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RaffAello-Astrum Financial Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8333)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 2 SEPTEMBER 2022

The Board is pleased to announce that the Resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on Friday, 2 September 2022.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of RaffAello-Astrum Financial Holdings Limited (the “**Company**”) both dated 17 August 2022 in relation to, among other things, the Transactions and the Change of Company Name. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the proposed ordinary resolutions and special resolution (collectively, the “**Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on Friday, 2 September 2022.

As at the date of the EGM, the total number of issued Shares was 1,193,000,000, of which (i) 532,685,000 Shares in aggregate, representing approximately 44.65% of the issued share capital of the Company, were held by the Autumn Ocean Concert Group; and (ii) 233,000,000 Shares, representing approximately 19.53% of the issued share capital of the Company, were held by the Vendor. By reason of the requirements of the Buy-backs Code, the Takeovers Code and the GEM Listing Rules, (i) in respect of the Transactions (including the Whitewash Waiver), the Autumn Ocean Concert Group, the Vendor, its ultimate beneficial owners and parties acting in concert with any of them and those Shareholders who are involved in, or are interested in, the Transactions, were required to abstain and have abstained from voting at the EGM; (ii) in respect of the Share Buy-back, the Vendor, its ultimate beneficial owners and parties acting in concert with any of them and those Shareholders who have a material interest in the Transactions which is different from the interests of all other Shareholders were required to abstain and have abstained from voting at the EGM; and (iii) in respect of the Change of Company Name, only Shareholders who are involved in or interested in the Change of Company Name were required to abstain and have abstained from voting at the EGM.

Save as disclosed above, there were no Share entitling any Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholder was required under the GEM Listing Rules, the Buy-backs Code and the Takeovers Code to abstain from voting on any of the Resolutions at the EGM. None of the Independent Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on the Resolutions at the EGM. Accordingly, there were 427,315,000 Shares, representing approximately 35.82% of the issued share capital of the Company, entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions no.1 and no.2 in respect of the Transactions (including the Whitewash Waiver) and the Share Buy-Back at the EGM and 1,193,000,000 Shares, which was the total number of Shares entitling the Independent Shareholders to attend and vote for or against the special resolution no.3 in respect of the Change of Company Name at the EGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM. Mr. Pan Chik and Ms. Yu Hoi Ling attended the EGM in person, while Mr. Kwan Chun Yee Hidulf, Mr. Sum Loong, Mr. Lau Hon Kee and Ms. Yue Chung Sze Joyce were present at the EGM by electronic means.

The poll results in respect of the Resolutions at the EGM were as follows:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
1.	a. To approve the Settlement Deed and the transactions contemplated thereunder, including the Equity Disposal, the Share Buy-back, and the Termination and to authorise the Directors to do all such acts and things and execute all such documents, where they consider necessary, desirable or expedient for the implementation of and giving effect to the Settlement Deed and the transactions contemplated thereunder.	161,909,200 (100%)	0 (0%)
	b. To approve the Equity Disposal and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Equity Disposal or as he/she considers necessary, desirable or expedient to implement or give effect to the Equity Disposal and the transactions contemplated thereunder.	161,909,200 (100%)	0 (0%)
	c. Subject to the approval having been granted by the Executive, to approve the Share Buy-back and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Share Buy-back or as he/she considers necessary, desirable or expedient to implement or give effect to the Share Buy-back and the transactions contemplated thereunder.	161,909,200 (100%)	0 (0%)

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes (%)	
		For	Against
	d. To approve the Termination and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Termination or as he/she considers necessary, desirable or expedient to implement or give effect to the Termination and the transactions contemplated thereunder.	161,909,200 (100%)	0 (0%)
2.	Conditional upon the passing of the ordinary resolution numbered 1 above, and subject to the application for the waiver to be granted by the Executive to Autumn Ocean pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code from its obligation to make a mandatory general offer for all the issued shares and all outstanding share options of the Company not already owned by the Autumn Ocean Concert Group as a result of the Share Buy-back, to approve the Whitewash Waiver.	161,909,200 (100%)	0 (0%)

SPECIAL RESOLUTION <i>(Note)</i>		Number of votes (%)	
		For	Against
3.	Subject to the passing of the ordinary resolutions numbered 1 and 2 above, the entry of the new name and dual foreign name of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands, to approve the Change of Company Name, and to authorise any one or more of the Directors to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the Change of Company Name and the transactions ancillary thereto.	694,594,200 (100%)	0 (0%)

Note: Please refer to the Notice for full text of the Resolutions.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions no.1 and no.2, all the ordinary resolutions were duly passed as ordinary resolutions by way of poll at the EGM. In addition, as more than 75% of the votes were cast in favour of the ordinary resolutions no.1 and no.2 in respect of the Share Buy-Back and the Whitewash Waiver, the conditions precedent that Completion shall be subject to the approval of the Share Buy-back and the Whitewash Waiver by at least three-fourths of the Independent Shareholders present at the EGM by way of poll as required under the Buy-backs Code and the Takeovers Code respectively, have been satisfied.

As more than 75% of the votes were cast in favour of special resolution no.3, the special resolution was duly passed as special resolution by way of poll at the EGM.

On 1 September 2022, the Executive has granted the approval of the Share Buy-back under Rule 2 of the Buy-backs Code and the Whitewash Waiver, subject to the fulfilment of the conditions set out therein.

As at the date of this announcement, all the conditions precedent to the Completion of the Transactions under the Settlement Deed have been fulfilled and that Completion is expected to take place on 7 September 2022 in accordance with the terms of the Settlement Deed.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after Completion assuming that no Share Options have been exercised and the number of Shares owned by each of the Shareholders (other than the Vendor) between the date of this announcement and the Completion Date remain unchanged:

	As at the date of this announcement		Immediately after Completion assuming that no Share Options have been exercised and the number of Shares owned by each of the Shareholders (other than the Vendor) between the date of this announcement and the Completion Date remain unchanged	
	Shares	%	Shares	%
Autumn Ocean ^(Note 1)	532,685,000	44.65	532,685,000	55.49
Vendor ^(Note 2)	233,000,000	19.53	—	—
Public Shareholders	427,315,000	35.82	427,315,000	44.51
Total	1,193,000,000	100.00	960,000,000	100.00

Notes:

1. Autumn Ocean is a company wholly-owned by Mr. Pan. Mr. Pan is therefore deemed to be interested in all the Shares held by Autumn Ocean by virtue of the SFO.
2. These Shares represented the Consideration Shares which were allotted and issued to the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement.
3. Assuming Completion having occurred and no Share Options having been exercised and the number of Shares owned by each of the Shareholders (other than the Vendor) between the date of this announcement and the Completion Date remain unchanged.
4. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By order of the Board
RaffAello-Astrum Financial Holdings Limited
Pan Chik
Chairman and Chief Executive Officer

Hong Kong, 2 September 2022

As at the date of this announcement, the Directors are:

Executive Directors

Mr. Pan Chik (Chairman and Chief Executive Officer)

Mr. Kwan Chun Yee Hidulf

Ms. Yu Hoi Ling

Independent Non-executive Directors

Mr. Sum Loong

Mr. Lau Hon Kee

Ms. Yue Chung Sze Joyce

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.astrum-capital.com/raffaello-astrum/).