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**Aureole Halo Limited**

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

**Rimbaco Group Global Limited**

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

**(Stock Code: 1953)**

**JOINT ANNOUNCEMENT**

**(1) THE SALE AND PURCHASE OF THE SHARES IN  
RIMBACO GROUP GLOBAL LIMITED;**

**(2) COMPLETION OF THE SALE AND PURCHASE AGREEMENT;**

**(3) MANDATORY UNCONDITIONAL CASH OFFER BY  
CMB INTERNATIONAL CAPITAL LIMITED AND  
CEB INTERNATIONAL CAPITAL CORPORATION LIMITED FOR AND  
ON BEHALF OF AUREOLE HALO LIMITED TO ACQUIRE ALL  
THE ISSUED SHARES OF RIMBACO GROUP GLOBAL LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY AUREOLE HALO LIMITED,  
ITS ULTIMATE BENEFICIAL OWNERS AND PARTIES ACTING  
IN CONCERT WITH ANY OF THEM);**

**AND**

**(4) RESUMPTION OF TRADING**

**Joint Financial Advisers to the Offeror**



**Financial Adviser to the Company**



## **THE SALE AND PURCHASE AGREEMENT**

The Board has been informed that, on 10 April 2026 (after trading hours), the Vendor as vendor and the Offeror as purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell, and the Offeror agreed to purchase, the Sale Shares, being 945,000,000 Shares (representing 75% of the total issued share capital of the Company as at the date of this joint announcement) free from all encumbrances, for a total cash Consideration of HK\$157,500,000, equivalent to approximately HK\$0.167 per Sale Share.

Completion took place on the Completion Date, being 24 April 2026. Immediately upon Completion, the Vendor ceased to hold any interest in the Company.

## **MANDATORY UNCONDITIONAL CASH OFFER**

Immediately prior to Completion, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them owned, controlled or had direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion and as at the date of this joint announcement, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in 945,000,000 Shares, representing 75% of the total issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is therefore required to make a mandatory unconditional cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them). The Offer will be made to the Offer Shareholders.

CMB International and CEB International will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

**Offer Price for each Offer Share . . . . . HK\$0.167 in cash**

The Offer Price of HK\$0.167 per Offer Share is the same as the price of HK\$0.167 per Sale Share (being the Consideration of HK\$157,500,000 divided by 945,000,000 Sale Shares (rounded up to the nearest HK\$0.001)) paid by the Offeror under the Sale and Purchase Agreement. The Offer will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

**The Offeror will not increase the Offer Price. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.**

### **Total value of the Offer**

The Offer will be made to the Offer Shareholders. As at the date of this joint announcement, the Company has a total of 1,260,000,000 Shares in issue.

As the Offeror, its ultimate beneficial owners and parties acting in concert with any of them hold in aggregate 945,000,000 Shares as at the date of this joint announcement, and assuming there are no further changes in the issued share capital of the Company from the date of this joint announcement up to and including the close of the Offer, 315,000,000 Shares will be subject to the Offer. Based on the Offer Price of HK\$0.167 per Offer Share, the maximum consideration payable by the Offeror under the Offer would be HK\$52,605,000 in the event that the Offer is accepted in full. The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer.

### **Confirmation of financial resources**

The Consideration payable under the Acquisition was financed by the internal resources of the Offeror, and the Offeror intends to finance the total cash consideration payable by the Offeror under the Offer from its internal resources. The internal resources of the Offeror were in turn wholly funded by the ultimate beneficial owners of the Offeror. CMB International and CEB International, as the joint financial advisers to the Offeror in respect of the Offer, are satisfied that sufficient financial resources are available to the Offeror to satisfy the maximum consideration payable upon full acceptance of the Offer.

### **GENERAL**

The Independent Board Committee comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Ng Kok Seng, Mr. Wong Chi Wai and Ms. Yeo Chew Yen Mary, will be established pursuant to Rules 2.1 and 2.8 of the Takeovers Code to make a recommendation to the Offer Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

Octal Capital has been appointed as financial adviser to the Company in respect of the Acquisition and the Offer.

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

Further announcement(s) will be made by the Company upon the establishment of the Independent Board Committee and the appointment of the Independent Financial Adviser. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee will be included in the Composite Document to be despatched to the Shareholders.

