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**CAISTER LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

**Easy One Financial Group Limited**

**易易壹金融集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 221)**

**JOINT ANNOUNCEMENT  
(1) PROPOSED PRIVATISATION OF  
EASY ONE FINANCIAL GROUP LIMITED  
BY CAISTER LIMITED BY WAY OF  
A SCHEME OF ARRANGEMENT  
(UNDER SECTION 99 OF THE COMPANIES  
ACT 1981 OF BERMUDA)  
(2) PROPOSED WITHDRAWAL OF LISTING OF  
EASY ONE FINANCIAL GROUP LIMITED  
BY CAISTER LIMITED  
AND  
(3) DESPATCH OF THE SCHEME DOCUMENT**

**Financial Adviser to Caister Limited**



**KINGSTON CORPORATE FINANCE**

**Independent Financial Adviser to the Independent Board Committee of  
Easy One Financial Group Limited**

**ALTUS CAPITAL LIMITED**

## **INTRODUCTION**

Reference is made to (i) the joint announcement of Caister Limited (“**Caister**”), Wang On Group Limited, Wai Yuen Tong Medicine Holdings Limited and Easy One Financial Group Limited (“**EOG**”) dated 4 May 2020 in relation to a proposal by Caister to privatise EOG; (ii) the joint announcements dated 8 June 2020 and 31 July 2020 published by Caister and EOG in relation to the extension of time for despatch of the Scheme Document; and (iii) the scheme document dated 12 August 2020 jointly issued by EOG and Caister in relation to, among other things, the Proposal, the Scheme and the Option Offer (the “**Scheme Document**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

## **DESPATCH OF THE SCHEME DOCUMENT**

The Scheme Document, together with the notices convening the Court Meeting and the SGM to be held on Tuesday, 8 September 2020, the related proxy forms, the Option Offer Letter and the Form of Option Offer Acceptance will be despatched to the Scheme Shareholders and the EOG Optionholders on Wednesday, 12 August 2020.

The Scheme Document contains, among other things, further details of the Proposal, the Scheme and the Option Offer, the expected timetable relating to the Proposal and the Option Offer, the letters from the EOG Board, the Independent Board Committee and the Independent Financial Adviser, and the notices of the Court Meeting and the SGM.

## **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER**

The Independent Board Committee comprising Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Wong Hung Tak, all being the independent non-executive directors of the EOG, has been established by the EOG Board to advise the Disinterested Scheme Shareholders and EOG Optionholders as regards the Proposal and the Option Offer.

EOG has, with the approval of the Independent Board Committee, appointed Altus Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal and the Option Offer.

The Independent Financial Adviser has advised the Independent Board Committee that it considers the terms of the Proposal and the Option Offer to be fair and reasonable so far as the Disinterested Scheme Shareholders and the EOG Optionholders are concerned, and accordingly, it advises the Independent Board Committee (i) to recommend the Scheme Shareholders to vote in favour of the special resolution to approve the implementation of the Scheme at the SGM; and (ii) to recommend the EOG Optionholders to accept the Option Offer.

The Independent Board Committee, having considered the terms of the Proposal and the Option Offer and having taken into account the opinion of the Independent Financial Adviser and in particular the factors, reasons and recommendations set out in its letter in the “Letter from the Independent Financial Adviser” section of the Scheme Document, considers that, the terms of the Proposal and the Option Offer are fair and reasonable as far as the Disinterested Scheme Shareholders and the EOG Optionholders are concerned.

Disinterested Scheme Shareholders and EOG Optionholders are urged to read carefully the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in relation to the Proposal and the Option Offer as set out in the letters from the Independent Board Committee and the Independent Financial Adviser as contained in the Scheme Document.

### **COURT MEETING AND SGM**

The Court Meeting and the SGM are scheduled to be held at 9:30 a.m. and 10:00 a.m. (or immediately after the conclusion or adjournment of the Court Meeting), respectively, on Tuesday, 8 September 2020 at Grand Ballroom, Lower Ground Level, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong.

