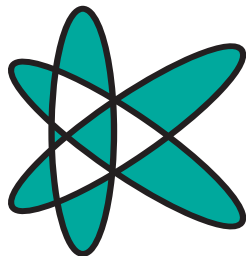


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Okura Holdings Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01655)

INSIDE INFORMATION

TRANSFER OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made by Okura Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

TRANSFER OF SHARES BY THE CONTROLLING SHAREHOLDER

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has been informed by (i) Mr. Katsuya Yamamoto (the “**Vendor**”), a controlling shareholder (as defined under the Listing Rules) and the chief executive officer of the Company, an executive Director and the chairman of the Board, and (ii) Ichikura Limited (the “**Purchaser**”), a substantial shareholder (as defined under the Listing Rules) of the Company, that on 25 July 2025, they had entered into a share purchase agreement relating to the transfer of the shares of the Company (the “**Shares**”), pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to purchase a total of 303,000,000 Shares, representing 50.5% of the entire issued share capital of the Company as at the date of this announcement, at a consideration to be determined based on the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited on the date of the closing of the transfer of the Shares (the “**Transaction**”).

The Purchaser is a company incorporated under the laws of Hong Kong. The Purchaser has further informed the Company that it is wholly-owned by AMI Culture Foundation (the “**Foundation**”), a foundation established by the Vendor as founder under Liechtenstein law with no shareholder in the Foundation. The eligible beneficiaries of the Foundation are as follows: (i) the Vendor; (ii) the two sons of the Vendor, namely Mr. Kinya Yamamoto and Mr. Kakuya Yamamoto (together with the Vendor, the “**Vendor Family Members**”); (iii) any foundation, trust or other legal entity whose member(s) of the class of beneficiaries is/are, regardless of whether indirectly or in another way, one or more of the Vendor Family Members; and (iv) any corporate body or company whose shares are ultimately and/or beneficially owned indirectly or in another way by one or more of the Vendor Family Members. The Foundation is managed by the board of trustees of the Foundation, which comprises Mr. Schädler Claude Heinz and Karmad AG, a company incorporated under Liechtenstein law.

EFFECTS ON SHAREHOLDING STRUCTURE

Immediately before completion of the Transaction, (i) the Vendor held 303,000,000 Shares, representing 50.5% of the entire issued share capital of the Company, and (ii) the Purchaser held 72,000,000 Shares, representing 12% of the entire issued share capital of the Company. Immediately after completion of the Transaction, (i) the Vendor shall cease to be a shareholder of the Company, and (ii) the Purchaser shall hold 375,000,000 Shares, representing 62.5% of the entire issued share capital of the Company. As the Purchaser is wholly-owned by the Foundation, by virtue of being the founder of the Foundation, the Vendor is deemed to be interested in the Shares held by the Purchaser, being 375,000,000 Shares, representing 62.5% of the entire issued share capital of the Company.

GRANT OF WAIVER

The Purchaser has applied for and the Executive Director of the Corporate Finance Division of the Securities and Futures Commission has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6(a) to Rule 26.1 of the Code on Takeovers and Mergers (the “**Takeovers Code**”), exempting the Purchaser from the obligation to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26.1 of the Takeovers Code that would otherwise be triggered by the Transaction.

The Board does not expect the Transaction to have any material impact on the business operations of the Group.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

For and on behalf of the Board
Okura Holdings Limited
Katsuya YAMAMOTO
*Chief Executive Officer, Executive Director and
Chairman of the Board*

Hong Kong, 25 July 2025

As at the date of this announcement, the Board comprises five Directors, of which (i) two are executive Directors, namely Mr. Katsuya YAMAMOTO and Mr. Yutaka KAGAWA; and (ii) three are independent non-executive Directors, namely Mr. Kazuyuki YOSHIDA, Ms. Mariko YAMAMOTO and Mr. Yuji MATSUZAKI.