### **DESPATCH OF THE COMPOSITE DOCUMENT**

It is the intention of the Offeror and the Company to combine the offer document and the offeree's board circular in the Composite Document to be jointly despatched by the Offeror and the Company to the Shareholders in accordance with the requirements of the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) further details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer and as to the acceptance of the Offer; and (iv) the relevant form(s) of acceptance and transfer, will be despatched to the Shareholders no later than 21 days after the date of this joint announcement or such later date as the Executive may approve, in compliance with the requirements of the Takeovers Code and other applicable laws and regulations. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

### **RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 13 April 2026 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 27 April 2026.

### **WARNING**

**The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offer and the letter of advice from Independent Financial Adviser to the Independent Board Committee.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult their professional advisers.**

The Board has been informed that, on 10 April 2026 (after trading hours), the Vendor as vendor and the Offeror as purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor agreed to sell, and the Offeror agreed to purchase, the Sale Shares, being 945,000,000 Shares (representing 75% of the total issued share capital of the Company as at the date of this joint announcement) free from all encumbrances, for a total cash Consideration of HK\$157,500,000, equivalent to approximately HK\$0.167 per Sale Share.

## **THE SALE AND PURCHASE AGREEMENT**

Set out below are the principal terms of the Sale and Purchase Agreement.

### **Date**

10 April 2026 (after trading hours).

### **Parties**

- (i) the Vendor (as the vendor of the Sale Shares); and
- (ii) the Offeror (as the purchaser of the Sale Shares).

### **Subject Matter to the Sale and Purchase Agreement**

Pursuant to the Sale and Purchase Agreement, the Vendor agreed to sell, and the Offeror agreed to purchase, the Sale Shares, being 945,000,000 Shares (representing 75% of the total issued share capital of the Company as at the date of this joint announcement) for a total cash Consideration of HK\$157,500,000, equivalent to approximately HK\$0.167 per Sale Share.

The Sale Shares were sold free from all encumbrances and together with all rights and benefit attached thereto, including but not limited to all dividends paid, declared or made in respect thereof at any time on or after the Completion Date. Moreover, there was no dividend declared but unpaid on the date of the Completion.

### **Consideration for the Sale Shares**

The Consideration for the Sale Shares is HK\$157,500,000, which was agreed between the Vendor and the Offeror after arm's length negotiations, taking into account (i) the business and the historical financial performance of the Group; (ii) the Company's historical liquidity and share prices performance traded on the Stock Exchange; and (iii) the Company's consolidated audited net asset value attributable to Shareholders per Share of approximately RM0.099 (equivalent to approximately HK\$0.183) as at 31 October 2025.

The Consideration was fully settled by the Vendor in the following manner:

- (a) a sum of HK\$5,000,000 paid to the Vendor as deposit, after the entering into the Memorandum of Understanding in respect of the Sale Shares, which has been applied as part payment of the Consideration; and
- (b) the remaining balance of the Consideration, being HK\$152,500,000, paid to the Vendor upon Completion.

## **Completion**

All conditions precedent of the Sale and Purchase Agreement have been fulfilled and Completion took place on 24 April 2026.

The Offeror fully settled the Consideration to the Vendor in cash at Completion. Immediately upon Completion, the Vendor ceased to hold any interest in the Company.

Immediately following Completion and as at the date of this joint announcement, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in 945,000,000 Shares, representing 75% of the total issued share capital of the Company.

## **MANDATORY UNCONDITIONAL CASH OFFER**

### **The Offer**

Immediately prior to Completion, none of the Offeror, its ultimate beneficial owners and parties acting in concert with any of them owned, controlled or had direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. Immediately following Completion and as at the date of this joint announcement, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in 945,000,000 Shares, representing 75% of the total issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is therefore required to make a mandatory unconditional cash offer for all the issued Shares (other than those Shares already owned or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them). The Offer will be made to the Offer Shareholders.

As at the date of this joint announcement, the Company has 1,260,000,000 Shares in issue and the Company has no other outstanding Shares, options, derivatives, warrants or other securities which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, derivatives, warrants or other relevant securities which are convertible or exchangeable into Shares.