In accordance with the directions of the Bermuda Court, the Court Meeting will be held for the purpose of considering and, if thought fit, approving the Scheme (with or without modification).

The SGM will be held for the purpose of considering and, if thought fit, passing a special resolution to approve and give effect to, among other things, (i) the allotment and issue of one EOG Share to Caister or its designated wholly-owned subsidiary; (ii) the reduction of the issued share capital of EOG by cancelling and extinguishing the Scheme Shares; and (iii) the allotment and issue of an equivalent number of EOG Shares immediately thereafter to Caister and/or its designated wholly-owned subsidiary(ies).

Notices of the Court Meeting and the SGM are contained in the Scheme Document.

An announcement will be made by Caister and EOG in relation to the results of the Court Meeting and the SGM to be held on Tuesday, 8 September 2020.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement of the Scheme Shareholders to attend and vote at the Court Meeting and the EOG Shareholders to attend and vote at the SGM, the register of members of EOG will be closed from Thursday, 3 September 2020 to Tuesday, 8 September 2020 (both days inclusive) and, during such period, no transfer of EOG Shares will be effected.

In order to qualify to attend and vote at the Court Meeting and the SGM, all transfers accompanied by the relevant share certificates must be lodged with EOG's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 2 September 2020.

**CONDITIONS OF THE PROPOSAL AND THE SCHEME**

EOG Shareholders and potential investors should be aware that the Proposal is subject to the satisfaction or waiver, as applicable, of the Conditions described in the section headed "3. Conditions to the Proposal" in the explanatory statement in Part VII of the Scheme Document. All of the Conditions will have to be fulfilled or waived (as applicable) on or before 31 December 2020 (or such later date as Caister and EOG may agree or, to the extent applicable, as the Bermuda Court may direct), failing which the Scheme will lapse and the Proposal will not be implemented. If the Scheme is not approved or does not become effective, or the Proposal otherwise lapses, the listing of the EOG Shares on the Stock Exchange will not be withdrawn. Further announcement(s) on any changes regarding the timetable of the Scheme will be made as and when necessary.

**EXPECTED TIMETABLE**

Set out below is the current expected timetable in relation to the Proposal and the Option Offer. Please refer to the Scheme Document for details.

**Hong Kong time  
(unless otherwise stated)**

Date of despatch of the Scheme Document and the Option Offer Letter . . . . .	Wednesday, 12 August 2020
Expected date of the WOG SGM and the WYT SGM . . . . .	Wednesday, 26 August 2020
Latest time for lodging transfers of EOG Shares to qualify for the entitlement to attend and vote at the Court Meeting and the SGM . . . . .	4:30 p.m. on Wednesday, 2 September 2020
Closure of the register of members of EOG for determining the entitlement to attend and vote at the Court Meeting and the SGM . . . . .	from Thursday, 3 September 2020 to Tuesday, 8 September 2020 (both days inclusive)
Latest time for lodging forms of proxy in respect of the Court Meeting . . . . .	9:30 a.m. on Sunday, 6 September 2020

**Hong Kong time  
(unless otherwise stated)**

Latest time for lodging forms of proxy in respect of  
the SGM ..... 10:00 a.m.  
on Sunday, 6 September 2020

Record date for determining the entitlement  
to attend and vote at the Court Meeting  
and the SGM, being the Meeting Record Date ..... Tuesday, 8 September 2020

Court Meeting ..... 9:30 a.m.  
on Tuesday, 8 September 2020

SGM ..... 10:00 a.m. on Tuesday, 8 September 2020  
(or as soon thereafter as the Court Meeting  
shall have been concluded or adjourned)

Announcement of the results  
of the Court Meeting and the SGM, published  
on the Stock Exchange's website ..... after 4:30 p.m.  
and not later than 7:00 p.m.  
on Tuesday, 8 September 2020

