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Thrive Harvest Limited

(Incorporated in the British Virgin Islands with limited liability)

Nomad Technologies Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8645)

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY
UPBEST SECURITIES COMPANY LIMITED
FOR AND ON BEHALF OF
THRIVE HARVEST LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
NOMAD TECHNOLOGIES HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY THRIVE HARVEST LIMITED, MR. YU DECAI AND
PARTIES ACTING IN CONCERT WITH ANY OF THEM);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT OF THE COMPANY**

Financial Adviser to the Offeror



Euto Capital Partners Limited

Reference are made to the announcement dated 28 March 2022 and the composite offer and response document dated 28 March 2022 (the “**Composite Document**”) jointly issued by Nomad Technologies Holdings Limited (the “**Company**”) and Thrive Harvest Limited (the “**Offeror**”) in relation to, among other things, the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

1. CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 19 April 2022 and was not revised or extended.

2. RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 19 April 2022, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 2 valid acceptances in respect of a total of 114,000 Offer Shares under the Offer, representing approximately 0.01% of the total 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 valid acceptances in respect of 114,000 Offer Shares under the Offer as at 4:00 p.m. on Tuesday, 19 April 2022, the Offeror, Mr. Yu and the parties acting in concert with any of them are interested in an aggregate of 416,364,000 Shares, representing approximately 69.39% of the total issued share capital of the Company as at the date of this joint announcement.

3. SETTLEMENT OF THE OFFER

A cheque for the amount (rounding up to the nearest cent) due to each of the Independent Shareholders who accepts the Offer less seller's ad valorem stamp duty in respect of the Shares tendered by him/ her/it under the Offer will be despatched to such Independent Shareholder 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 the duly completed acceptances of the Offer and all relevant documents of title which render such acceptance complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer will be on Thursday, 28 April 2022.

4. SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of the Offer Period on 19 December 2021, the Offeror, Mr. Yu and the parties acting in concert with any of them were interested in 112,500,000 Shares, representing approximately 18.75% of the total issued share capital of the Company. Save for the aforesaid, the Offeror, Mr. Yu and the parties acting in concert with any of them did not own or has control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities prior to the commencement of the Offer Period.

Immediately after the Completion and prior to the commencement of the Offer, the Offeror, Mr. Yu and the parties acting in concert with any of them were interested in 416,250,000 Shares, representing approximately 69.38% of the total issued share capital of the Company.

Immediately after the close of the Offer, taking into account the valid acceptances in respect of 114,000 Offer Shares under the Offer, the Offeror Mr. Yu and the parties acting in concert with any of them are interested in 416,364,000 Shares, representing approximately 69.39% of the total issued share capital of the Company as at the date of this joint announcement.

Save for the aforesaid, neither the Offeror nor any parties acting in concert with it (i) acquired or agreed to acquire any Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period up to and including the date of this joint announcement; or (ii) borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and as at the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately prior to the commencement of the Offer Period; (ii) immediately after Completion; and (iii) immediately after the close of the Offer and as the date of this joint announcement:

	Immediately prior to commencement of the Offer Period		Immediately after Completion		Immediately after the close of the Offer and as at the date of this joint announcement	
	Number of Shares	Approximate % of the issued Shares	Number of Shares	Approximate % of the issued Shares	Number of Shares	Approximate % of the issued Shares
The Vendor (Note 1)	303,750,000	50.63	-	-	-	-
The Offeror and parties acting in concert with it (Note 2)						
The Offeror	-	-	303,750,000	50.63	303,864,000	50.64
Worldtone	<u>112,500,000</u>	<u>18.75</u>	<u>112,500,000</u>	<u>18.75</u>	<u>112,500,000</u>	<u>18.75</u>
Sub-total	112,500,000	18.75	416,250,000	69.38	416,364,000	69.39
Public Shareholders	<u>183,750,000</u>	<u>30.62</u>	<u>183,750,000</u>	<u>30.62</u>	<u>183,636,000</u>	<u>30.61</u>
Total	<u><u>600,000,000</u></u>	<u><u>100.00</u></u>	<u><u>600,000,000</u></u>	<u><u>100.00</u></u>	<u><u>600,000,000</u></u>	<u><u>100.00</u></u>

Notes:

1. The entire issued share capital of the Vendor is owned by Dato' Tan, an executive Director, the chairman of the Board and the chief executive officer of the Company.
2. The entire issued share capital of each of the Offeror and Worldtone is owned by Mr. Yu, an executive Director.

5. PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, a total of 183,636,000 Shares, representing approximately 30.61% of the total issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). Accordingly, the Company satisfies the minimum public float requirement of 25% as set out under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of director of
Thrive Harvest Limited
Yu Decai
Director

By order of the Board of
Nomad Technologies Holdings Limited
Dato' Eric Tan Chwee Kuang
*Executive Director, Chairman and
Chief Executive Officer*

Hong Kong, 19 April 2022

As at the date of this joint announcement, the Board comprises Dato' Eric Tan Chwee Kuang and Mr. Yu Decai as Executive Directors; and Mr. Chen Youchun, Mr. Lim Peng Chuan Terence and Mr. Phua Cheng Sye Charles as Independent Non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Offeror, Mr. Yu and parties acting in concert with any of them) contained in this joint announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the sole director of the Offeror in his capacity as the sole director of the Offeror) in this joint announcement 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 sole director of the Offeror is Mr. Yu Decai. 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 Group), and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed (other than those expressed by the Directors in their capacity as Directors) in this joint announcement 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, for which the Directors collectively and individually accept full responsibility other than that relating to the Offeror, Mr. Yu and parties acting in concert with any of them, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than that relating to the Offeror, Mr. Yu and parties acting in concert with any of them) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this joint announcement misleading.

This joint announcement will remain on the GEM website at www.hkgem.com on the "Latest Listed Company Information" page for at least seven days from the date of its posting. This joint announcement will also be published on the Company's website at www.nomad-holdings.com.