CMB International and CEB International will, for and on behalf of the Offeror and in compliance with the Takeovers Code, make the Offer on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code on the following basis:

**Offer Price for each Offer Share ..... HK\$0.167 in cash**

The Offer Price of HK\$0.167 per Offer Share is the same as the price of HK\$0.167 per Sale Share (being the Consideration of HK\$157,500,000 divided by 945,000,000 Sale Shares (rounded up to the nearest HK\$0.001)) paid by the Offeror under the Sale and Purchase Agreement. The Offer will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

The Company confirms that as at the date of this joint announcement, (i) it has not declared any dividend which is not yet paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the date of closing of the Offer. If, after the date of this joint announcement, any dividend or other distribution is made or paid in respect of the Offer Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution.

**Total value of the Offer**

The Offer will be made to the Offer Shareholders. As at the date of this joint announcement, the Company has 1,260,000,000 Shares in issue. Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.167 per Offer Share, the total issued share capital of the Company is valued at HK\$210,420,000.

As the Offeror, its ultimate beneficial owners and parties acting in concert with any of them hold in aggregate 945,000,000 Shares as at the date of this joint announcement, and assuming there are no further changes in the issued share capital of the Company from the date of this joint announcement up to and including the close of the Offer, 315,000,000 Shares will be subject to the Offer. On this basis and the Offer Price of HK\$0.167 per Offer Share, the maximum consideration payable by the Offeror under the Offer would be HK\$52,605,000 in the event that the Offer is accepted in full.

The Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

**The Offeror will not increase the Offer Price. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price and the Offeror does not reserve the right to increase the Offer Price.**

## **Offer Price**

The Offer will be extended to all Shareholders other than the Offeror, its ultimate beneficial owners and parties acting in concert with any of them in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Offer Price of HK\$0.167 per Offer Share represents:

- (i) a discount of approximately 74.3% over the closing price of HK\$0.650 per Share as quoted on the Stock Exchange on 10 April 2026, being the Last Trading Day;
- (ii) a discount of approximately 74.8% over the average closing price of HK\$0.664 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) a discount of approximately 72.5% over the average closing price of HK\$0.608 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a discount of approximately 63.7% over the average closing price of approximately HK\$0.460 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (v) a discount of approximately 8.74% to the Company's consolidated audited net asset value attributable to Shareholders per Share of approximately RM0.099 (equivalent to approximately HK\$0.183) as at 31 October 2025 as disclosed in the Company's annual report for the year ended 31 October 2025, calculated based on (i) the Company's audited consolidated net assets attributable to Shareholders of approximately RM124,644,000 as at 31 October 2025; (ii) 1,260,000,000 issued Shares as at 31 October 2025; and (iii) the exchange rate of RM1.0: HK\$1.8454 on 31 October 2025 for illustrative purposes only.

## **Highest and lowest Share prices**

During the six-month period immediately preceding the date of this joint announcement and including the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.70 on 8 April 2026 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.162 on 29 December 2025 and 31 December 2025.

## **Confirmation of financial resources**

The total cash Consideration payable by the Offeror to the Vendor under the Sale and Purchase Agreement is HK\$157,500,000, which has been fully settled by the Offeror as at the date of this joint announcement.

As the Offeror, its ultimate beneficial owners and parties acting in concert with any of them hold in aggregate 945,000,000 Shares as at the date of this joint announcement, and assuming there are no further changes in the issued share capital of the Company from the date of this joint announcement up to and including the close of the Offer, 315,000,000 Shares will be subject to the Offer. On this basis and the Offer Price of HK\$0.167 per Offer Share, the maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$52,605,000. The Consideration payable under the Acquisition was financed by the internal resources of the Offeror, and the Offeror intends to finance the total cash consideration payable by the Offeror under the Offer from its internal resources. The internal resources of the Offeror were in turn wholly funded by the ultimate beneficial owners of the Offeror. CMB International and CEB International, as the joint financial advisers to the Offeror in respect of the Offer, are satisfied that sufficient financial resources are available to the Offeror to satisfy the maximum consideration payable upon full acceptance of the Offer.

### **Effect of accepting the Offer**

The Offer will be unconditional in all respects and will not be conditional upon acceptances being received in respect of a minimum number of Shares or any other conditions.

By accepting the Offer, the Offer Shareholders will be deemed to warrant that all the Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of the Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

## **Payment**

Payment in cash in respect of acceptances of the Offer, net of seller's Hong Kong ad valorem stamp duty, will be made as soon as possible but in any event no later than seven (7) business days (as defined under the Takeovers Code) after the date on which the duly completed forms of acceptance and the relevant documents of title of the Offer Shares in respect of such acceptance are received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of cash consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

## **Hong Kong stamp duty**

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by the relevant Offer Shareholders who accept the Offer at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher (rounded up to the nearest HK\$1.00), and the amount of such stamp duty will be deducted from the cash amount payable by the Offeror to such Offer Shareholders on acceptance of the Offer.

