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**中國恒泰**  
**CHINA APEX**

**China Apex Group Limited**  
**中國恒泰集團有限公司**

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

**(Stock Code: 2011)**

**ANNOUNCEMENT PURSUANT TO RULES 3.7 and 3.8 OF THE  
TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE  
SECURITIES AND FUTURES ORDINANCE  
AND  
RESUMPTION OF TRADING**

Reference is made to the announcement of China Apex Group Limited (the “**Company**”) dated 8 October 2021 regarding the halt of trading of shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

This announcement is made by the Company pursuant to Rule 3.7 of the Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of the directors (the “**Directors**”) of the Company announces that the Company was informed by Mr. Chan Ho Yan (also known as Michael Chan) and Mr. Li Kin Long Kenny of D&P China (HK) Limited (trading as Kroll) (the “**Receivers**”) on 7 October 2021 that the Receivers were appointed by Noble Wisdom Ever Limited (the “**Creditor**”), a subsidiary of China Huarong Asset Management Co., Ltd. (Stock code: 2799) by three Deeds of Appointment of the Receivers dated 7 October 2021 signed by the Creditor as the joint and several receivers of 341,446,600 shares of the Company (the “**Relevant Shares**”), of which 125,397,663 shares are beneficially owned by Central Eagle Limited (“**Central Eagle**”), representing approximately 26.98% of the issued share capital of the

Company, 133,706,331 shares are beneficially owned by China Sun Corporation (“**China Sun**”), representing approximately 28.77% of the issued share capital of the Company and 82,342,606 shares are beneficially owned by Golden Diamond Inc. (“**Golden Diamond**”), representing approximately 17.71% of the issued share capital of the Company. The Relevant Shares represent approximately 73.46% of the issued share capital of the Company as at the date of this announcement.

Central Eagle is owned as to 90% by Mr. Zhuang Weidong, an executive Director and chairman of the Board and 10% by Mr. Wu Jinming respectively. China Sun is wholly owned by Mr. Qiu Chuanzhi, an executive Director and president of the Company. Golden Diamond is owned as to 60% by Ms. Lin Ping, a non-executive Director, 25% by Mr. Mak Yung Pan Andrew, an executive Director and vice president of the Company, and 15% by Ms. Pan Lu respectively.

The Relevant Shares were charged by each of Central Eagle, China Sun and Golden Diamond in favour of the Creditor for a secured term loan facility in the maximum aggregate principal amount of HK\$546,852,259.20 granted by the Creditor to Central Eagle, China Sun and Golden Diamond (the “**Loan**”).

#### **POSSIBLE MANDATORY GENERAL OFFER**

The Company is not in the position to ascertain the validity of the appointment of the Receivers. Nevertheless, given that the Relevant Shares represent approximately 73.46% of the issued share capital of the Company as at the date of this announcement, the appointment of the Receivers may result in the sale of the Relevant Shares to other third-party purchaser(s), which may in turn trigger a mandatory general offer under the Takeovers Code should any purchaser(s) together with parties acting in concert with it hold 30% or more of voting rights of the Company after acquisition of the Relevant Shares.

As informed by the Creditor, it is in discussion with a third party in respect of the Loan and the Relevant Shares which may or may not result in a mandatory general offer.

#### **SECURITIES OF THE COMPANY**

As at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company comprise a total issued share capital of 464,804,000 shares of the Company. Save for the aforesaid, the Company has no other relevant securities as at the date hereof.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences from the date of this announcement, being 11 October 2021. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company (as defined in the Takeovers Code, including among others, shareholders of the Company having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) and any potential purchaser of the Relevant Shares are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

### **Responsibilities of stockbrokers, banks and other intermediaries**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange had been halted with effect from 9:00 a.m. on Friday, 8 October 2021 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading of the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on Tuesday, 12 October 2021.

**WARNING: THERE IS NO ASSURANCE THAT THE APPOINTMENT OF THE RECEIVERS WILL RESULT IN A CHANGE OF CONTROL AND LEAD TO A MANDATORY GENERAL OFFER UNDER RULE 26.1 OF THE TAKEOVERS CODE. SHAREHOLDERS AND POTENTIAL INVESTORS ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, AND IF THEY ARE IN DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.**

By Order of the Board  
**China Apex Group Limited**  
**Zhuang Weidong**  
*Chairman*

Hong Kong, 11 October 2021

*As at the date of this announcement, the executive Directors are Mr. Zhuang Weidong, Mr. Qiu Chuanzhi, Mr. Wu David Hang and Mr. Mak Yung Pan Andrew; the non-executive Director is Ms. Lin Ping; and the independent non-executive Directors are Mr. Leung Ka Tin, Mr. Cheng Hong Kei and Mr. Liew Fui Kiang.*

*The Directors 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.*