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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**

**(3) RESULTS OF THE COURT MEETING AND THE SGM**

**AND**

**(4) CLOSURE OF REGISTER OF MEMBERS OF  
EASY ONE FINANCIAL GROUP LIMITED**

**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 (the “**Company**”) dated 4 May 2020 in relation to, among other things, a proposal by Caister to privatise the Company; (ii) the joint announcements dated 8 June 2020 and 31 July 2020 published by Caister and the Company in relation to the extension of time for despatch of the Scheme Document (as defined below); (iii) the scheme document dated 12 August 2020 jointly issued by the Company and Caister in relation to, among other things, the Proposal, the Scheme and the Option Offer (the “**Scheme Document**”); (iv) the supplemental announcement of the Company dated 13 August 2020 in relation to the independent financial adviser’s letter set out in the Scheme Document; and (v) the joint announcement dated 26 August 2020 published by Caister and the Company in relation to the fulfilment of certain conditions to the Proposal. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

## **RESULTS OF THE COURT MEETING**

The Court Meeting was held at Grand Ballroom, Lower Ground Level, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong at 9:30 a.m. on Tuesday, 8 September 2020.

In compliance with both section 99 of the Bermuda Companies Act and Rule 2.10 of the Takeovers Code, the approvals required to be obtained at the Court Meeting in respect of the Scheme are as follows:

- (a) the approval of the Scheme (by way of poll) by a majority in number of Scheme Shareholders representing not less than three-fourths in value of the EOG Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting; and
- (b) the approval of the Scheme (by way of poll) by at least 75% of the votes attaching to the EOG Shares held by the Disinterested Scheme Shareholders that are voted either in person or by proxy at the Court Meeting, provided that the number of votes cast (by way of poll) against the resolution to approve the Scheme is not more than 10% of the votes attaching to all the EOG Shares held by all the Disinterested Scheme Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting were as follows:

	Votes cast in person or by proxy		
	Total number (Total %)	For the Scheme (Approximate %) <i>(Note 1)</i>	Against the Scheme (Approximate %) <i>(Note 1)</i>
Number of Scheme Shareholders who attended and voted either in person or by proxy at the Court Meeting	339 (100%) <i>(Note 2)</i>	317 (93.5103%)	22 (6.4897%)
Number of Scheme Shares voted by Scheme Shareholders in person or by proxy at the Court Meeting <i>(Note 3)</i>	398,497,665 (100%)	395,329,790 (99.2050%)	3,167,875 (0.7950%)
Number of Scheme Shares voted by Disinterested Scheme Shareholders in person or by proxy at the Court Meeting <i>(Note 3)</i>	236,957,540 (100%)	233,789,665 (98.6631%)	3,167,875 (1.3369%)
Approximate percentage of: (i) 3,167,875 Scheme Shares, being the number of votes cast by the Disinterested Scheme Shareholders against the Scheme, over (ii) 394,713,803 Scheme Shares, being the number of votes attaching to all the Disinterested Scheme Shareholders <i>(Note 4)</i>			(0.8026%)

Notes:

- (1) All percentages are rounded to 4 decimal places.
- (2) HKSCC Nominees Limited was counted as one person or member of the Company at the Court Meeting for the purposes of ascertaining whether or not the requirement that a “majority in number” of the Scheme Shareholders approving the Scheme under section 99(2) of the Bermuda Companies Act has been satisfied. For the purposes of calculating the “majority in number” of the Scheme Shareholders, HKSCC Nominees Limited was entitled to be counted and to vote in favour of or against the Scheme in accordance with the majority of instructions received from CCASS Participants and Investor Participants. Based on the vote results as disclosed in Note 3 below, for the purpose of calculating the “majority in number”, the vote of HKSCC Nominees Limited was counted in favour of the resolution to approve the Scheme.
- (3) Details of the number of votes cast in favour of and against the Scheme and the number of CCASS Participants and Investor Participants on whose instructions HKSCC Nominees Limited casts its votes are set out below:

Votes For the Scheme		Votes Against the Scheme	
Number of CCASS Participants	Number of Scheme Share(s) represented	Number of CCASS Participants	Number of Scheme Share(s) represented
30	388,793,587	4	3,147,184
Number of Investor Participants	Number of Scheme Share(s) represented	Number of Investor Participants	Number of Scheme Share(s) represented
N/A	N/A	N/A	N/A

- (4) 3,167,875 votes against the Scheme represents approximately 0.8026% of the votes attaching to all Scheme Shares held by all the Disinterested Scheme Shareholders.

Accordingly:

- (1) the Scheme was approved (by way of poll) by a majority in number of Scheme Shareholders representing not less than three-fourths in value of the EOG Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (2) the Scheme was approved (by way of poll) by at least 75% of the votes attaching to the EOG Shares held by the Disinterested Scheme Shareholders that voted either in person or by proxy at the Court Meeting; and
- (3) the number of votes cast (by way of poll) against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all the EOG Shares held by all the Disinterested Scheme Shareholders.

Therefore, the resolution proposed at the Court Meeting to approve the Scheme was duly passed pursuant to both section 99 of the Bermuda Companies Act and Rule 2.10 of the Takeovers Code.

As at the date of the Court Meeting, the total number of EOG Shares in issue was 556,432,500, which was the total number of Scheme Shares entitling the Scheme Shareholders to attend and vote for or against the Scheme either in person or by proxy at the Court Meeting. The total number of Scheme Shares held by all Disinterested Scheme Shareholders was 394,713,803, representing approximately 70.94% of the total number of EOG Shares in issue.

