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CEFC Hong Kong Financial Investment Company Limited

香港華信金融投資有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1520)

- (1) INSIDE INFORMATION ANNOUNCEMENT;
(2) ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE;
(3) COMPLETION OF THE PLACING OF THE TARGET SHARES OF
THE CONTROLLING SHAREHOLDER;
AND
(4) CLOSE OF OFFER PERIOD**

Underwriter



This announcement is made by CEFC Hong Kong Financial Investment Company Limited (the “**Company**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Rule 3.7 of The Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

Reference is made to the Company’s announcements (i) dated 15 June 2020 and 12 August 2020 relating to the winding up petition against the Controlling Shareholder; (ii) dated 11 September 2020, 9 October 2020, 9 November 2020, 9 December 2020, 8 January 2021, 8 February 2021, 8 March 2021, 8 April 2021 and 7 May 2021 of the respective monthly updates; (iii) dated 7 June 2021 relating to the Potential Underwriting; and (iv) dated 18 June 2021, 13 July 2021 and 23 July 2021 relating to the Underwriting Agreement (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE PLACING

The Company was informed by the Underwriter that the Placing had been completed on 27 July 2021 (the “**Completion**”) pursuant to the terms and conditions of the Placing Letters, where all of the Target Shares were successfully placed by the Underwriter (the “**Placing**”).

EFFECT OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

	Immediately before the Completion		Immediately after the Completion	
	<i>Number of Shares held</i>	<i>Approximately percentage of interests ^(Note 1)</i>	<i>Number of Shares held</i>	<i>Approximate percentage of interests ^(Note 1)</i>
Shareholder				
The Controlling Shareholder ^(Note 2)	860,120,000	50.89%	–	–
Tang Shu Pui Simon ^(Note 3)	5,000,000	0.30%	5,000,000	0.30%
Hua Zhen ^(Note 4)	87,000,000	5.15%	87,000,000	5.15%
<i>The Placees</i>				
World Field Industries Limited ^(Note 5)	–	–	283,994,000	16.80%
BLB International Company Limited ^(Note 6)	–	–	240,000,000	14.20%
Sure Team Limited ^(Note 7)	–	–	165,996,000	9.82%
Geng Xiaodong	–	–	85,998,000	5.09%
VC Brokerage Limited – Account Client ^(Note 8)	–	–	84,132,000	4.98%
Other Shareholders	737,880,000	43.66%	737,880,000	43.66%
Total	1,690,000,000	100%	1,690,000,000	100%

Notes:

1. The percentage is based on 1,690,000,000 ordinary Shares issued as at the date of this announcement.
2. On 10 August 2020, the Grand Court ordered, among other things, the winding up of the Controlling Shareholder and the appointment of Mr. Yat Kit Jong and Mr. Man Chun So, both of PricewaterhouseCoopers Limited and Mr. Jess Shakespeare of PwC Corporate Finance & Recovery (Cayman) Limited, as the joint official liquidators of the Controlling Shareholder (the “**Liquidators**”).

3. These 5,000,000 Shares are beneficially owned by Tang Shu Pui Simon, an independent non-executive Director.
4. Based on the disclosure of interests filed on 22 September 2015, these 87,000,000 Shares are beneficially held by Hua Zhen.
5. Based on the disclosure of interests filed on 16 June 2021, World Field Industries Limited is owned as to 100% by Green Astute Limited, which is in turn owned as to 100% by Hao Tian Media & Culture Holdings Limited, which is in turn owned as to 100% by Aceso Life Science Group Limited, the shares of which are listed on the main board of the Stock Exchange (stock code: 474.HK). Aceso Life Science Group Limited is owned as to 44.54% by Asia Link Capital Investment Holdings Ltd., which is in turn owned as to 100% by Li Shao Yu.
6. Based on the disclosure of interests filed on 22 June 2021, BLB International Company Limited is owned as to 100% by Baolingbao Biology Co., Ltd. (“**BLB Biology**”), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 2286.SZ). Based on the first quarterly report of BLB Biology for the three months ended 31 March 2021 published on the website of the Shenzhen Stock Exchange (www.szse.cn) on 28 April 2021, as at 31 March 2021, BLB Biology was owned as to 12.8% by Beijing Yongyu Investment Management Limited (北京永裕投資管理有限公司, “**Beijing Yongyu**”) being the largest shareholder of BLB Biology; and, based on information published on the Beijing Enterprise Credit Information website (北京市企業信用信息網, qyxy.scjgj.beijing.gov.cn), Beijing Yongyu is wholly owned by Dai Sijue (戴斯覺).
7. Sure Team Limited is owned as to 100% by Cheng Liquan Richard.
8. Based on the information provided by VC Brokerage Limited, these 84,132,000 Shares were placed to King Lion Group Limited, which is owned as to 100% by Gao Yongzhi.

Each of the Placees has confirmed to the Underwriter that, as at the date of this announcement, it and its ultimate beneficial owner(s) and their respective concert parties, or in the case where the Placee is acting on behalf of a principal, the principal, its ultimate beneficial owner(s) and their respective concert parties, are not acting or presumed to be acting in concert with each of the other Placees.

The Liquidators have confirmed that each of them and their respective concert parties were not involved in the identification, selection and nomination of the Placees.

The Completion did not result in a change of control of the Company and none of the Placees are therefore required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer for all the issued Shares.

For the purpose of the Takeovers Code, the offer period which commenced on 12 August 2020 ended on 27 July 2021.

By order of the Board
CEFC Hong Kong Financial Investment Company Limited
Tin Yat Yu Carol
Chairman and Executive Director

Hong Kong, 27 July 2021

As at the date of this announcement, the executive directors of the Company are Ms. Tin Yat Yu Carol and Mr. Cheung Ka Lung; and the independent non-executive directors of the Company are Mr. Tang Shu Pui Simon, Mr. Hon Ming Sang and Ms. Lo Wing Sze JP.

The directors of the Company 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 statements in this announcement misleading.