The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Offer Shareholders accepting the Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

## **Taxation advice**

Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, CMB International, CEB International, Octal Capital and (as the case may be) their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

## **Overseas Shareholders**

The Offer will be made to all Offer Shareholders, including those who are not resident in Hong Kong. The making and the implementation of the Offer to Offer Shareholders who are not resident in Hong Kong may be subject to the laws of the relevant overseas jurisdictions in which such Offer Shareholders are located. Such Offer Shareholders should observe any applicable requirements and restrictions in their own jurisdictions, and where necessary, seek independent legal advice in respect of the Offer. It is the responsibility of such Offer Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes payable by such Offer Shareholders in such jurisdiction).

If the receipt of the Composite Document by the Overseas Shareholders is prohibited by any applicable laws and regulations and may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly burdensome, the Composite Document, subject to the Executive's consent, will not be despatched to such Overseas Shareholders. In those circumstances, the Offeror will apply for any waivers pursuant to Note 3 to Rule 8 of the Takeovers Code at such time.

Any acceptance of the Offer by any Offer Shareholders will be deemed to constitute a representation and warranty from such Offer Shareholders to the Offeror that the local laws and requirements have been complied with. Overseas Shareholders should consult their professional advisers if in doubt.

As at the date of this joint announcement, there are no Overseas Shareholders of the Company identified.

## **DEALING AND INTERESTS IN THE COMPANY'S SECURITIES**

The Offeror confirms that, as at the date of this joint announcement:

- (i) none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (ii) save for the Sale Shares, none of the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them holds, has control or has direction over any voting rights or rights over Shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities;

- (iii) save for the Acquisition, neither the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them had dealt for value in any Shares or any options, warrants, derivatives or securities convertible into Shares or other derivatives in respect of securities in the Company during the six (6) months prior to and including the date of this joint announcement;
- (iv) there is no agreement or arrangement in relation to any outstanding derivative in respect of the securities in the Company which has been entered into by the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them;
- (v) there is no other agreement, arrangement or understanding that any securities acquired in pursuance of the Offer or the Sale Shares would be transferred, charged or pledged to any other persons;
- (vi) save for the Memorandum of Understanding and Sale and Purchase Agreement, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;
- (vii) save for the Memorandum of Understanding and the Sale and Purchase Agreement, there is no agreement or arrangement to which the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke any pre-condition or condition to the Offer;
- (viii) neither the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (ix) other than the Consideration paid to the Vendor under the Sale and Purchase Agreement, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them to the Vendor, its ultimate beneficial owners or any party acting in concert with any of them in connection with the Acquisition;
- (x) save for the Memorandum of Understanding and Sale and Purchase Agreement, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them on one hand, and the Vendor, its ultimate beneficial owners and/or parties acting in concert with any of them on the other hand; and

- (xi) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder (excluding the Vendor, its ultimate beneficial owners and/or parties acting in concert with any of them) on one hand and the Offeror, its ultimate beneficial owners and/or parties acting in concert with any of them on the other hand.

The Company confirms that, as at the date of this joint announcement, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder on one hand, and (ii) the Company, its subsidiaries or associated companies on the other hand.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately upon Completion and as at the date of this joint announcement are set forth below:

	Immediately prior to Completion		Immediately upon Completion and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
<b>Offeror and parties acting in concert with it</b> <i>(Note 1)</i>				
– Offeror <i>(Note 2)</i>	–	–	945,000,000	75.00
<b>Vendor</b> <i>(Note 3)</i>	945,000,000	75.00	–	–
<b>Public Shareholder</b>				
<b>Offer Shareholders</b>	315,000,000	25.00	315,000,000	25.00
<b>Total</b>	<u>1,260,000,000</u>	<u>100.0</u>	<u>1,260,000,000</u>	<u>100.0</u>

