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**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) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 27 NOVEMBER 2020;  
(II) SHARE CONSOLIDATION BECOMING EFFECTIVE  
ON 1 DECEMBER 2020; AND  
(III) COMMENCEMENT OF DEALINGS  
IN THE CONSOLIDATED SHARES  
ON AN EX-RIGHTS BASIS ON 2 DECEMBER 2020**

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that the resolutions as set out in the Notice were duly passed by way of poll at the EGM held on Friday, 27 November 2020.

**(II) SHARE CONSOLIDATION BECOMING EFFECTIVE ON 1 DECEMBER 2020**

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Tuesday, 1 December 2020.

**(III) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis relating to the Rights Issue will be Tuesday, 1 December 2020 and the Consolidated Shares will be dealt with on an ex-rights basis relating to the Rights Issue from Wednesday, 2 December 2020.

References are made to the circular of Amber Hill Financial Holdings Limited (the “**Company**”) dated 4 November 2020 (the “**Circular**”) and the notice of extraordinary general meeting (“**EGM**”) of the Company dated 4 November 2020 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

## **(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that the resolutions (the “**Resolutions**” and each a “**Resolution**”) as set out in the Notice were duly passed by way of poll at the EGM on 27 November 2020.

As at the date of the EGM, the total number of issued Existing Shares of the Company was 1,343,112,768 Shares. As disclosed in the Circular, (i) as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholders would be required to abstain from voting in favour of the Resolution relating to the Share Consolidation (i.e. Resolution numbered 1) at the EGM; and (ii) by reason of the requirements of the Takeovers Code and the Listing Rules, Ng Concert Party Group and parties acting in concert with them and their respective associates, who are interested in 265,980,000 Shares (representing approximately 19.8% of the existing issued share capital of the Company) as at the date of this announcement (which is also the date of the EGM) are involved or interested in the Rights Issue, the Placing, the Irrevocable Undertaking, the Subscription Agreement and/or the Whitewash Waiver, were required to and did abstain from voting in respect of the Resolutions approving the Rights Issue, the Placing, the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver (i.e. Resolutions numbered 2 to 4) at the EGM.

Accordingly, the total number of issued Shares entitled to attend and vote either for or against the Resolution numbered 1 at the EGM was 1,343,112,768 Shares and the total number of issued Shares entitled to attend and vote either for or against the Resolutions numbered 2 to 4 at the EGM was 1,077,132,768 Shares. Save as disclosed above, there was no Share entitling the holder to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules and there was no Shareholder required under the Takeovers Code and the Listing Rules to abstain from voting at the EGM. Save for Ng Concert Party Group who had indicated in the Circular that they would abstain from voting on the Resolutions numbered 2 to 4 at the EGM, no parties had indicated in the Circular of their intention to vote against or to abstain from voting on the Resolutions at the EGM. Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as scrutineer for the poll at the EGM.

The description of the Resolutions below is by way of summary only. The full text appears in the Notice. Details of the poll results in respect of the Resolutions put to vote at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (Approximate percentage (%))	
		FOR	AGAINST
1.	To approve the proposed consolidation of every ten (10) issued shares in the share capital of the Company into one (1) Consolidated Share and to authorise any Director to do all things necessary for implementation of the aforesaid.	657,012,240 (99.99% out of 657,093,440 Shares <sup>(Note)</sup> )	81,200 (0.01% out of 657,093,440 Shares <sup>(Note)</sup> )
2.	To approve the Rights Issue on the basis of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date and the Placing Agreement, together with the respective transactions contemplated thereunder, and to authorise any Director to do all things necessary for implementation of the aforesaid.	391,032,240 (99.98% out of 391,113,440 Shares <sup>(Note)</sup> )	81,200 (0.02% out of 391,113,440 Shares <sup>(Note)</sup> )
3.	To approve the Subscription Agreement and the transactions contemplated thereunder and the grant of specific mandate for the allotment and issue of the Subscription Shares and to authorise any Director to do all things necessary for implementation of the aforesaid.	391,032,240 (99.98% out of 391,113,440 Shares <sup>(Note)</sup> )	81,200 (0.02% out of 391,113,440 Shares <sup>(Note)</sup> )
SPECIAL RESOLUTION		Number of votes cast (Approximate percentage (%))	
		FOR	AGAINST
4.	To approve the Whitewash Waiver and to authorise any Director to do all things necessary for giving effect to the Whitewash Waiver.	391,032,240 (99.98% out of 391,113,440 Shares <sup>(Note)</sup> )	81,200 (0.02% out of 391,113,440 Shares <sup>(Note)</sup> )

*Note:* Being the total number of Shares held by the Shareholders who present and voted in person or by proxy or by corporate representative at the EGM in respect of the relevant Resolutions (i.e. 657,093,440 Shares for Resolution numbered 1 and 391,113,440 Shares for each of the Resolutions numbered 2 to 4).

Pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code, the Executive will normally grant the Whitewash Waiver if the Whitewash Waiver and the underlying transactions are separately approved by at least 75% and more than 50% respectively of the independent votes that are cast either in person or by proxy at the EGM.

As more than 50% of the votes were cast in favour of the Resolution numbered 1, the Resolution numbered 1 was duly passed at the EGM.

As more than 50% of the independent votes that were cast either in person or by proxy were cast in favour of the Resolutions numbered 2 and 3, the Resolutions 2 and 3 were duly passed at the EGM.

As more than 75% of the independent votes that were cast either in person or by proxy were cast in favour of the Resolution numbered 4, the Resolution numbered 4 was duly passed at the EGM.

On 25 November 2020, the Executive has conditionally granted the Whitewash Waiver to Mr. Ng and Neo Tech Inc., subject to (a) the Whitewash Waiver being approved by at least 75%; and (b) the Rights Issue, the Placing and the Subscription (together, the “**Relevant Transactions**”) being approved by more than 50%, both of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (b) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Mr. Ng, Neo Tech Inc. and their respective concert parties between the date of the Announcement and the completion of the Relevant Transactions.

## **(II) SHARE CONSOLIDATION BECOMING EFFECTIVE**

The Board is also pleased to announce that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Tuesday, 1 December 2020. Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates for the Consolidated Shares will be issued in the colour of blue in order to distinguish them from the share certificates in the colour of yellow for the Existing Shares.

## **(III) FULFILLMENT OF CONDITIONS PRECEDENT TO THE COMPLETION OF THE RIGHTS ISSUE, THE PLACING AND THE SUBSCRIPTION**

### **Rights Issue**

As at the date of this announcement, conditions (a) (with regard to the passing of Resolution numbered 1 at the EGM only), (b) and (c) of the conditions for the Rights Issue have been fulfilled and all other conditions for the Rights Issue remain unfulfilled.

### **Placing**

As at the date of this announcement, all the conditions for the Placing remain unfulfilled.

## **Subscription**

As at the date of this announcement, conditions (b) and (d) of the conditions for the Subscription have been fulfilled and all other conditions for the Subscription remain unfulfilled.

Further announcement(s) will be made by the Company in respect of the updated status of the Rights Issue, the Placing and the Subscription as and when appropriate.

### **(IV) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS**

Pursuant to the expected timetable (the "**Timetable**") as set out in the Circular, the last day of dealings in the Consolidated Shares on a cum-rights basis relating to the Rights Issue will be Tuesday, 1 December 2020 and the Consolidated Shares will be dealt with on an ex-rights basis relating to the Rights Issue from Wednesday, 2 December 2020.

### **(V) DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Company will proceed with the Rights Issue in accordance with the Timetable. It is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders, and the Prospectus only will be despatched to the Non-Qualifying Shareholders (if any, for their information only), on Friday, 11 December 2020.

Qualifying Shareholders are reminded that according to the Timetable, the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 29 December 2020.

### **(VI) WARNING OF THE RISKS OF DEALING IN SHARES AND THE NIL PAID RIGHTS**

**The Shares will be dealt on an ex-rights basis from Wednesday, 2 December 2020. Dealings in the nil-paid rights are expected to take place from Tuesday, 15 December 2020 to Tuesday, 22 December 2020 (both days inclusive). If the conditions of the Rights Issue are not fulfilled in full, the Rights Issue will not proceed.**

**Any Shareholder or other person contemplating transferring, selling or purchasing the Existing Shares, the Consolidated Shares and/or the nil-paid rights is advised to exercise caution when dealing in the Shares and/or the nil-paid rights.**

**Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s). Any Shareholder or other person dealing in the Existing Shares, the Consolidated Shares and/or the nil-paid rights up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.**

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

Hong Kong, 27 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.*