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RYKADAN CAPITAL LIMITED

宏基資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2288)

**CONDITIONAL CASH OFFER
BY DONGXING SECURITIES (HONG KONG) COMPANY LIMITED
ON BEHALF OF RYKADAN CAPITAL LIMITED
TO BUY-BACK UP TO 102,000,000 SHARES
AT HK\$0.68 PER SHARE
AND
APPLICATION FOR WHITEWASH WAIVER**

CLOSE AND RESULTS OF THE OFFER

Financial Adviser to the Company



The Company announces that the Offer closed at the Latest Acceptance Time, being 4:00 p.m. (Hong Kong time) on Monday, 7 December 2020. As at the Latest Acceptance Time, valid acceptances in respect of a total of 128,661,000 Shares were received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 126.14% of the Maximum Number of Shares to be bought-back by the Company under the Offer and approximately 26.95% of the total number of issued Shares as at the date of this announcement.

As the total number of Shares validly tendered under the Offer exceeds the Maximum Number of Shares, the total number of Shares to be bought back by the Company from each Accepting Shareholder under the Offer will be determined in accordance with the formula set out in the Offer Document. A total of 102,000,000 Shares, being the Maximum Number of Shares, will be bought-back and cancelled by the Company. The total consideration payable by the Company for buying back the Maximum Number of Shares pursuant to the Offer is HK\$69,360,000.

Immediately after Cancellation, the aggregate interests in the total issued Shares held by (i) the Chan Concert Group will increase from approximately 27.40% to approximately 34.84%; (ii) Scenemay Holdings Limited will decrease from approximately 18.35% to approximately 4.84%; (iii) the Controlling Shareholders will decrease from approximately 45.74% to approximately 39.67%; and (iv) the Controlling Shareholders and parties acting in concert with any of them will decrease from approximately 58.95% to approximately 56.46%.

The Registrar will send, by ordinary post at the Accepting Shareholder's risk, a remittance for such total amount due to the individual Accepting Shareholder under the Offer (subject to deduction for the seller's ad valorem stamp duty due on the buy-back of the Shares), as soon as possible, but in any event within 7 business days (as defined under the Takeovers Code) following the close of the Offer, i.e. on or before Wednesday, 16 December 2020. If the Shares of an Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor will be returned or sent to it/him/her by ordinary post at its/his/her own risk, as soon as possible, but in any event within 10 days after the close of the Offer, i.e. on or before Thursday, 17 December 2020.

References are made to (i) the offer document (the "**Offer Document**") of Rykadan Capital Limited (the "**Company**") dated 30 October 2020 in relation to the Offer and the Whitewash Waiver, and (ii) the announcement of the Company dated 23 November 2020 in relation to the poll results of the EGM (the "**Poll Results Announcement**"). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Offer Document.

As disclosed in the Poll Results Announcement, following the approval by the Independent Shareholders of the Offer and the Whitewash Waivers at the EGM, the Offer has become unconditional in all respects on Monday, 23 November 2020 and remained open for acceptance until 4:00 p.m. (Hong Kong time) on Monday, 7 December 2020. The Offer closed at 4:00 p.m. (Hong Kong time) on Monday, 7 December 2020.

CLOSE AND RESULTS OF THE OFFER

The Company announces that the Offer closed at the Latest Acceptance Time, being 4:00 p.m. (Hong Kong time) on Monday, 7 December 2020. As at the Latest Acceptance Time, valid acceptances in respect of a total of 128,661,000 Shares (the “**Accepted Shares**”) were received by the Registrar from the Accepting Shareholders under the Offer, representing approximately 126.14% of the Maximum Number of Shares to be bought back by the Company under the Offer and approximately 26.95% of the total number of issued Shares as at the date of this announcement.

As the total number of Shares validly tendered under the Offer exceeds the Maximum Number of Shares, the total number of Shares to be bought-back by the Company from each Accepting Shareholder under the Offer will be determined in accordance with the below formula (“**Common Pool Calculation**”):

$$\frac{A}{B} \times C$$

A = 102,000,000, being the Maximum Number of Shares

B = Total number of Shares tendered by valid acceptances received from all Accepting Shareholders under the Offer

C = Total number of Shares tendered by valid acceptances received from each Accepting Shareholder under the Offer

As a result, a total of 102,000,000 Shares, being the Maximum Number of Shares, will be bought back by the Company. The total consideration payable by the Company for buying back the Maximum Number of Shares pursuant to the Offer is HK\$69,360,000.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below shows the shareholding structure of the Company (i) as at the date of this announcement and immediately after the close of the Offer but prior to the cancellation of the Shares bought-back by the Company pursuant to the Offer (the “**Cancellation**”); and (ii) immediately after the Cancellation, which is expected to take place on 14 December 2020, assuming that no additional Shares will be issued from the date of this announcement up to and including the date of the Cancellation.