*Notes:*

1. CMB International and CEB International are the joint financial advisers to the Offeror in respect of the Offer. Accordingly, (i) CMB International and relevant members of the CMB International group; and (ii) CEB International and relevant members of the CEB International group, which hold Shares (or options, warrants or derivatives in respect of them) are presumed to be acting in concert with the Offeror in relation to Company in accordance with Class (5) of the definition of “acting in concert” under the Takeovers Code (except in respect of Shares (or options, warrants or derivatives in respect of them) held on behalf of non-discretionary investment clients of the CMB International group and the CEB International group respectively). Details of holdings, borrowings or lendings of, and dealings in, Shares (or options, warrants or derivatives in respect of them) held by or entered into by other parts of the CMB International group and the CEB International group will be obtained as soon as possible after this joint announcement has been made in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made by the Offeror if the holdings, borrowings, lendings, or dealings of the other parts of the CMB International group and the CEB International group are significant and in any event such information will be disclosed in the Composite Document. The statements in this joint announcement as to the holdings, borrowings or lendings of, or their dealings in, Shares (or options, warrants or derivatives in respect of them) by parties acting in concert with the Offeror are subject to the holdings, borrowings, lendings, or dealings (if any) of the other parts of the CMB International group and the CEB International group.
2. The Offeror is wholly owned by Cheng Tun (Singapore) Holdings Pte. Ltd, which in turn wholly owned by Cheng Tun Group, indirectly wholly owned by Shenzhen Cheng Tun It is ultimately owned as to 70% by Mr. Yao, 20% by Ms. Yao and 10% by Mr. Chen. As such, Mr. Yao is deemed or taken to be interested in the 945,000,000 Shares held by the Offeror by virtue of the SFO.
3. As at the date of this joint announcement, the Vendor is beneficially owned as to 40% by Mr. Low Seah Sun, 30% by Ms. Seah Peet Hwah, 20% by Mr. Cheang Wye Keong and 10% by Mr. Lau Ah Cheng. Mr. Low Seah Sun beneficially owns 40% of the issued shares of the Vendor, which in turn holds 75% of the Shares. Therefore, Mr. Low Seah Sun is deemed to be, or taken to be, interested in the Shares held by the Vendor under the SFO.

## INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued shares are listed on the Main Board of the Stock Exchange. The Company is principally engaged in investment holding. The Group is principally engaged in the provision of general contractor services under the building construction sector in Malaysia.

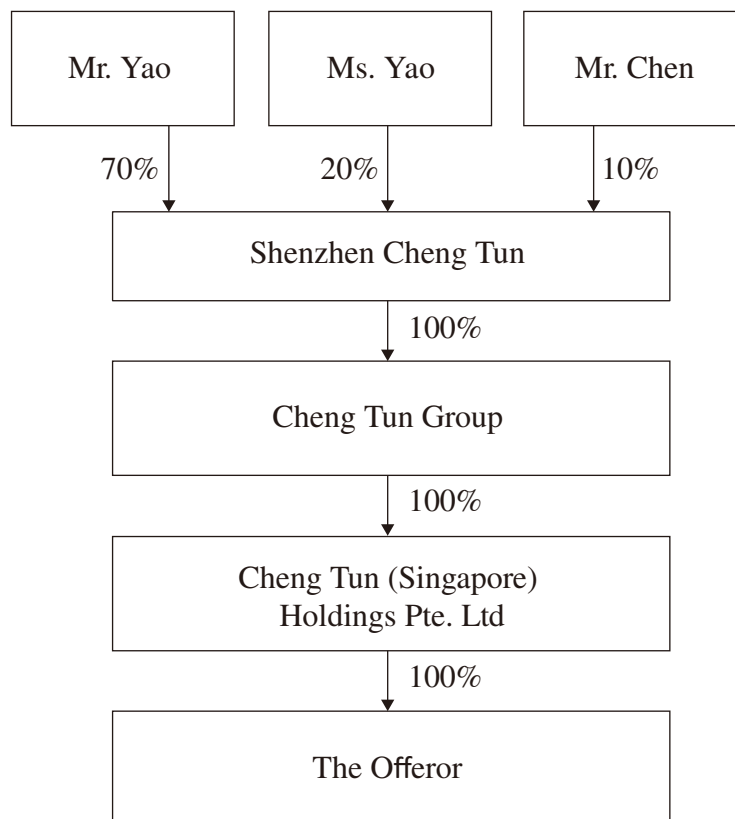
Set out below is a summary of the audited consolidated financial information of the Group for each of the two financial years ended 31 October 2024 and 2025, as extracted from the Company's annual report for the year ended 31 October 2025:

