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華富建業國際金融有限公司

QUAM PLUS INTERNATIONAL FINANCIAL LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

**SECOND SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO**

- (1) EXTENSION OF THE DISPOSAL SPA LONG STOP DATE
AND DISPOSAL SPA COMPLETION DATE;
(2) EXTENSION OF PERIOD FOR CONDUCTING
INDEPENDENT VALUATION;
AND
(3) COMPLETION OF THE LOAN ASSIGNMENT SPA**

Reference is made to (a) the announcement (the “**Announcement**”) of Quam Plus International Financial Limited (the “**Company**”) dated 18 December 2023 in relation to (i) the acquisition of 15.72% of the enlarged issued share capital of Fortune Origin Group Limited (“**Fortune Origin**”) by Well Foundation Company Limited (“**Well Foundation**”) from Mr. Chan Siu Yeung (“**Mr. Chan**”); (ii) the assignment of loan owed by Wanhai Financial Holdings (HK) Limited (“**Wanhai Financial**”) to Quam Finance Limited (“**Quam Finance**”) in the sum of HK\$58,577,123 in exchange for new ordinary shares of Fortune Origin as consideration shares; and (iii) the disposal of the entire issued share capital of Wanhai Financial held by Quam Finance and Guo Yi Holdings (BVI) Limited (“**Guo Yi Holdings**”) to Fortune Origin in exchange for new ordinary shares of Fortune Origin as consideration shares; and (b) the supplemental announcement (the “**Supplemental Announcement**”) of the Company dated 10 January 2024 in relation to, *inter alia*, the entering into a side letter (the “**1st Side Letter**”) to, among others, reduce the number of shares of Wanhai Financial to be disposed of by Quam Finance and Guo Yi Holdings to Fortune Origin. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement and the Supplemental Announcement.

EXTENSION OF THE DISPOSAL SPA LONG STOP DATE AND DISPOSAL SPA COMPLETION DATE

As one of the conditions precedent under the Disposal SPA (as amended by the 1st Side Letter), which is to obtain the SFC's approval on Fortune Origin to become a substantial shareholder of Wanhai Securities to carry out regulated activities under the SFO as a result of the sale and purchase of the Wanhai Sale Shares under the Disposal SPA (as amended by the 1st Side Letter) (the "**SFC's Approval**"), has not been fulfilled on or before 31 March 2024 and Quam Finance, Guo Yi Holdings and Fortune Origin, being all the parties to the Disposal SPA, then contemplated that such approval may have been obtained by the end of May 2024, they have, on 30 May 2024, entered into the second side letter (the "**2nd Side Letter**") to the Disposal SPA (as amended by the 1st Side Letter) to confirm their mutual agreement on the extension of the Disposal SPA Long Stop Date to 31 July 2024 (or such later date as may be agreed between Quam Finance, Guo Yi Holdings and Fortune Origin in writing).

In order to allow more time for the parties to prepare for the completion of the Disposal SPA (as amended by the 1st Side Letter), Quam Finance, Guo Yi Holdings and Fortune Origin have agreed in the 2nd Side Letter to extend the Disposal SPA Completion Date to a date not later than 31 July 2024.

The Company would like to inform the Shareholders and potential investors of the Company that the SFC's Approval has been obtained on 16 May 2024.

EXTENSION OF PERIOD FOR CONDUCTING INDEPENDENT VALUATION

As the 2023 Xinghai Audited Accounts have not been prepared within three months after the expiry of FY2023 and additional time is required to engage an independent third party professional valuer to conduct a valuation on the net asset value of Xinghai as at 31 December 2023 to give effect to the adjustment mechanism as provided in the Disposal SPA (as amended by the 1st Side Letter), Quam Finance, Guo Yi Holdings and Fortune Origin have further agreed in the 2nd Side Letter to extend the period of engaging the independent third party professional valuer to conduct a valuation on the net asset value of Xinghai as at 31 December 2023 to a period of four months after the expiry of the three-month period from the year ended 31 December 2023.

In order to give concurrent effect to similar provisions under the Acquisition SPA and the Loan Assignment SPA, on 30 May 2024, Well Foundation and Mr. Chan have entered into a side letter to the Acquisition SPA (the "**Acquisition Side Letter**"), and Quam Finance and Fortune Origin have entered into a side letter to the Loan Assignment SPA (the "**Loan Assignment Side Letter**"), to extend the period of engaging the independent third party professional valuer to conduct a valuation on the net asset value of Xinghai as at 31 December 2023 to a period of four months after the expiry of the three-month period from the year ended 31 December 2023.

Save as disclosed above, all other material terms and conditions of the Disposal SPA (as amended by the 1st Side Letter), the Acquisition SPA and the Loan Assignment SPA shall remain in full force and effect.

COMPLETION OF THE LOAN ASSIGNMENT SPA

The Company would like to further inform the Shareholders and potential investors of the Company that as all the conditions precedent set out in the section headed “THE LOAN ASSIGNMENT SPA” in the Announcement have been fulfilled, completion of the Loan Assignment SPA has taken place.

REASONS FOR ENTERING INTO THE 2ND SIDE LETTER, THE ACQUISITION SIDE LETTER AND THE LOAN ASSIGNMENT SIDE LETTER

As additional time is required for (i) obtaining the SFC’s Approval; (ii) completing the Disposal SPA (as amended by the 1st Side Letter); and (iii) engaging the independent third party professional valuer to conduct a valuation on the net asset value of Xinghai as at 31 December 2023 to give effect to the adjustment mechanism as respectively provided in the Disposal SPA (as amended by the 1st Side Letter), the Acquisition SPA and the Loan Assignment SPA, and taking into account that each of Fortune Origin and Mr. Chan agrees to bear all the costs and expenses (including legal fees) in relation to the preparation, execution and performance of the 2nd Side Letter, the Acquisition Side Letter and/or the Loan Assignment Side Letter (as the case may be) and the respective transactions contemplated thereunder, at the request of Fortune Origin and Mr. Chan, the relevant parties entered into the 2nd Side Letter, the Acquisition Side Letter and the Loan Assignment Side Letter.

The Directors consider that the terms of the 2nd Side Letter, the Acquisition Side Letter, the Loan Assignment Side Letter and the respective transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

GENERAL

Save as disclosed in this announcement, all other information and content set out in the Announcement and the Supplemental Announcement remain unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcement and the Supplemental Announcement.

Completion of the Disposal SPA (as amended by the 1st Side Letter and the 2nd Side Letter) is subject to fulfillment of the conditions precedent as set out in the section headed “the Disposal SPA” in the Announcement. There is no assurance that any of such conditions precedent will be fulfilled. As such, the transactions contemplated under the Disposal SPA (as amended by the 1st Side Letter and the 2nd Side Letter) may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

On behalf of the Board
Quam Plus International Financial Limited
HAN Xiaosheng
Co-Chairman

Hong Kong, 30 May 2024

As at the date of this announcement, the Board of the Company comprises:

Executive Directors:

Mr. HAN Xiaosheng (*Co-Chairman*)
Mr. Kenneth LAM Kin Hing (*Co-Chairman*)
Mr. LIU Hongwei
Mr. LAM Wai Hon

Independent Non-executive Directors:

Mr. Roy LO Wa Kei
Mr. LIU Jipeng
Ms. Cindy KONG Siu Ching

Non-executive Director:

Mr. FANG Zhou