Name of Shareholders	(i) As at the date of this announcement and immediately after the close of the Offer but prior to Cancellation		(ii) Immediately after Cancellation	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Tiger Crown Limited (<i>Note 1 and 4</i>)	97,104,000	20.34	97,104,000	25.86
CHAN William (<i>Notes 2 and 4</i>)	33,700,000	7.06	33,700,000	8.98
Aggregate number of Shares held by the Chan Concert Group	130,804,000	27.40	130,804,000	34.84
Scenemay Holdings Limited (<i>Notes 3 and 4</i>)	87,604,000	18.35	18,153,211	4.84
Aggregate number of Shares held by the Controlling Shareholders	218,408,000	45.75	148,957,211	39.67
NG Tak Kwan (<i>Note 5</i>)	63,024,000	13.20	63,024,000	16.79
Aggregate number of Shares held by the Controlling Shareholders and parties acting in concert with any of them	281,432,000	58.95	211,981,211	56.46
Public Shareholders	196,015,000	41.05	163,465,789	43.54
Total	477,447,000	100.00	375,447,000	100.00

Notes:

1. Tiger Crown Limited is 100% owned by Rykadan Holdings Limited which in turn is 100% held by HSBC International Trustee Limited as the trustee of Rykadan Trust. CHAN William is the settlor and protector and one of the discretionary beneficiaries of Rykadan Trust. Each of HSBC International Trustee Limited and Rykadan Holdings Limited is therefore deemed to be interested in the 97,104,000 Shares beneficially owned by Tiger Crown Limited.
2. Tiger Crown Limited, which beneficially owned 97,104,000 Shares, is 100% owned by Rykadan Holdings Limited which in turn is 100% held by HSBC International Trustee Limited as the trustee of Rykadan Trust. CHAN William is the settlor and protector and one of the discretionary beneficiaries of Rykadan Trust. CHAN William is also the sole director of Tiger Crown Limited and Rykadan Holdings Limited. Therefore, in addition to the 33,700,000 Shares beneficially owned by CHAN William, he is deemed to be interested in the 97,104,000 Shares beneficially owned by Tiger Crown Limited.
3. As the entire issued share capital of Scenemay Holdings Limited is owned by LI Chu Kwan and LI Wing Yin in equal shares, each of LI Chu Kwan and LI Wing Yin is deemed to be interested in the Shares beneficially owned by Scenemay Holdings Limited, being 87,604,000 Shares as at the date of this announcement. As informed by Scenemay Holdings Limited, 87,604,000 Shares were tendered for acceptance pursuant to the Offer by Scenemay Holdings Limited. Based on the Common Pool Calculation, the total number of Shares to be bought-back from Scenemay Holdings Limited is 69,450,789 Shares.
4. Since Tiger Crown Limited, Scenemay Holdings Limited, CHAN William, LI Chu Kwan and LI Wing Yin are regarded as a group of shareholders acting in concert to exercise their voting rights in the Company and are parties to an agreement under section 317 of the SFO, pursuant to the provisions of the SFO, each of them is deemed to be interested in the Shares owned by the other parties to the agreement.
5. NG Tak Kwan is a non-executive Director. As at the date of this announcement, NG Tak Kwan is interested in 63,024,000 Shares and he did not accept the Offer in respect of the Shares held by him.

Immediately before 28 September 2020 (being the commencement date of the Offer Period) and as at the date of this announcement, (i) the Chan Concert Group, comprising CHAN William and Tiger Crown Limited together, beneficially owned 130,804,000 Shares, representing approximately 27.40% of all issued Shares; (ii) Scenemay Holdings Limited beneficially owned 87,604,000 Shares, representing approximately 18.35% of all the issued Shares; (iii) the Controlling Shareholders were together interested in 218,408,000 Shares, representing approximately 45.74% of all issued Shares; and (iv) the Controlling Shareholders and parties acting in concert with any of them were together interested in 281,432,000 Shares, representing approximately 58.95% of all issued Shares. Save as aforementioned, none of the Controlling Shareholders or parties acting in concert with any of them held, controlled or directed any Shares and rights over Shares immediately before the commencement date of the Offer Period.

Immediately after the Cancellation, the aggregate interests in the total issued Shares held by (i) the Chan Concert Group will increase from approximately 27.40% to approximately 34.84%; (ii) Scenemay Holdings Limited will decrease from approximately 18.35% to approximately 4.84%; (iii) the Controlling Shareholders will decrease from approximately 45.74% to approximately 39.67%; and (iv) the Controlling Shareholders and parties acting in concert with any of them will decrease from approximately 58.95% to approximately 56.46%.

Save for the Accepted Shares to be acquired by the Company under the Offer, none of the Company, the Controlling Shareholders nor persons acting in concert with any of them has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period.

None of the Company, the Controlling Shareholders nor persons acting in concert with any of them has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

SETTLEMENT

The Registrar will send, by ordinary post at the Accepting Shareholder's risk, a remittance for such total amount due to the individual Accepting Shareholder under the Offer (subject to deduction for the seller's ad valorem stamp duty due on the buy-back of the Shares), as soon as possible, but in any event within 7 business days (as defined under the Takeovers Code) following the close of the Offer, i.e. on or before Wednesday, 16 December 2020. If the Shares of an Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor will be returned or sent to it/him/her by ordinary post at its/his/her own risk, as soon as possible, but in any event within 10 days after the close of the Offer, i.e. on or before Thursday, 17 December 2020.

ODD LOTS ARRANGEMENT

Phillip Securities (Hong Kong) Limited, whose address is at 11th floor, United Centre, 95 Queensway, Hong Kong (telephone number (852) 2277 6769 or (852) 2277 6628 or (852) 2277 6615 during office hours (i.e. 8:30 a.m. to 4:30 p.m.)) has been appointed by the Company as the designated broker to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks from the completion of the Offer to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 1,000 Shares. Shareholders should note that the matching of odd lots is not guaranteed.

By Order of the Board
Rykadan Capital Limited
CHAN William
Chairman and Chief Executive Officer

Hong Kong, 7 December 2020

As at the date of this announcement, the Board comprises Mr. CHAN William (Chairman and Chief Executive Officer) and Mr. YIP Chun Kwok (Chief Operating Officer) as executive Directors, Mr. NG Tak Kwan as a non-executive Director and Mr. TO King Yan, Adam, Mr. WONG Hoi Ki and Mr. HO Kwok Wah, George as independent non-executive Directors.

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 statements in this announcement misleading.