	For the year ended 31 October 2024 <i>RM'000</i> (audited)	<b>For the year ended 31 October 2025 <i>RM'000</i> (audited)</b>
Revenue	289,184	259,932
Profit/(loss) before income tax expense	(754)	6,849
Loss for the year	(1,552)	(1,447)
Total comprehensive expense for the year attributable to owners of the Company	<u>(1,840)</u>	<u>(840)</u>
	As at 31 October 2024 <i>RM'000</i> (audited)	<b>As at 31 October 2025 <i>RM'000</i> (audited)</b>
Total equity	<u>151,423</u>	<u>124,644</u>

## INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in the Cayman Islands with limited liability on 21 November 2017 and is principally engaged in investment holding. The Offeror is a direct wholly owned subsidiary of Cheng Tun (Singapore) Holdings Pte. Ltd, which is in turn wholly owned by Cheng Tun Group. Cheng Tun Group is indirectly wholly owned by Shenzhen Cheng Tun . Shenzhen Cheng Tun is ultimately owned as to 70% by Mr. Yao, 20% by Ms. Yao and 10% by Mr. Chen. The sole director of the Offeror is Ms. Peng Weizhen\*.

For illustration purposes, set out below is the shareholding structure of the Offeror and its ultimate beneficial owners as at the date of this joint announcement:



Mr. Yao, aged 59, is the younger brother of Ms. Yao, the ultimate controlling shareholder of the Offeror and Cheng Tun Group. Mr. Yao is the founder of Cheng Tun Group and possesses over 30 years of business operation and management experience. From 1993 to 2004, Mr. Yao was the chairman and legal representative of Cheng Tun Group (formerly known as Shenzhen Xiong Zhen Investment Co., Ltd.\* (深圳市雄震投資有限公司)). From 1998 to 2004, Mr. Yao was the chairman and legal representative of Chengtun Mining Group Co., Ltd. (盛屯礦業集團股份有限公司) (formerly known as Xiamen Eagle Group Co., Ltd. (廈門雄震集團股份有限公司)).

Ms. Yao, aged 60, possesses over 26 years of business operation and management experience as the capacity of director and legal representative within the Cheng Tun Group and its subsidiaries. Ms. Yao is currently the director of Cheng Tun Group. From June 2006 to August 2022, she was the legal representative and general manager of Cheng Tun Group.

Mr. Chen, aged 55, possesses over 27 years of business operation and management experience within the Cheng Tun Group and its subsidiaries. Mr. Chen was the director of Cheng Tun Group since March 2008 and become the chairman and legal representative of Cheng Tun Group since August 2022.

Shenzhen Cheng Tun and Cheng Tun Group are primary engaged in the exploration and mining, and the utilization of metal resources in the People's Republic of China through Chengtun Mining Group Co., Ltd. (盛屯礦業集團股份有限公司) which shares are listed on Shanghai Stock Exchange (600711.SH) and Chengxin Lithium Group Co., Ltd. (盛新鋰能集團股份有限公司) which shares are listed on Shenzhen Stock Exchange (002240.SZ).

Notwithstanding that the principal businesses of the Offeror and its parent company do not directly correlate with the Group's principal business and the ultimate beneficial owners of the Offeror do not have experience in the Group's principal business, the Offeror considers the Acquisition to represent a compelling investment opportunity. This assessment is based on the Offeror's optimistic outlook of the future outlook for the Group's engineering, procurement, and construction (EPC) business in industrial infrastructure across Malaysia and Southeast Asia, where the Group operates. The Offeror intends to leverage the extensive business operations, management experience, strategic leadership capabilities, networks, and business connections of its ultimate beneficial owners in the PRC and Southeast Asia to explore new industry sectors through strategic investments and acquisitions, thereby expanding both the Offeror and its parent companies' global footprint and enhancing its long-term sustainable development.

By partnering with the Offerors and their parent companies, the Company will have the opportunity to benefit from the profound experience of Mr. Yao, Ms. Yao, and Mr. Chen in business operations and management. This will assist the Group in formulating effective business strategies, including but not limited to pursuing investment, acquisition, and strategic opportunities, establishing and maintaining relationships with existing and potential customers, increasing market presence and potentially exploring new business opportunities. The collaboration is expected to further enhance the Group's competitive position and fostering long-term growth.

## **INTENTION ON THE OFFEROR IN RELATION TO THE GROUP**

Following the close of the Offer, the Offeror intends that the Group will continue the principal business of the Group and will maintain the listing status of the Company. The Offeror will conduct a review of the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group.

Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. As at the date of this joint announcement, no investment or business opportunity has been identified nor have the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

As at the date of this joint announcement, the Board is comprised of five executive Directors, one non-executive Director, and three independent non-executive Directors. The sole Offeror intends to continue the employment of the existing management of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate).

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) make material changes to the employment of the management and employees of the Group; and (ii) dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

## **PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Offeror intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

The Stock Exchange has stated that

- (a) if, at the close of the Offer, the Stock Exchange believes that
- a false market exists or may exist in the trading of the Shares; or
  - an orderly market does not exist or may not exist;
- it will consider exercising its discretion to suspend dealings; and
- (b) if, at the close of the Offer, the Company has a Significant Public Float Shortfall (as defined in Rule 13.32F of the Listing Rules), then:
- the Stock Exchange will add a designated market to the stock name of the Shares; or
  - the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends the Company to remain listed on the Stock Exchange, The sole director of the Offeror, the new directors to be appointed to the Board of the Company and the existing Directors will jointly and severally undertake to the Stock Exchange that if, at the close of the Offer, the Company fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will to take appropriate steps (including but not limited to initiation of placing down) to ensure the Company's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment.

## **DISCLOSURE OF DEALINGS**

For the purposes of the Takeovers Code, the Offer Period has commenced on the date of this joint announcement.

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company under Rule 22 of the Takeovers Code.

For this purpose, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below pursuant to Rule 3.8 of the Takeovers Code:

### ***“Responsibilities of stockbrokers, banks and other intermediaries***

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

### **GENERAL**

#### **Independent Board Committee and Independent Financial Adviser**

The Independent Board Committee, which comprises all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Ng Kok Seng, Mr. Wong Chi Wai and Ms. Yeo Chew Yen Mary, will be established to make a recommendation to the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer pursuant to Rules 2.1 and 2.8 of the Takeovers Code.

Octal Capital has been appointed as financial adviser to the Company in respect of the Acquisition and the Offer.

The Independent Financial Adviser will be appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

Further announcement(s) will be made by the Company upon the establishment of the Independent Board Committee and the appointment of the Independent Financial Adviser. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee will be included in the Composite Document to be despatched to the Offer Shareholders.

## **Despatch of the Composite Document**

It is the intention of the Offeror and the Company to combine the offer document and the offeree's board circular in the Composite Document to be jointly despatched by the Offeror and the Company to the Shareholders in accordance with the requirements of the Takeovers Code. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer; and (iv) the relevant form(s) of acceptance and transfer, will be despatched to the Shareholders no later than 21 days from the date of this joint announcement or such later date as the Executive may approve. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

## **WARNING**

**The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee to the Independent Shareholders in respect of the Offer and the letter of advice from Independent Financial Adviser to the Independent Board Committee.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult their professional advisers.**

## **RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 13 April 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 27 April 2026.

## DEFINITIONS

In this joint announcement, the following terms and expressions have the meanings set out below unless the context requires otherwise:

“Acquisition”	the purchase of the Sale Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Sale and Purchase Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code and “concert parties” shall be construed accordingly
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“CEB International”	CEB International Capital Corporation Limited (光銀國際資本有限公司), a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and one of the joint financial advisers to the Offeror in relation to the Offer
“Cheng Tun Group”	Shenzhen Cheng Tun Group Co. Ltd* (深圳盛屯集團有限公司), a company established in the People’s Republic of China with limited liability and wholly owned by Shenzhen Cheng Tun
“CMB International”	CMB International Capital Limited (招銀國際融資有限公司), a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, and one of the joint financial advisers to the Offeror in relation to the Offer
“Company”	Rimbaco Group Global Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 01953)
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement

