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**Glory Mount (HK) Limited**  
**富山(香港)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**SAMSON HOLDING LTD.**  
**順誠控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00531)**

## **JOINT ANNOUNCEMENT**

- (1) PROPOSED PRIVATISATION OF SAMSON HOLDING LTD.  
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES ACT)**
  - (2) PROPOSED WITHDRAWAL OF LISTING OF SAMSON HOLDING LTD.**
  - (3) SANCTION OF THE SCHEME**
  - (4) EXPECTED EFFECTIVE DATE OF THE SCHEME**
- AND**
- (5) EXPECTED DATE OF WITHDRAWAL OF LISTING OF SAMSON  
HOLDING LTD.**

**Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



## **INTRODUCTION**

References are made to (a) the scheme document dated 4 October 2024 jointly issued by the Offeror and the Company (the “**Scheme Document**”) in relation to, among other things, (i) the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act of the Cayman Islands; and (ii) the proposed withdrawal of listing of the Company; and (b) the announcement dated 21 October 2024 jointly issued by the Offeror and the Company in relation to the results of the Court Meeting and the EGM (the “**Results Announcement**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court at the Court Hearing held on Friday, 25 October 2024 (Cayman Islands time). The Reduction was also confirmed by the Grand Court on the same day at the same hearing.

## **CURRENT STATUS OF FULFILLMENT OF THE CONDITIONS OF THE PROPOSAL**

As at the date of this joint announcement, except for Conditions (a), (b) and the first part of Condition (c) which have been satisfied, the Proposal remains, and the Scheme will become effective and binding on the Company and all Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the remaining part of Condition (c) and Conditions (d) to (j) as set out in the section headed “3. Conditions to the Proposal and the Scheme” in the section headed “Explanatory Memorandum” of the Scheme Document.

## **EXPECTED EFFECTIVE DATE OF THE SCHEME**

Subject to the fulfilment or waiver (as applicable) of the remaining Conditions on or before Tuesday, 5 November 2024 (Cayman Islands time), the Scheme is expected to become effective on or before Tuesday, 5 November 2024 (Cayman Islands time). A further announcement will be made when the Scheme has become effective.

The Scheme will lapse if it does not become effective on or before Friday, 31 January 2025 (being the Long Stop Date), or such other date as the Company and the Offeror may agree or, to the extent applicable, as the Grand Court may direct and in all cases, as permitted by the Executive. The Offeror and the Company will make further announcement(s) as and when necessary.

## **EXPECTED DATE OF WITHDRAWAL OF LISTING**

The Company has applied to the Stock Exchange for, and the Stock Exchange has approved, the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect from 4:00 p.m. on Thursday, 7 November 2024, subject to the Scheme becoming effective.

## **GENERAL**

For further information in respect of the timetable of the Proposal and the Scheme, please refer to the remaining expected events and the corresponding expected dates and times in the section headed “Expected Timetable” in the Results Announcement.

## WARNING

Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of  
**Glory Mount (HK) Limited**  
**Shan Huei KUO**  
*Director*

By order of the Board of  
**SAMSON HOLDING LTD.**  
**Shan Huei KUO**  
*Chairman*

Hong Kong, 28 October 2024

\* *For identification purposes only*

*As at the date of this joint announcement, Mr. Shan Huei KUO (Chairman), Ms. Yi-Mei LIU and Mr. Mohamad AMINOZZAKERI are the executive Directors; Mr. Sheng Hsiung PAN is the non-executive Director; and Mr. Ming-Jian KUO, Mr. Siu Ki LAU, Mr. Sui-Yu WU and Mr. Hung Kang LIN are the independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by directors of the Offeror in their capacity as the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Shan Huei KUO and Ms. Yi-Mei LIU.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*