

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **AMBER HILL FINANCIAL HOLDINGS LIMITED**

### **安山金控股份有限公司**

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

**(Stock Code: 33)**

- (I) SHARE CONSOLIDATION;**
- (II) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON THE RECORD DATE;**
- (III) CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION AGREEMENT; AND**
- (IV) APPLICATION FOR WHITEWASH WAIVER**

### **DESPATCH OF CIRCULAR AND EXPECTED TIMETABLE**

Reference are made to the announcements made by Amber Hill Financial Holdings Limited (the “**Company**”) dated 11 September 2020, 30 September 2020, 12 October 2020, 16 October 2020 and 30 October 2020 in relation to, among other things, (i) the Share Consolidation, the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver (the “**Announcements**”); and (ii) the delay in despatch of the Circular. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

#### **DESPATCH OF CIRCULAR**

The Circular containing, among other things, (i) details of the Share Consolidation, the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver; (ii) a letter from the Connected Transaction Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement; (iii) a letter from the Whitewash Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver; (iv) a letter from the Independent Financial Adviser to the Connected Transaction Independent Board Committee, the Whitewash Independent Board Committee and the Independent Shareholders on the Rights Issue, the Placing, the

Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver; (v) other information required under the Listing Rules and the Takeovers Code; and (vi) a notice convening the EGM, together with the accompanying form of proxy, will be despatched to the Shareholders on Wednesday, 4 November 2020.

**REVISED EXPECTED TIMETABLE OF THE SHARE CONSOLIDATION, THE RIGHTS ISSUE AND THE PLACING**

The expected timetable for the Share Consolidation, the Rights Issue and the Placing has been revised accordingly and is set out below. Any such change will be further announced by the Company as and when appropriate.

<b>Event</b>	<b>Date (Hong Kong time)</b>
Despatch of Company’s circular in relation to the Share Consolidation, the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver to the Shareholders together with notice of EGM and proxy form for EGM .....	Wednesday, 4 November 2020
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the EGM.....	4:30 p.m. on Friday, 20 November 2020
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive) .....	Monday, 23 November 2020 to Friday, 27 November 2020
Latest time for lodging proxy forms for the EGM.....	12 noon on Wednesday, 25 November 2020
Record date for attendance and voting at the EGM .....	Friday, 27 November 2020
Expected date and time of the EGM to approve the proposed Share Consolidation, the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and the Whitewash Waiver .....	12 noon on Friday, 27 November 2020
Announcement of the poll result of the EGM .....	Friday, 27 November 2020
Register of members re-open .....	Monday, 30 November 2020
Effective date of the Share Consolidation .....	Tuesday, 1 December 2020
Commencement of dealings in the Consolidated Shares.....	9:00 a.m. on Tuesday, 1 December 2020

<b>Event</b>	<b>Date (Hong Kong time)</b>
Original counter for trading in Existing Shares in the board lot size of 6,000 Existing Shares (in the form of existing share certificates) temporarily closes .....	9:00 a.m. on Tuesday, 1 December 2020
Temporary counter for trading in the Consolidated Shares in the board lot size of 600 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Tuesday, 1 December 2020
First day of free exchange of existing share certificates for new share certificates for Consolidated Share .....	Tuesday, 1 December 2020
Last day of dealings in the Consolidated Shares on a cum-entitlement basis relating to the Rights Issue.....	Tuesday, 1 December 2020
First day of dealings in Consolidated Shares on an ex-entitlement basis relating to the Rights Issue .....	Wednesday, 2 December 2020
Latest time for the Shareholders to lodge transfer documents of Consolidated Shares in order to be qualified for the Rights Issue.....	4:30 p.m. on Thursday, 3 December 2020
Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive) .....	Friday, 4 December 2020 to Thursday, 10 December 2020
Record date for the Rights Issue .....	Thursday, 10 December 2020
Register of members re-opens .....	Friday, 11 December 2020
Despatch of the Prospectus Documents (including the PAL and the Prospectus) (in case of the Non-Qualifying Shareholders, the Prospectus only) .....	Friday, 11 December 2020
Original counter for trading in the Consolidated Shares in the board lot size of 6,000 Consolidated Shares (in the form of new share certificates) reopens.....	9:00 a.m. on Tuesday, 15 December 2020
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences.....	9:00 a.m. on Tuesday, 15 December 2020
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .....	Tuesday, 15 December 2020

<b>Event</b>	<b>Date (Hong Kong time)</b>
First day of dealings in nil-paid Rights Share .....	Tuesday, 15 December 2020
Latest time for splitting the PAL .....	4:30 p.m. on Thursday, 17 December 2020
Last day of dealing in nil-paid Rights Shares .....	Tuesday, 22 December 2020
Latest time for acceptance of and payment for the Rights Shares .....	4:00 p.m. on Tuesday, 29 December 2020
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements .....	Thursday, 31 December 2020
Commencement of placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent .....	Monday, 4 January 2021
Latest time of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent .....	4:00 p.m. on Wednesday, 6 January 2021
Temporary counter for trading in the Consolidated Shares in the board lot size of 600 Consolidated Shares (in the form of existing share certificates) closes .....	4:10 p.m. on Wednesday, 6 January 2021
Parallel trading in Consolidated Shares (represented by both existing share certificates and new share certificates) ends .....	4:10 p.m. on Wednesday, 6 January 2021
Designated broker ceases to provide matching services for odd lots of the Consolidated Shares .....	4:10 p.m. on Wednesday, 6 January 2021
Latest Time for Termination.....	4:00 p.m. on Thursday, 7 January 2021
Latest time for free exchange of existing share certificates for new share certificates.....	Monday, 11 January 2021

<b>Event</b>	<b>Date (Hong Kong time)</b>
Announcement of results of the Rights Issue (including results of the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and NQS Unsold Rights Share under the Compensatory Arrangements).....	Wednesday, 13 January 2021
Despatch of share certificates for fully-paid Rights Shares and refund cheques in relation to unsuccessful applications.....	Thursday, 14 January 2021
Commencement of dealings in fully-paid Rights Shares.....	9:00 a.m. on Friday, 15 January 2021
Payment of Net Gain to relevant No Action Shareholders (if any) .....	Friday, 22 January 2021

On behalf of the Board  
**Amber Hill Financial Holdings Limited**  
**Ng Yu**  
*Chairman and Executive Director*

Hong Kong, 3 November 2020

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Ng Yu, Mr. Wei Weicheng, Mr. Lin Feng and Mr. Chan Chi Ming; one non-executive Director Mr. Huang Shao Long; and three independent non-executive Directors, namely Mr. Anthony Espina, Mr. Wang Jun Sheng and Mr. Lo Hang Fong.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading.*