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**寶新金融集團有限公司**  
**GLORY SUN FINANCIAL GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01282)**

**SUPPLEMENTAL ANNOUNCEMENT AND  
DELAY IN DESPATCH OF CIRCULAR AND  
REVISED TIMETABLE IN RELATION TO  
(I) THE PROPOSED CAPITAL REORGANISATION; AND  
(II) THE PROPOSED CHANGE IN BOARD LOT SIZE**

Reference is made to the announcement of Glory Sun Financial Group Limited (the “**Company**”) dated 15 September 2022 in relation to the Capital Reorganisation (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

As disclosed in the Announcement, the Board had proposed to implement the Share Consolidation, on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each in the share capital of the Company. In light of the changes in market price of the Shares subsequent to the Announcement, the Board now proposes to change the board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 8,000 Consolidated Shares upon the Share Consolidation becoming effective (the “**Change in Board Lot Size**”) so as to increase the value of each board lot of the Consolidated Shares to comply with the trading requirements under the Listing Rules.

**(I) PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 8,000 Consolidated Shares upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.017 per Existing Share (equivalent to the theoretical closing price of HK\$0.34 per Consolidated Share) as at the date of this announcement, (i) the value of each existing board lot of 4,000 Existing Shares is HK\$68; (ii) the value of each board lot of 4,000 Consolidated Shares would be HK\$1,360 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 8,000 Consolidated Shares would be HK\$2,720 assuming that the Share Consolidation and the Change in Board Lot Size becoming effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

### **Reasons for the Share Consolidation and the Change in Board Lot Size**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 1 October 2020 has further stated that (i) market price of the Shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

As at the date of this announcement, the closing price of the Existing Share is HK\$0.017 per Share, with a board lot size of 4,000 Shares, the existing board lot value is only HK\$68, which is less than HK\$2,000. Based on the closing price of HK\$0.017 per Existing Share (equivalent to the theoretical closing price of HK\$0.34 per Consolidated Share) as at the date of this announcement, the estimated new board lot value would be HK\$2,720, assuming that the Share Consolidation and Change in Board Lot Size becoming effective. It is therefore expected that the proposed Share Consolidation and Change in Board Lot Size will increase the nominal value of the Shares and would bring about a corresponding upward adjustment in the expected value per board lot and increase the value of each board lot of the Consolidated Shares to over HK\$2,000. As such, it would enable the Company to comply with the trading requirements under the Listing Rules. Further, the Share Consolidation and Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

Accordingly, the Board considers that the Share Consolidation and the Change in Board Lot Size would maintain the trading amount for each board lot at a reasonable level in order to attract potential investors and to extend the shareholder base of the Company. The Board believes that the Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole and that will not have any material adverse effect on the financial position of the Group nor result in any changes in the relative rights of the Shareholders.

As at the date of this announcement, save as disclosed in this announcement, the Company currently (i) does not have any agreement, arrangement, understanding, intention, or negotiation (either concluded or in process) on any potential fundraising activities which will involve issue of equity securities of the Company; and (ii) has no other plan or intention to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. The Board is of the view that, having considered the corporate plan of the Company for the next twelve months, the proposed Share Consolidation and the Change in Board Lot Size are fair and reasonable, and in the interest of the Company and the Shareholders as a whole. However, in the event there is any change to the business environment and/or financial position of the Company due to unforeseeable circumstances, and the Company is required to conduct further fund raising exercises when suitable opportunities arise in order to support future development of the Group, the Company will publish further announcement(s) in compliance with the Listing Rules, as and when appropriate.

## **(II) SUPPLEMENTAL INFORMATION IN RELATION TO THE PROPOSED CAPITAL REORGANISATION**

The Capital Reduction and the Share Sub-division which form part of the Capital Reorganisation are conditional upon the following conditions:

- (i) the Share Consolidation and the Change in Board Lot Size having become effective;
- (ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;
- (iii) the Grand Court granting an order confirming the Capital Reduction;
- (iv) compliance with any terms and conditions which the Grand Court may impose in relation to the Capital Reduction;
- (v) registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court confirming the Capital Reduction and the minute approved by the Grand Court containing the particulars required under the Companies Act with respect to the Capital Reduction; and

(vi) the Listing Committee granting approval for the listing of, and the permission to deal in, the New Shares arising from the Capital Reduction and the Share Subdivision.

The Capital Reorganisation will become effective when the above conditions are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the EGM, the legal advisers to the Company (as to Cayman Islands Law) will apply to the Grand Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the preliminary timetable as soon as practicable after the Grand Court hearing date(s) is confirmed.

As at the date of this announcement, none of the above conditions has been fulfilled.

