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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)**

**AND**

**(2) UPDATE ON EXPECTED EFFECTIVE DATE**

**(3) CHANGE IN EXPECTED TIMETABLE**

**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; (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; and (c) the announcement dated 28 October 2024 in relation to, among other things, the sanction of the Scheme by the Grand Court. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings ascribed to them in the Scheme Document.

## UPDATE ON EXPECTED EFFECTIVE DATE

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.

It is currently expected that the filing date of a copy of the order of the Grand Court sanctioning the Scheme and confirming the Reduction with the Registrar of Companies in the Cayman Islands for registration will be Friday, 1 November 2024 (Cayman Islands time), and the remaining part of Condition (c) will then be satisfied. As at the date of this joint announcement, the Offeror is not aware of any circumstances which may result in Conditions (d) to (j) not being satisfied and/or waived.

Subject to all the remaining Conditions being fulfilled or waived (as applicable) on Friday, 1 November 2024 (Cayman Islands time), it is expected that the Scheme will become effective on Friday, 1 November 2024 (Cayman Islands time). An announcement will be made when the Scheme has become effective.

## CHANGE IN EXPECTED TIMETABLE

Based on the above, the expected timetable of the implementation of the Proposal shall be revised as follows (with the changes underlined):

	<b>Hong Kong Time (unless otherwise stated)</b>
Latest time for lodging transfers of Shares in order to qualify for entitlements under the Scheme . . . . .	4:30 p.m. on Thursday, 31 October 2024
Register of members of the Company closed for determining Scheme Shareholders qualified for entitlements under the Scheme ( <i>Note 1</i> ). . . . .	from Friday, 1 November 2024 onwards
Scheme Record Date . . . . .	<u>Friday, 1 November 2024</u>
Effective Date ( <i>Note 2</i> ). . . . .	<u>Friday, 1 November 2024</u> (Cayman Islands time)

Announcement of the Effective Date and the withdrawal of the listing of the Shares on the Stock Exchange . . . . .	at or before 8:30 a.m. on <u>Monday, 4 November 2024</u>
Withdrawal of the listing of Shares on the Stock Exchange becomes effective . . . . .	4:00 p.m. on Thursday, 7 November 2024
Latest time to despatch cheques for cash payment of the Offer Price to the Scheme Shareholders under the Scheme (Notes 3 and 4) . . . . .	On or before <u>Tuesday, 12</u> <u>November 2024</u>

*Notes:*

1. The register of members of the Company will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
2. The Scheme shall become effective upon all the Conditions set out in the paragraph headed “3. Conditions to the Proposal and the Scheme” in the section headed “Explanatory Memorandum” of the Scheme Document having been fulfilled or waived (as applicable).
3. Cheques for the payment of the Offer Price under the Scheme will be despatched no later than seven Business Days after the Effective Date by ordinary post in postage pre-paid envelopes addressed to the persons entitled thereto at their respective registered addresses or, in the case of joint holders, to the registered address of that joint holder whose name stands first in such registers in respect of the joint holding. For Beneficial Owners that hold Scheme Shares through a nominee (other than HKSCC Nominees), cheques issued in the name of the nominee will be sent by post in pre-paid envelopes addressed to the nominee. All such cheques will be posted at the risk of the person(s) entitled thereto and none of the Offeror, the Company, DBSAC, the Independent Financial Adviser, the Share Registrar, nor any of their respective directors, officers, employees, agents, advisers, associates, affiliates, or any other persons involved in the Proposal will be responsible for any loss or delay in transmission.
4. If any severe weather condition is in force in Hong Kong:
  - (a) at any time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date to despatch cheques for the payment of the Offer Price under the Scheme, the latest date to despatch cheques will remain on the same Business Day (i.e. Tuesday, 12 November 2024); or
  - (b) at any time at or after 12:00 noon on the latest date to despatch cheques for the payment of the Offer Price under the Scheme, the latest date to despatch cheques will be rescheduled to the following Business Day (i.e. Wednesday, 13 November 2024) which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of this joint announcement, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.

The timetable set out above is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company. All references to times and dates are references to Hong Kong times and dates, other than reference to the Effective Date which are the relevant time and date in the Cayman Islands. For reference only, Cayman Islands time is 13 hours behind Hong Kong time as at the date of this joint 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, 29 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.*