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Golden Eagle Retail Investment Limited
(Incorporated in the Cayman Islands with limited liability)

**GOLDEN EAGLE RETAIL GROUP
LIMITED**
金鷹商貿集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3308)

JOINT ANNOUNCEMENT
(1) PROPOSED PRIVATISATION OF
GOLDEN EAGLE RETAIL GROUP LIMITED
BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT;
(2) EFFECTIVE DATE OF THE SCHEME;
(3) WITHDRAWAL OF LISTING OF
GOLDEN EAGLE RETAIL GROUP LIMITED;
AND
(4) DESPATCH OF CHEQUES

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

References are made to (i) the scheme document (the “**Scheme Document**”) jointly issued by Golden Eagle Retail Investment Limited (the “**Offeror**”) and Golden Eagle Retail Group Limited (the “**Company**”) dated 23 August 2023 in relation to, among other things, the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act; (ii) the announcement dated 15 September 2023 jointly issued by the Offeror and the Company in relation to, among other things, the results of the Court Meeting and the EGM; and (iii) the announcement dated 4 October 2023 jointly issued by the Offeror and the Company in relation to, among other things, the sanction of the Scheme by the Grand Court (the “**Sanction Announcement**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Scheme Document.

EFFECTIVE DATE OF THE SCHEME

As at the date of the Sanction Announcement, the Scheme was sanctioned without modification by the Grand Court at the petition hearing held on Tuesday, 3 October 2023 (Cayman Islands time). The reduction of the number of issued Shares in the share capital of the Company by the cancellation and extinguishment of the Scheme Shares (the “**Capital Reduction**”) was also confirmed by the Grand Court on the same day at the same hearing.

An official copy of the order of the Grand Court sanctioning the Scheme and confirming the Capital Reduction was delivered to the Registrar of Companies in the Cayman Islands for registration (the “**Registration**”) on Friday, 6 October 2023 (Cayman Islands time). After the Registration, all of the Conditions as set out in the section headed “Conditions of the Proposal and the Scheme” in the Explanatory Memorandum of the Scheme Document have been fulfilled. Accordingly, the Scheme became effective on Friday, 6 October 2023 (Cayman Islands time).

WITHDRAWAL OF THE LISTING OF THE SHARES

The withdrawal of the listing of the Shares on the Stock Exchange will become effective from 4:00 p.m. on Monday, 9 October 2023.

DESPATCH OF CHEQUES

Cheques for the payment of the Cancellation Price payable under the Scheme will be dispatched to the Disinterested Scheme Shareholders as soon as possible but in any event on or before Tuesday, 17 October 2023.

By order of the board of
Golden Eagle Retail Investment Limited
Wang Hung, Roger
Director

By order of the board of
Golden Eagle Retail Group Limited
Wang Hung, Roger
Chairman

Hong Kong, 8 October 2023

As at the date of this joint announcement, the sole director of each of the Offeror and GEICO is Mr. Wang.

The sole director of the Offeror and GEICO accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as the 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, the Board comprises two executive Directors, namely Mr. Wang and Mr. Tan Jianlin and three independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Lay Danny J and Mr. Lo Ching Yan.

The Directors 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 the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the sole director of the Offeror in his capacity as the director 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 statement in this joint announcement misleading.