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Ms. Yan Ping



Alpha Era International Holdings Limited
合寶豐年控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8406)

JOINT ANNOUNCEMENT

**DESPATCH OF COMPOSITE DOCUMENT
IN RELATION TO
MANDATORY UNCONDITIONAL CASH OFFER BY
GRAND CHINA SECURITIES LIMITED**



**FOR AND ON BEHALF OF
MS. YAN PING TO ACQUIRE ALL THE ISSUED SHARES OF
ALPHA ERA INTERNATIONAL HOLDINGS LIMITED (OTHER THAN THOSE
ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY MS. YAN PING AND PARTIES
ACTING IN CONCERT WITH HER)**

Financial adviser to the Offeror



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



References are made to (i) the announcement dated 10 September 2021 (the “**Joint Announcement**”) jointly issued by Ms. Yan Ping (the “**Offeror**”) and Alpha Era International Holdings Limited (the “**Company**”) in relation to, among other things, the sale and purchase of the Sale Shares and the Offer; (ii) the announcements dated 30 September 2021 and 15 October 2021 jointly issued by the Offeror and the Company in relation to the delay and further delay in despatch of the composite offer document and response document in relation to the Offer (the “**Composite Document**”) respectively; and (iii) the Composite Document and form of acceptance jointly issued by the Offeror and the Company on 29 October 2021. Unless defined otherwise herein or the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

The Composite Document together with the Form of Acceptance, containing, among other things, (i) details of the Offer; (ii) the expected timetable of the Offer, (iii) the letter from Grand China setting out the terms of the Offer; (iv) the letter from the Board containing information on the Group, (v) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in relation to the Offer; and (vi) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee on whether the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and on acceptance in relation to the Offer; and (vii) further information relating to the Group and the Offeror, have been despatched to the Independent Shareholders on Friday, 29 October 2021 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offer will be opened for acceptance on and from Friday, 29 October 2021 and the latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 19 November 2021 (unless revised or extended in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate).

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. All the time and date references contained in this joint announcement refer to Hong Kong local time and dates.

Event	Time and date (2021)
Despatch date of the Composite Document and the accompanying Form of Acceptance and the commencement date of the Offer (<i>Note 1</i>)	Friday, 29 October
Latest time and date for acceptance of the Offer (<i>Note 2</i>)	4:00 p.m. on Friday, 19 November
Closing Date (<i>Note 2</i>)	Friday, 19 November
Announcement of the results of the Offer (to be posted on the websites of the Stock Exchange and the Company) (<i>Note 2</i>)	No later than 7:00 p.m. on Friday, 19 November
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Notes 2 and 3</i>)	Tuesday, 30 November

1. The Offer, which is unconditional, is made on Friday, 29 October 2021, the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out in the paragraph headed “Rights of Withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptances of the Offer is 4:00 p.m. on Friday, 19 November 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror on the website of the Stock Exchange by 7:00 p.m. on Friday, 19 November 2021, stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force or exists any “extreme conditions” caused by super typhoons in Hong Kong on the Closing Date or the date for posting of remittances and it has (i) not been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the Closing Date will be postponed to 4:00 p.m. on the next Business Day and the date for posting of remittances will be postponed to the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the Closing Date or the date for posting of remittances will be on the same Business Day.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “Rights of withdrawal” in Appendix I to the Composite Document.

WARNING

This joint announcement is made pursuant to the Takeovers Code for the purpose of, among other things, informing the Shareholders and potential investors of the Company of the Offer to be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to 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 in respect of the Offer and the letter of advice from the Independent Financial Adviser.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company. If the Shareholders and potential investors are in any doubt about their position, they should consult their stock brokers, bank managers, solicitors or other professional advisers.

Yan Ping

By order of the Board
Alpha Era International Holdings Limited
Huang Xiaodong
Chairman and Executive Director

Hong Kong, 29 October 2021

As at the date of this joint announcement, the Board comprises Mr. Huang Xiaodong and Mr. Xiao Jiansheng as executive Directors; Mr. Lee Kin Kee as non-executive Director; and Mr. Mao Guohua, Mr. Liu Zexing and Mr. Ho Hin Chung as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror and parties acting in concert with her) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by 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.

The Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group, the Directors, the Vendors and the Guarantors) and confirm, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than those opinions expressed by 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.

This joint announcement will remain on the website of the Stock Exchange at www.hkexnews.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at www.alpha-era.co.