Expected latest time for dealing in  
EOG Shares on the Stock Exchange ..... 4:10 p.m.  
on Thursday, 10 September 2020

Latest time for EOG Optionholders to exercise their  
EOG Options to qualify for the entitlement to the  
Cancellation Consideration under the Scheme ..... 4:30 p.m.  
on Wednesday, 16 September 2020

Latest time for lodging transfers of EOG Shares to qualify  
for the entitlement to the Cancellation Consideration  
under the Scheme ..... 4:30 p.m.  
on Wednesday, 16 September 2020

Closure of the register of members of EOG for determining  
the entitlement of the Scheme Shareholders  
under the Scheme ..... from Thursday, 17 September 2020  
onwards

Expected date of court hearing of the petition to sanction  
the Scheme ..... Thursday, 17 September 2020  
(*Bermuda time*)

**Hong Kong time  
(unless otherwise stated)**

Announcement of the results of the Court Hearing  
of the petition to sanction the Scheme, the expected  
Effective Date and the expected date of the withdrawal  
of the listing of the EOG Shares on the Stock Exchange  
published on the Stock Exchange's website . . . . . no later than 7:00 p.m.  
on Friday, 18 September 2020

Record date and time for determining (1) the entitlement  
of the Scheme Shareholders under the Scheme and  
(2) the entitlement of the EOG Optionholders  
under the Option Offer, being the Scheme Record Date . . . . . 4:00 p.m.  
on Monday, 5 October 2020

Latest time to accept the Option Offer and  
the closing date of the Option Offer . . . . . 4:00 p.m.  
on Monday, 5 October 2020

Effective Date . . . . . Tuesday, 6 October 2020  
*(Bermuda time)*

Announcement of (1) the Effective Date,  
(2) the results of the Option Offer and  
(3) the withdrawal of listing of EOG Shares  
on the Stock Exchange, published  
on the Stock Exchange's website . . . . . Wednesday, 7 October 2020

Withdrawal of listing of EOG Shares  
on the Stock Exchange becomes effective . . . . . 4:00 p.m.  
on Friday, 9 October 2020

Cheques for payment of the Cancellation Consideration  
despatched to the Scheme Shareholders and certificates  
for the Consideration Shares to be despatched . . . . . on or before  
Thursday, 15 October 2020

Payment of the Option Cancellation Consideration  
to the EOG Optionholders . . . . . on or before  
Thursday, 15 October 2020

**EOG Shareholders and EOG Optionholders should note that the dates and times  
specified in the above timetable are subject to change. Further announcement(s) will be  
made in the event that there is any change to the above timetable.**

**All references in this joint announcement to times and dates are references to Hong Kong times and dates, other than references to the expected date of the Court Hearing in Bermuda and the Effective Date, which are the relevant times and dates in Bermuda. Bermuda time is 11 hours behind Hong Kong time.**

**WARNING: EOG Shareholders, EOG Optionholders and potential investors of EOG should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived (as applicable), and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. EOG Shareholders, EOG Optionholders and potential investors of EOG should therefore exercise caution when dealing in the securities of EOG. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the sole director of  
**CAISTER LIMITED**  
**Tang Ching Ho**  
*Director*

By Order of the board of directors of  
**EASY ONE FINANCIAL GROUP LIMITED**  
**Chan Chun Hong, Thomas**  
*Chairman and Managing Director*

Hong Kong, 12 August 2020

*As at the date of this joint announcement, Mr. Tang Ching Ho is the sole director of Caister.*

*The sole director of Caister accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the EOG Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of EOG) 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 EOG Board comprises Mr. Chan Chun Hong, Thomas, Mr. Cheung Wai Kai and Ms. Stephanie as executive directors; and Mr. Sin Ka Man, Mr. Cheung Sau Wah, Joseph and Mr. Wong Hung Tak as independent non-executive directors.*

*The directors of EOG jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to Caister and the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the sole director of Caister) 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.*