Pursuant to Rule 2.10 of the Takeovers Code, as the Offeror Concert Parties, which as at the date of the Court Meeting held in the aggregate 161,718,697 EOG Shares (representing approximately 29.06% of the total number of EOG Shares in issue), are not Disinterested Scheme Shareholders, the votes of the Offeror Concert Parties cast at the Court Meeting were not counted for the purposes of determining whether the Condition (b) of the Scheme, as set out in the section headed “3. Conditions to the Proposal” of “Part VII – Explanatory Statement” of the Scheme Document, was satisfied.

Other than the Offeror Concert Parties’ holding of EOG Shares not being counted for Condition (b) of the Scheme as disclosed above, no Scheme Shareholder was required under the Listing Rules to abstain from voting for or against the Scheme at the Court Meeting nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting for or against the Scheme at the Court Meeting.

Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the vote-taking at the Court Meeting.

## RESULTS OF THE SGM

The SGM was held immediately after the conclusion of the Court Meeting, on Tuesday, 8 September 2020 at Grand Ballroom, Lower Ground Level, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong.

The poll results in respect of the special resolution proposed at the SGM are as follows:

Special resolution <sup>(Note 1)</sup>	Votes cast in person or by proxy		
	Total number (Total %)	For (Approximate %) <i>(Note 2)</i>	Against (Approximate %) <i>(Note 2)</i>
<p>(a) to approve the issue of one share at par to the Offeror (as defined in the Scheme) or its designated wholly-owned subsidiary and, forthwith upon such issue of share, the reduction of the Company's issued share capital by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);</p> <p>(b) to approve the issue of such number of new EOG Shares ("New Shares") to the Offeror or its designated wholly-owned subsidiary(ies);</p> <p>(c) to approve the Company applying the credit arising in its books of account as a result of the reduction of share capital referred to in (a) above in paying-up in full at par the New Shares referred to in (b) above;</p> <p>(d) to approve the withdrawal of listing of ordinary shares of the Company on the Stock Exchange subject to the Scheme taking effect; and</p> <p>(e) to authorise the EOG Directors to do all acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme.</p>	418,706,177 (100%)	415,478,443 (99.23%)	3,227,734 (0.77%)

*Notes:*

- (1) The full text of the resolution is set out in the notice of the SGM, which is included in the Scheme Document dated 12 August 2020.
- (2) All percentages are rounded to 2 decimal places.

Accordingly, the special resolution approving the implementation of the Scheme was duly passed by a majority of not less than 75% of the votes cast by the EOG Shareholders present and voting either in person or by proxy at the SGM.

The total number of EOG Shares entitling the EOG Shareholders to attend and vote for or against the special resolution in person or by proxy at the SGM was 556,432,500. No EOG Shareholder was required under the Listing Rules to abstain from voting for or against the special resolution, nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting in respect of the said resolution at the SGM.

Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the vote-taking at the SGM.

## **CURRENT STATUS OF THE CONDITIONS TO THE PROPOSAL**

As at the date of this joint announcement, the Proposal remains, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions (other than Conditions (a), (b), (c), (f) and (g) which have been satisfied) as set out in the section headed "3. Conditions to the Proposal" in the Explanatory Statement in the Scheme Document. Subject to such Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Tuesday, 6 October 2020 (Bermuda time).

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE EOG SHARES**

Subject to the Scheme becoming effective, the withdrawal of the listing of the EOG Shares on the Stock Exchange is expected to take place with effect from 4:00 p.m. on Friday, 9 October 2020.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of the Scheme Shareholders under the Scheme, the register of members of the Company will be closed from Thursday, 17 September 2020 (or such other date as Scheme Shareholders may be notified by an announcement) onwards. During such period, no transfer of EOG Shares will be effected. In order to qualify for the entitlements under the Scheme, all transfers accompanied by the relevant share certificates must be lodged with the Company'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, 16 September 2020.

## **PAYMENT OF THE CANCELLATION CONSIDERATION AND DESPATCH OF SHARE CERTIFICATES FOR CONSIDERATION SHARES TO THE SCHEME SHAREHOLDERS**

Upon the Scheme becoming effective, payment of the Scheme Cash Consideration for the Scheme Shares and transfer of the Consideration Shares on the basis of eight (8) Consideration Shares per Scheme Share will be made to the Scheme Shareholders whose names appear on the register of members of the Company as at the Scheme Record Date as soon as practicable but in any event within seven Business Days following the Scheme becoming effective. On the basis that the Scheme becomes effective on Tuesday, 6 October 2020 (Bermuda time), cheques for payment of the Scheme Cash Consideration and share certificates in respect of the Consideration Shares under the Scheme are expected to be despatched on or before Thursday, 15 October 2020.

### **EXPECTED TIMETABLE**

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

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 the Company

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)

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

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

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.**



## GENERAL

As at 4 May 2020 (the commencement date of the offer period) and the date of this joint announcement, (i) Caister did not hold any EOG Shares directly and/or indirectly through its wholly-owned subsidiary(ies), and therefore the Scheme Shares comprised all the 556,432,500 EOG Shares in issue; and (ii) the Offeror Concert Parties held in aggregate 161,718,697 EOG Shares, representing approximately 29.06% of the total number of EOG Shares in issue as at 4 May 2020 and the date of this joint announcement, respectively.

Neither Caister nor the Offeror Concert Parties had acquired or agreed to acquire any EOG Shares or rights over EOG Shares, or any convertible securities, warrants, options or derivatives in respect of the EOG Shares during the offer period.

As at the date of this joint announcement, neither Caister nor the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**WARNING: EOG Shareholders, EOG Optionholders and potential investors of the Company should be aware that the implementation of the Proposal is still 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 the Company should therefore exercise caution when dealing in the securities of the Company. 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, 8 September 2020

*As at the date of this joint announcement Date, 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 EOG Directors) 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 Date, 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 EOG Directors 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.*