有限公司**

*(Formerly known as ZZ Technology Group Company Limited*

*中植科技集團股份有限公司)*

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

**(Stock Code: 08295)**

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFER BY OPUS SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN KINGWISOFT TECHNOLOGY GROUP COMPANY LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR, ITS ULTIMATE BENEFICIAL OWNERS AND PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

### **Financial Adviser to the Offeror**



### **Offer Agent to the Offeror**



### **Independent Financial Adviser to the Independent Board Committee**

**RAINBOW.**

RAINBOW CAPITAL (HK) LIMITED  
溢博資本有限公司

References are made to (i) the announcement jointly issued by NINEGO Corporation (the “**Offeror**”) and Kingwisoft Technology Group Company Limited (the “**Company**”) dated 28 August 2023 in relation to, inter alia, the voting rights entrustment deed dated 28 August 2023 and entered into by and among Zhong Zhi Xin Zhuo Capital Company Limited, Kang Bang Qi Hui (HK) Company Limited and Mr. Hu Shilong and the unconditional mandatory cash offer by Opus Securities Limited, for and on behalf of the Offeror, to acquire all the issued shares of the Company (other than those already owned and/or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them) (the “**Offer**”); and (ii) the announcement jointly issued by the Offeror and the Company dated 18 September 2023 in relation to the delay in dispatch of composite document relating to the Offer (the “**Composite Document**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) further details on the terms of the Offer and as to the acceptance of the Offer; (ii) the recommendation from the Independent Board Committee in respect of the Offer and as to the acceptance of the Offer; (iii) the letter from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer and as to the acceptance of the Offer; and (iv) the procedures for acceptance of the Offer and the relevant Form(s) of Acceptance, have been despatched to the Offer Shareholders on 3 October 2023 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE OF THE OFFER**

The expected timetable of the Offer set out below is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s). Unless otherwise expressly stated, all references to times and dates contained in this expected timetable are to Hong Kong time and dates.

Latest time and date for acceptance

of the Offer (*Notes 2 and 5*) ..... 4:00 p.m. on  
Tuesday, 24 October 2023

Closing Date (*Notes 3 and 5*) ..... Tuesday, 24 October 2023

Announcement of the results of the Offer

(or its extension or revision, if any) as at

the Closing Date, to be posted on the

website of the Stock Exchange (*Notes 3 and 5*)..... no later than 7:00 p.m. on

Tuesday, 24 October 2023

Latest date for posting of remittances for

the amount due in respect of valid

acceptances received under the Offer on

the Closing Date (*Notes 4 and 5*) ..... Thursday, 2 November 2023

*Notes:*

1. The Offer, which is unconditional, is open for acceptance on and from Tuesday, 3 October 2023, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce with the consent of the Executive and in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. Right of Withdrawal” in Appendix I to the Composite Document.
2. Beneficial owners of Shares who hold their 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 Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
3. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will initially remain open for acceptances until 4:00 p.m. on Tuesday, 24 October 2023 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued 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 extended, revised or expired. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror and the Company will jointly issue an announcement in relation to any extension of the Offer, in which the announcement will state either the next closing date or, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days’ notice in writing must be given before the Offer is closed to those Offer Shareholders who have not accepted the Offer.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered (as the case may be) under the Offer will be despatched to the accepting Offer Shareholder(s), respectively, (to the address specified on the relevant Form(s) of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid.

5. If there is a tropical cyclone warning signal number 8 or above, or a “black rainstorm warning signal”, (i) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon 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 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 between 12:00 noon and 4:00 p.m. 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 4:00 p.m. on 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 any time between 9:00 a.m. and 4:00 p.m.
6. Save as mentioned above, if the latest time for 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 Offeror and the Company will notify the Offer Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **WARNING**

**Offer Shareholders are strongly advised to read the Composite Document and the Form(s) of Acceptance carefully, including the recommendation from the Independent Board Committee and the advice from the Independent Financial Adviser, before deciding whether or not to accept the Offer. Offer Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

On behalf of the board of directors of

**NINEGO Corporation**

**Hu Shilong**

*Sole Director*

On behalf of the Board of

**Kingwisoft Technology Group Company Limited**

**金慧科技集團股份有限公司**

**QIU Xiaojian**

*Chairman*

Hong Kong, 3 October 2023

*As at the date of this joint announcement, Mr. Hu Shilong is the sole director of the Offeror. As the sole director of the Offeror, Mr. Hu Shilong accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Directors, the Group and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that 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.*

*As at the date of this joint announcement, the executive Directors are Mr. QIU Xiaojian (Chairman) and Mr. LI Xiang; and the independent non-executive Directors are Mr. Stephen MARKSCHEID, Mr. ZHANG Weidong, Mr. ZENG Liang and Mr. WANG Li.*

*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, its ultimate beneficial owners and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that 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 statements in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the website of GEM at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.kwtech-group.com](http://www.kwtech-group.com).*