### **(III) DELAY IN DESPATCH OF CIRCULAR AND REVISED EXPECTED TIMETABLE FOR THE PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

As disclosed in the Announcement, it was expected that the circular (the “**Circular**”) in relation to the Capital Reorganisation would be despatched on or before 3 October 2022. In light of the newly proposed Change in Board Lot Size, additional time is required to finalise certain information contained in the Circular. It is expected that the Circular containing, among other things, further details of the Capital Reorganisation, the Change in Board Lot Size and a notice convening the EGM will be despatched on or before 17 October 2022 and the expected timetable for the Capital Reorganisation and the Change in Board Lot Size will be revised.

Set out below is the revised expected timetable for the proposed Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation, the Capital Reduction and the Share Sub-division, including the availability and compliance with any requirements imposed by the Grand Court, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified.

#### **Expected Date/Time**

Despatch date of the circular, the proxy form and  
the notice of the EGM..... Monday, 17 October 2022

Latest date and time for lodging transfer documents  
in order to be qualified to be attending and voting  
at the EGM ..... 4:30 p.m. on Wednesday,  
2 November 2022

Closure of the register of members for determining  
the entitlement to attend and vote at the EGM  
(both days inclusive) ..... Thursday, 3 November 2022 to  
Thursday, 10 November 2022

Latest date and time for lodging proxy forms  
for the EGM ..... 11:00 a.m. on Tuesday,  
8 November 2022

Record date for attending and voting at the EGM..... Thursday, 10 November 2022

Date and time of the EGM ..... 11:00 a.m. on Thursday,  
10 November 2022

Announcement of poll results of the EGM ..... Thursday, 10 November 2022

**The following events are conditional on the fulfillment of the conditions for the  
implementation of the Share Consolidation**

Effective date of the Share Consolidation ..... Monday, 14 November 2022

First day of free exchange of existing share  
certificates (in orange) for new share certificates  
for the Consolidated Shares (in yellow) ..... Monday, 14 November 2022

Dealing in the Consolidated Shares commences..... 9:00 a.m. on Monday,  
14 November 2022

Original counter for trading in the Existing Shares  
(in board lots of 4,000 Existing Shares)  
(in the form of existing share certificates  
(in orange)) temporarily closes ..... 9:00 a.m. on Monday,  
14 November 2022

Temporary counter for trading in the  
Consolidated Shares in board lots of  
200 Consolidated Shares (in the form of  
existing share certificate (in orange)) opens..... 9:00 a.m. on Monday,  
14 November 2022

Original counter for trading in the Consolidated Shares (in board lots of 8,000 Consolidated Shares in the form of new share certificates for Consolidated Shares (in yellow)) re-opens ..... 9:00 a.m. on Monday, 28 November 2022

Parallel trading in the Existing Shares and the Consolidated Shares (in the form of existing share certificate (in orange) and new share certificates (in yellow)) commences ..... 9:00 a.m. on Monday, 28 November 2022

Designated broker starts to stand in the market to provide matching services for the odd lots of the Consolidated Shares ..... 9:00 a.m. on Monday, 28 November 2022

Designated broker ceases to stand in the market to provide matching services for the odd lots of the Consolidated Shares ..... 4:00 p.m. on Friday, 16 December 2022

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificate (in yellow)) closes ..... 4:10 p.m. on Friday, 16 December 2022

Parallel trading in the Consolidated Shares (in the form of existing share certificates (in orange) and new share Certificates (in yellow)) ends ..... 4:10 p.m. on Friday, 16 December 2022

Last day for free exchange of existing share certificates (in orange) for new share certificates for the Consolidated Shares (in yellow) ..... Tuesday, 20 December 2022

**The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reduction**

Grand Court hearing of petition to confirm the Capital Reduction ..... Wednesday, 25 January 2023 (Cayman Islands time)

Registration of court order confirming the Capital Reduction and the minute of the order of the Capital Reduction with the Registrar of Companies in the Cayman Islands..... Monday, 30 January 2023  
(Cayman Islands time)

Effective date of the Capital Reduction and Share Sub-division..... Tuesday, 31 January 2023

Commencement of dealing in the New Shares ..... 9:00 a.m. on Tuesday, 31 January 2023

First day of free exchange of share certificates of the Consolidated Shares (in yellow) for new share certificates for the New Shares (in blue)..... Tuesday, 31 January 2023

Last date for free exchange of share certificates for the Consolidated Shares (in yellow) for new share certificates for the New Shares (in blue)..... Wednesday, 8 March 2023

By order of the Board  
**Glory Sun Financial Group Limited**  
**Yao Jianhui**  
*Chairman and Chief Executive Officer*

Hong Kong, 3 October 2022

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Yao Jianhui, Mr. Li Minbin and Mr. Huang Wei; one non-executive Director, namely Mr. Zhang Chi; and three independent non-executive Directors, namely Mr. Wong Chun Bong, Professor Lee Kwok On, Matthew and Ms. Zhao Yizi.*