“Completion Date”	the date on which Completion took place, being 24 April 2026
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in accordance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the forms of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser
“Consideration”	the amount of HK\$157,500,000, being the consideration payable by the Offeror to the Vendor for the Acquisition
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of its delegate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Ng Kok Seng, Mr. Wong Chi Wai and Ms. Yeo Chew Yen Mary, to be established by the Company to make recommendation to the Independent Shareholders in relation to the Offer
“Independent Financial Adviser”	the independent financial adviser to be appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee in respect of the Offer
“Last Trading Day”	10 April 2026, being the last trading day of the Shares immediately prior to the halt in trading in the Shares on the Stock Exchange pending the release of this joint announcement/the date of this joint announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Understanding”	a non-legally binding memorandum of understanding dated 30 January 2026 and entered into between the Vendor and the Offeror in relation to the Acquisition
“Mr. Chen”	Mr. Chen Dong*, one of the ultimate beneficial owners of the Offeror
“Mr. Yao”	Mr. Yao Xiongjie*, one of the ultimate beneficial owners of the Offeror
“Ms. Yao”	Ms. Yao Juanying*, one of the ultimate beneficial owners of the Offeror
“Octal Capital”	Octal Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Company in relation to the Acquisition and the Offer
“Offer”	the mandatory unconditional cash offer to be made by CMB International and CEB International for and on behalf of the Offeror in accordance with the Takeovers Code to acquire all the Offer Shares on the terms to be set out in the Composite Document and the accompanying form of acceptance
“Offeror”	Aureole Halo Limited, a company incorporated in the Cayman Islands with limited liability, being the purchaser under the Sale and Purchase Agreement. Aureole Halo Limited is ultimately beneficially owned as to 70% by Mr. Yao, 20% by Ms. Yao and 10% by Mr. Chen
“Offer Period”	the period from the date of this joint announcement until the Closing Date
“Offer Price”	HK\$0.167 per Offer Share in cash
“Offer Share(s)”	all the issued Shares other than those already owned or agreed to be acquired by the Offeror, its ultimate beneficial owners and parties acting in concert with any of them

“Offer Shareholder(s)”	registered holder(s) of Offer Share(s)
“Overseas Shareholders”	Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“Sale and Purchase Agreement”	the sale and purchase agreement dated 10 April 2026 and entered into between the Vendor and the Offeror in relation to the sale and purchase of the Sale Shares
“Sale Share(s)”	the 945,000,000 Shares acquired by the Offeror from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement, representing 75% of the total issued share capital of the Company as at the date of this joint announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 31 March 2020, the principal terms of which were set out in the prospectus of the Company dated 14 April 2020
“Shenzhen Cheng Tun”	Shenzhen Cheng Tun Industrial Development Co. Ltd* (深圳市盛屯實業發展有限公司), a company established in the People’s Republic of China with limited liability and owned as to 70% by Mr. Yao, 20% by Ms. Yao and 10% by Mr. Chen
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers published by the SFC (as revised, supplemented or otherwise modified from time to time)

“Vendor” RBC Venture Limited, a company incorporated in BVI with limited liability, being the Vendor under the Sale and Purchase Agreement. RBC Venture Limited is beneficially owned as to 40% by Mr. Low Seah Sun, 30% by Ms. Seah Peet Hwah, 20% by Mr. Cheang Wye Keong and 10% by Mr. Lau Ah Cheng

“%” per cent.

By order of the board of  
**Aureole Halo Limited**  
**Ms. Peng Weizhen\***  
*Sole Director*

By order of the Board of  
**Rimbaco Group Global Limited**  
**Mr. Low Seah Sun**  
*Chairman*

Hong Kong, 24 April 2026

*As at the date of this joint announcement, Ms. Peng Weizhen\* is the sole director of the Offeror; Mr. Yao, Ms. Yao and Mr. Chen are the ultimate beneficial owners of the Offeror. The sole director of the Offeror and all of the ultimate beneficial owners of the Offeror accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendor and the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors in their capacity as such and directors of Vendor in their capacity as such) 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 statements in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Low Seah Sun, Ms. Seah Peet Hwah, Mr. Cheang Wye Keong and Mr. Lau Ah Cheng, being the ultimate beneficial owners of the Vendor, accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror and the Directors in their capacity as such) 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 statements in this joint announcement misleading.*

*As at the date of this joint announcement, the executive Directors are Mr. Low Seah Sun, Mr. Low Wui Linn, Ms. Seah Peet Hwah, Mr. Cheang Wye Keong and Mr. Lau Ah Cheng, the non-executive Director is Mr. Tong Kai Tak and the independent non-executive Directors are Mr. Ng Kok Seng, Mr. Wong Chi Wai and Ms. Yeo Chew Yen Mary. 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 its ultimate beneficial owners and the Vendor) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the sole director of the Offeror and directors of Vendor in their capacity as such) 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 statements in this joint announcement misleading.*

*In the event of any inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*

*\* For identification purpose only*