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14.58(1)
Note 5 to
13.52



13.51A

JOINT ANNOUNCEMENT

MAJOR AND CONNECTED TRANSACTION SUPPLEMENTAL AGREEMENT FOR THE SALE AND PURCHASE AGREEMENT AND FURTHER DELAY IN DESPATCH OF CIRCULAR

References are made to (a) the joint announcement of GSFG and GSLG dated 19 September 2019 (the “**Joint Announcement**”) in respect of, amongst others, the Acquisition and the Other Receivables; (b) the announcement of GSFG dated 14 October 2019 in respect of the delay in despatch of the circular regarding, amongst others, the Acquisition (the “**GSFG Delay in Despatch Announcement**”); and (c) the announcement of GSLG dated 14 October 2019 in respect of the delay in despatch of the circular regarding, amongst others, the Acquisition (the “**GSLG Delay in Despatch Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcement.

THE SUPPLEMENTAL AGREEMENT

On 24 October 2019 (after trading hours), the Purchaser entered into a supplemental agreement (the “**Supplemental Agreement**”) with the Seller in relation to the Acquisition, pursuant to which the Purchaser and the Seller agreed to, among other things, to amend the terms of the Sale and Purchase Agreement as follows:

- (1) an additional non-waivable Condition Precedent has been included in the Supplemental Agreement such that the Completion will be subject to the Seller providing documentary evidence to the Purchaser confirming that the procedures relating to the release of the Property Mortgage have been duly completed; and
- (2) certain representations and warranties have been amended such that the Seller will represent and warrant to the Purchaser that the properties held by Guangxi Shengze will be free from encumbrances from the date on which the Property Mortgage is released to the Completion Date.

Save as amended by the Supplemental Agreement, the Sale and Purchase Agreement remain unchanged and shall continue to be in full force and effect.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SUPPLEMENTAL AGREEMENT

Notwithstanding that the GSFG Directors and the GSLG Directors considered that the risk of default by Jinan Baoneng in respect of the Jinan Baoneng Indebtedness is minimal after taking into account the results of due diligence, the entering into of the Supplemental Agreement will eliminate further such risks and the possible financial impact on the Enlarged Group after Completion.

Based on the foregoing, the GSFG Directors and GSLG Directors consider that (a) the amendments made under the Supplemental Agreement are on normal commercial terms, (b) the terms of the Supplemental Agreement are fair and reasonable; and (c) the entering into of the Supplemental Agreement is in the interest of GSFG, GSLG, the GSFG Shareholders and the GSLG Shareholders as a whole.

LISTING RULES IMPLICATION

Pursuant to the terms of the Supplemental Agreement, the Completion will be subject to the release of the Property Mortgage. Accordingly, the Property Mortgage will not subsist following Completion and will not become continuing connected transactions of GSFG and GSLG.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Other Receivables is more than 0.1% but less than 5% for each of GSFG and GSLG, the Other Receivables are subject to the reporting, announcement and annual review requirements, but are exempt from the independent shareholders' approval requirement for both GSFG and GSLG under Chapter 14A of the Listing Rules.

GENERAL

The GSFG Independent Board Committee has been established to advise the GSFG Independent Shareholders in respect of the terms of the Amended Sale and Purchase Agreement and the Transactions. An independent financial adviser will be appointed to advise the GSFG Independent Board Committee and the GSFG Independent Shareholders in the same regard.

A circular containing, amongst other things, (i) further information on the Acquisition; (ii) a letter from the GSFG Independent Board Committee in respect of the Acquisition; (iii) a letter from the independent financial adviser to the GSFG Independent Board Committee and the GSFG Independent Shareholders; (iv) the accountants' report and the property valuation report of the Target Company; (v) a notice convening the GSFG EGM, will be despatched by GSFG to the GSFG Shareholders in accordance with the Listing Rules.

As stated in the GSFG Delay in Despatch Announcement, GSFG expects to despatch the circular of GSFG relating to the Acquisition ("**GSFG Circular**") to GSFG Shareholders on or before 28 October 2019. As additional time is required for GSFG to prepare and finalise the information to be included in the GSFG Circular, the despatch date of the GSFG Circular will be delayed to a date on or before 11 November 2019.

The GSLG Independent Board Committee has been established to advise the GSLG Independent Shareholders in respect of the terms of the Amended Sale and Purchase Agreement and the Transactions. An independent financial adviser will be appointed to advise the GSLG Independent Board Committee and the GSLG Independent Shareholders in the same regard.

A circular containing, amongst other things, (i) further information on the Acquisition; (ii) a letter from the GSLG Independent Board Committee in respect of the Acquisition; (iii) a letter from the independent financial adviser to the GSLG Independent Board Committee and the GSLG Independent Shareholders; (iv) the accountants' report and the property valuation report of the Target Company; (v) a notice convening the GSLG EGM, will be despatched by GSLG to the GSLG Shareholders in accordance with the Listing Rules.

As stated in the GSLG Delay in Despatch Announcement, GSLG expects to despatch the circular of GSLG relating to the Acquisition ("**GSLG Circular**") to GSLG Shareholders on or before 28 October 2019. As additional time is required for GSLG to prepare and finalise the information to be included in the GSLG Circular, the despatch date of the GSLG Circular will be delayed to a date on or before 11 November 2019.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following words and expressions shall have the meanings ascribed to them below:

"Amended Sale and Purchase Agreement"	means the Sale and Purchase Agreement as amended by the Supplemental Agreement
"Enlarged Group"	means the Group as enlarged by the Target Group after Completion
"Transactions"	means the transactions contemplated under the Amended Sale and Purchase Agreement

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

By Order of the Board of
Glory Sun Land Group Limited
Yao Jianhui
Chairman

Hong Kong, 24 October 2019

As at the date of this joint announcement, GSFG's executive directors are Mr. Yao Jianhui, Ms. Ye Weiqing, Mr. Lau Wan Po, Mr. Li Minbin and Mr. Huang Wei; the non-executive director is Mr. Zhang Chi; and the three independent non-executive directors are Mr. Wong Chun Bong, Professor Lee Kwok On, Matthew, and Mr. Lee Kwan Hung, Eddie. ^{2.14}

As at the date of this joint announcement, GSLG's executive directors are Mr. Yao Jianhui, Mr. Zhang Xiaodong and Ms. Xia Lingjie; the non-executive director is Ms. Zhan Yushan; and the independent non-executive directors are Ms. He Suying, Dr. Tang Lai Wah and Mr. Wong Chun Bong. ^{2.14}

The English transliteration of the Chinese name(s) in this joint announcement, where indicated with #, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).