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EVER PERSIST HOLDINGS LIMITED

永續控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

Novacon Technology Group Limited

連成科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

JOINT ANNOUNCEMENT

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER
BY GOLDLINK SECURITIES LIMITED
FOR AND ON BEHALF OF
EVER PERSIST HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
NOVACON TECHNOLOGY GROUP 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;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

Joint Financial Advisers to the Offeror



MESSIS 大有融資

Offer Agent to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to (i) the joint announcement dated 18 March 2025; and (ii) the composite offer and response document dated 8 April 2025 (the “**Composite Document**”), jointly issued by Ever Persist Holdings Limited (the “**Offeror**”) and Novacon Technology Group Limited (the “**Company**”) in relation to the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 29 April 2025 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 29 April 2025, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received three valid acceptances in respect of a total of 135,000 Shares under the Offer, representing approximately 0.03% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the three valid acceptances in respect of 135,000 Offer Shares under the Offer as at 4:00 p.m. on Tuesday, 29 April 2025 and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and parties acting in concert with it are interested in an aggregate of 300,135,000 Shares, representing approximately 75.03% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the three valid acceptances in respect of 135,000 Offer Shares under the Offer at the Offer Price of HK\$0.15 per Offer Share, the total consideration of the Offer is HK\$20,250.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller’s ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been/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 of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting remittances in respect of valid acceptances received under the Offer is Monday, 12 May 2025.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following Completion of the Acquisition of the 300,000,000 Sale Shares in aggregate from Essential Strategy and Expert Wisdom pursuant to the Sale and Purchase Agreement and before the commencement of the opening for acceptance of the Offer on 8 April 2025, the Offeror and parties acting in concert with it held a total of 300,000,000 Shares, representing 75% of the entire issued share capital of the Company.

Taking into account the three valid acceptances in respect of 135,000 Offer Shares under the Offer (representing approximately 0.03% of the entire issued share capital of the Company) and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror and parties acting in concert with it are interested in an aggregate of 300,135,000 Shares, representing approximately 75.03% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the Sale Shares and the valid acceptances under the Offer as disclosed above, the Offeror and parties acting in concert with it (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before Completion; (ii) immediately following Completion and before the commencement of the opening for acceptance of the Offer; and (iii) immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately before Completion		Immediately following Completion and before the commencement of the opening for acceptance of the Offer		Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement	
	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares
The Offeror and parties acting in concert with it						
– The Offeror (<i>Note 1</i>)	–	–	300,000,000	75.00	300,135,000	75.03
Selling Shareholders						
– Essential Strategy (<i>Note 2</i>)	210,000,000	52.50	–	–	–	–
– Expert Wisdom (<i>Note 3</i>)	90,000,000	22.50	–	–	–	–
Sub-total	300,000,000	75.00	–	–	–	–
Public Shareholders	100,000,000	25.00	100,000,000	25.00	99,865,000	24.97
Total	<u>400,000,000</u>	<u>100.00</u>	<u>400,000,000</u>	<u>100.00</u>	<u>400,000,000</u>	<u>100.00</u>

Notes:

1. The Offeror is legally, beneficially and wholly owned by Ms. Di.
2. Essential Strategy, a company incorporated in the British Virgin Islands, is legally, beneficially and wholly owned by Mr. Wei. Mr. Wei is a non-executive Director.
3. Expert Wisdom, a company incorporated in the British Virgin Islands, is legally, beneficially and wholly owned by Mr. Chung. Mr. Chung is an executive Director and the chief executive officer of the Company.
4. Save for Mr. Wei and Mr. Chung (who beneficially owned in aggregate 300,000,000 Shares immediately before Completion) and Ms. Di (who has been appointed as an executive Director and the chairlady of the Board with effect from 17 April 2025 and who beneficially owned 300,135,000 Shares immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement), none of the Directors held any Shares immediately before and following Completion and as at the date of this joint announcement.
5. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 99,865,000 Shares, representing approximately 24.97% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company is not able to fulfill the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules.

Ms. Di (as the sole director of the Offeror and a new director to the Board (appointed with effect from 17 April 2025)) has undertaken to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

The Company has made an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules. Appropriate steps will be taken by the Company and the Offeror to ensure public float will be restored as soon as practicable.

Further announcement(s) regarding the restoration of public float will be made by the Company as and when appropriate.

By order of the board
EVER PERSIST HOLDINGS LIMITED
永續控股有限公司
Di Xiaoguang
Sole director

By order of the Board
Novacon Technology Group Limited
連成科技集團有限公司
Wei Ming
Chairman and non-executive Director

Hong Kong, 29 April 2025

As at the date of this joint announcement, Ms. Di Xiaoguang is the sole director of the Offeror.

The sole director of the Offeror (being Ms. Di Xiaoguang) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Selling Shareholders), and confirms, having made all reasonable enquires, that to the best of her 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 statement in this joint announcement misleading.

As at the date of this joint announcement, the executive Directors are Ms. Di Xiaoguang, Mr. Chung Chau Kan and Mr. Wong Wing Hoi; the non-executive Director is Mr. Wei Ming; and the independent non-executive Directors are Mr. Moo Kai Pong, Mr. Lo Chi Wang and Ms. Ho Sze Man Kristie.

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 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.

This joint announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication. This joint announcement will also be published on the Company’s website at www.novacontechgroup.com.

The English text of this joint announcement shall prevail over its Chinese text.