

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company, nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement is not for release, publication or distribution into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



Well Link Fintech Holdings Limited
立橋金融科技控股有限公司
(Incorporated in the British Virgin Islands with limited liability)

Excalibur Global Financial Holdings Limited
駿溢環球金融控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8350)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE MANDATORY UNCONDITIONAL CASH OFFER BY WELL LINK SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN EXCALIBUR GLOBAL FINANCIAL HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED AND AGREED TO BE ACQUIRED BY THE OFFEROR AND/OR PARTIES ACTING IN CONCERT WITH IT);**
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER; AND
(4) PUBLIC FLOAT

Joint financial advisers to the Offeror

Silver Nile Global Investments Limited  **隽匯國際金融有限公司** **MESSIS** 大有融資
Jun Hui International Finance Limited

Reference is made to the composite offer and response document jointly issued by Excalibur Global Financial Holdings Limited (the “Company”) and Well Link Fintech Holdings Limited (the “Offeror”) dated 23 November 2023 (the “Composite Document”) in connection with the Offer. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Thursday, 14 December 2023 and the Offer was not revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Thursday, 14 December 2023, being the latest time and date for acceptance of the Offer, the Offeror had received one valid acceptance in respect of a total of 168,000 Offer Shares under the Offer, representing approximately 0.02% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the one valid acceptance in respect of 168,000 Offer Shares and the Offer Price of HK\$0.0661 per Offer Share, the total consideration of the Offer is approximately HK\$11,104.8.

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer 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 within seven (7) business days (as defined in the Takeovers Code) after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code.

The latest date for posting of remittances and/or share certificate in respect of valid acceptance received under the Offer is Wednesday, 27 December 2023.

INTEREST OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES

Immediately prior to the commencement of Offer Period, the Offeror, its ultimate beneficial owner and parties acting in concert with it did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion and prior to the making of the Offer, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them held, controlled or directed an aggregate of 559,504,000 Shares, representing approximately 69.94% of the entire issued share capital of the Company.

Taking into account the one valid acceptance in respect of 168,000 Offer Shares under the Offer (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer), immediately after the close of the Offer, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them are interested in an aggregate of 559,672,000 Shares, representing approximately 69.96% of the issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them (i) held, controlled or directed any Shares or rights over Shares immediately before commencement of the Offer Period; (ii) had acquired or agreed to acquire any Shares or rights over any Shares during the Offer Period or (iii) had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately following Completion and prior to the making of the Offer; and (ii) immediately upon the close of Offer and as at the date of this joint announcement (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer):

| | Immediately following Completion and prior to the making 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 | |
|---------------------------------|---|---|--|---|
| | <i>Number of Shares</i> | <i>Approximate % of issued Shares</i> | <i>Number of Shares</i> | <i>Approximate % of issued Shares</i> |
| Offeror and its concert parties | 559,504,000 | 69.94 | 559,672,000 | 69.96 |
| Independent Shareholders | 240,496,000 | 30.06 | 240,328,000 | 30.04 |
| Total | 800,000,000 | 100.00 | 800,000,000 | 100.00 |

Notes:

- No Directors hold any Shares or securities of the Company.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, 240,328,000 Shares, representing approximately 30.04% of the entire issued share capital of the Company are held by the public (as defined under the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

By order of the board of directors of
Well Link Fintech Holdings Limited
Kwan Kin Man Keith
Director

By order of the Board of
Excalibur Global Financial Holdings Limited
Poon Kwok Wah Allan
Chairman

Hong Kong, 14 December 2023

As at the date of this joint announcement, the directors of the Offeror are Mr. Kwan Kin Man Keith and Ms. Xu Wenxia. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors, the Directors and the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Vendors, the Directors and the Group) 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 statements in this joint announcement misleading.

As at the date of this joint announcement, the executive Directors of the Company are Mr. Poon Kwok Wah Allan, Ms. Lee Mei Chun and Ms. Choi Ching Jennifer; the non-executive Director of the Company is Mr. Lam Ka Tai and the independent non-executive Directors of the Company are Mr. Chin Kam Cheung and Mr. Siu Miu Man, M.H..

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror and parties acting in concert with it, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and the directors 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 statements in this joint announcement misleading.

This joint announcement will remain on the “Latest Listed Company Announcements” page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and on the website of the Company at www.excalibur.com.hk.