

DUKANG DISTILLERS HOLDINGS LIMITED
(Incorporated in Bermuda)
(Company Registration No. 41457)

PROPOSED ACQUISITION OF GREAT RESOLUTE LIMITED AS A VERY SUBSTANTIAL ACQUISITION AND AN INTERESTED PERSON TRANSACTION

擬議收購 GREAT RESOLUTE LIMITED 為重大收購和關係人交易

- **COMPLETION OF AGREED UPON PROCEDURES BY THE JOINT REPORTING ACCOUNTANTS**
 - 已完成聯合報告會計師商定的程式
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1. INTRODUCTION
序言

The Board of Directors ("**Board**") of Dukang Distillers Holdings Limited ("**Company**" and collectively with its subsidiaries and associated company, "**Current Group**") refers to (a) its previous announcements dated 17 November 2018, 15 November 2019, 8 June 2020, 30 June 2020, 9 December 2020, 30 March 2021 and 1 April 2021; and (b) the Company's circular lodged with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 31 March 2021 ("**Circular**"), in relation to, inter alia, the proposed acquisition of Great Resolute Limited as a very substantial acquisition and an interested person transaction, and the proposed disposal of Sea Will International Limited as a major transaction and an interested person transaction (collectively, the "**Proposed Transactions**").

杜康控股有限公司(簡稱“公司”)連同其子公司及關係企業統稱“目前集團”)董事會(簡稱“董事會”)參照(a)公司之前於2018年11月17日,2019年11月15日,2020年6月8日,2020年6月30日,2020年12月9日和2021年3月30,2021年4月1日;及(b)向新加坡交易所(“SGX-ST”)發出發布有關擬議收購 GREAT RESOLUTE LIMITED 為重大交易及關係人交易,及擬議出售 SEA WILL INTERNATIONAL LIMITED 為重大交易及關係人交易(統稱“擬議交易”)公告。

Capitalised terms not defined herein shall bear the same meaning ascribed to them in the Circular.

此處未定義之專有名詞均將通告中名詞具相同含意。

2. COMPLETION OF AGREED UPON PROCEDURES BY THE JOINT REPORTING ACCOUNTANTS

已完成聯合報告會計師商定的程式

As required pursuant to a condition under the SGX-ST's approval-in-principle obtained by the Company on 31 March 2021 ("**AIP**") in relation to the Proposed Transactions, the Joint Reporting Accountants in respect of the Proposed Transactions have completed the agreed upon procedures on the significant bank balances of the Xingnong Group as at 31 December 2020 and the Latest Practicable Date (including but not limited to obtaining bank confirmations and bank statements) ("**AUPs**").

根據公司於 2021 年 3 月 31 日獲得新交易有關擬議交易的原則批准條件（“AIP”）要求，擬議交易的聯合報告會計師已完成關於興農集團擬議交易截至 2020 年 12 月 31 日及最新可執行日期止（包括但不限於獲得銀行函証和銀行對帳單）的銀行大額結餘商定手續（"AUPs"）。

The Board wishes to announce that further to the completion of the AUPs, there are no material changes to the Xingnong Group's cash and cash equivalents as at 31 December 2020 and the Latest Practicable Date as disclosed in the Circular.

董事會謹此宣布，如該通函所披露，在完成 AUPs 之後，興農集團截至 2020 年 12 月 31 日及最後執行日止的現金和約當現金沒有重大變化。

The AIP is not to be taken as an indication of the merits of the Proposed Acquisition, the Company and/or its subsidiaries.

AIP 不應視為收購該公司及/或其子公司的優點。

3. FURTHER ANNOUNCEMENTS

其他公告

The Company will release such further announcements and updates, in compliance with the requirements of the Listing Manual and the AIP, as and when appropriate.

本公司將在適當時候根據上市手冊和 AIP 的要求發布進一步的公告和更新。

4. DIRECTORS' RESPONSIBILITY STATEMENT

董事責任聲明

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company, the Current Group and the Dukang Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

全體董事和個別董事承擔本公告中所提供資訊準確性的全部責任，並在作出所有合理詢問後確認，本公告中有關擬議交易的所有重大事實均充分且真實披露，本公司及杜康集團及董事們並不清楚有任何遺漏事實將使本公告中的陳述具誤導性。無論公告中的資訊出自何處已公佈或可公開取得來源或從特定來源獲得，董事們的唯一責任就是確保這些來源準確、正確地提取這些資訊，及/或以適當的形式和內容在公告中轉載。

5. CAUTIONARY STATEMENT

警告聲明

Shareholders and potential investors are advised to exercise caution when dealing in the Shares. The Proposed Transactions are subject to the fulfilment of conditions precedent under the Agreement. There is no certainty or assurance that the Proposed Transactions will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers,

bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

建議股東及潛在投資者於買賣股票時務必審慎行事。擬議交易須待協議所載的先決條件達成後方可作實。無法確定或保證擬議交易將完成或不會對其中的條款進行任何更改。建議股東和潛在投資者仔細閱讀本公告和公司任何進一步公告。股東和潛在投資者如對應採取的行動有任何疑問,應諮詢其股票經紀人、銀行經理、律師或其他專業顧問。

By Order of the Board
經董事會授權

Zhou Tao
周濤
CEO and Executive Chairman
執行主席兼首席執行官
4 May 2021
2021年5月4日