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## VALUE PARTNERS GROUP LIMITED

惠理集團有限公司

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

(Stock Code: 806)

### ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

This announcement is made by Value Partners Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company refers to its announcement dated 29 May 2023 (the “**29 May Announcement**”) in relation to the possible purchase of shares in the Company (“**Shares**”) representing less than 30% of the issued Shares of the Company by a member of the Possible Purchaser group from the Founding Shareholders. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the 29 May Announcement.

The Founding Shareholders informed the Company that (i) Cheah Capital Management Limited (“**CCML**”) and Mr. Cheah (as the guarantor of CCML); (ii) Mr. Yeh V-Nee (“**Mr. Yeh**”, together with CCML as the “**Vendors**”); and (iii) GF Holdings (Hong Kong) Corporation Limited (廣發控股(香港)有限公司) (the “**Purchaser**”) entered into an agreement dated 1 June 2023 for the sale by the Vendors to the Purchaser of up to 369,000,000 Shares (the “**Sale Shares**”) in aggregate at the price of HK\$3.00 per Share (the “**Transaction**”) totalling less than Hong Kong dollar equivalent of 1 billion Renminbi. The Sale Shares represent approximately 20.20% of the total Shares in issue as at the date of this announcement. CCML holds Shares for a discretionary trust of which Mr. Cheah is the founder and a discretionary beneficiary. The Purchaser is a wholly-owned subsidiary of GF Securities Co., Ltd., a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776).

Completion of the Transaction is subject to the satisfaction (or waiver, where applicable) of certain conditions precedents (including obtaining necessary regulatory approvals and consents from, and completion of registrations with, relevant governmental and regulatory authorities in respect of licensed entities within the Group) on or prior to 30 November 2023 (or such later date as may be agreed between the parties to the agreement).

The shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Transaction is as follows:

	<b>As at the date of this announcement (Note)</b>		<b>Immediately upon completion of the Transaction</b>	
	Number of Shares	Approximate %	Number of Shares (Note)	Approximate %
Mr. Cheah and CCML	464,464,000	25.43%	239,891,011	13.13%
Mr. Yeh	298,705,324	16.35%	154,278,313	8.45%
The Purchaser	–	–	369,000,000	20.20%
Other shareholders	1,063,540,507	58.22%	1,063,540,507	58.22%
Total	<u>1,826,709,831</u>	<u>100%</u>	<u>1,826,709,831</u>	<u>100%</u>

*Note: The table assumes that (i) there is no other change to the share capital of and shareholding in the Company from the date of this announcement up to completion of the Transaction other than the sale and purchase of the Sale Shares and (ii) the maximum number of Sale Shares are sold under the Transaction.*

### **POSSIBLE SPECIAL DIVIDEND**

The Board may consider a proposal to declare a special cash dividend (the “**Special Dividend**”) of not more than HK\$0.5 per Share payable to holders of Shares prior to completion of the Transaction. The Company will make further announcements of the date of the meeting of the Board to consider and, if thought fit, approve such declaration of the Special Dividend and any record date for the Special Dividend as and when appropriate.

**As completion of the Transaction is subject to the satisfaction of conditions precedents, it may or may not proceed and the proposed Special Dividend may or may not be declared. Shareholders and potential investors should exercise caution when dealing in securities of the Company.**

By order of the board of  
**Value Partners Group Limited**  
**CHEUNG Kwong Chi, Aaron**  
*Company Secretary*

Hong Kong, 1 June 2023

*As of the date of this Announcement, our Directors are Dato’ Seri Cheah Cheng Hye, Mr. So Chun Ki Louis, Ms. Hung Yeuk Yan Renee, Mr. Ho Man Kei, Norman and Ms. Wong Wai Man June as Executive Directors and Dr. Chen Shih-Ta Michael, Mr. Nobuo Oyama and Mr. Wong Poh Weng as Independent Non-executive Directors.*