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## **Imperium Financial Group Limited**

**帝國金融集團有限公司**

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

**(Stock Code: 8029)**

### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 17.10 OF THE GEM LISTING RULES AND THE INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE AND RESUMPTION OF TRADING**

This announcement is made by Imperium Financial Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 17.10 of the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **POSSIBLE OFFER**

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, as informed by Mr. Cheng Ting Kong (“**Mr. Cheng**”), an executive Director and the chairman of the Board, that Fresh Success Investments Limited (a company beneficially owned as to 90% by Mr. Cheng) (the “**Selling Shareholder**”) entered into a memorandum of understanding (the “**MOU**”) on 29 April 2025 with an independent third party, Orange Peak Capital Group (BVI) Limited (the “**Potential Purchaser**”) regarding the possible sale of 143,791,404 ordinary shares (the “**Sale Shares**”), being the Selling Shareholder’s entire shareholding in the Company and representing approximately 61.61% of the entire issued share capital of the Company as at the date of this announcement (the “**Possible Transaction**”). The Potential Purchaser and its beneficial owners are third parties independent to and not connected with the Company and its connected persons (as defined under the GEM Listing Rules).

## INFORMATION OF THE POTENTIAL PURCHASER

The Potential Purchaser is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The Potential Purchaser is held as to 60% by Synue Capital Holdings Limited and 40% by Wu Beijun. Synue Capital Holdings Limited is wholly-owned by Synue Group Limited, which is in turn wholly-owned by Wu Jing.

## MOU

The Possible Transaction is subject to the further negotiation and execution of a formal sale and purchase agreement between the parties. Under the MOU, the Selling Shareholder shall not directly or indirectly negotiate or agree with any other party relating to the Possible Transaction within 90 days from the date of signing of the MOU (or such later date as agreed in writing by the Selling Shareholder and the Potential Purchaser) (the “**Exclusive Period**”).

Under the MOU, the Potential Purchaser shall pay an earnest money in the sum of HK\$15,000,000 (the “**Earnest Money**”) by way of cash deposited into the bank account of the Selling Shareholder or its nominee designated by the Selling Shareholder, which shall be treated as a deposit under the formal agreement when the formal agreement is entered into by the parties to the MOU. The Earnest Money shall be paid within 14 days after the entering into of the MOU. If the parties to the MOU have not entered into the formal agreement within the Exclusive Period or the MOU is otherwise terminated, the Earnest Money shall be refunded to the Potential Purchaser without interest within 3 business days.

Pursuant to the terms of the MOU, the Potential Purchaser is entitled to conduct and finish due diligence review on the Group (the “**Due Diligence**”) within the Exclusive Period.

Pursuant to the terms of the MOU, completion of the sale and purchase of the Sale Shares is subject to the following conditions precedent:

- (1) the warranties given by the Selling Shareholder are true, accurate and complete in all material respects as at the date of the completion and are not misleading in all material respects, taking into account the facts and circumstances at that time;
- (2) the Securities and Futures Commission granting approval to the Potential Purchaser becoming a substantial shareholder of Imperium International Securities Limited and Imperium International Asset Management Limited, which are the subsidiaries of the Company and licensed corporations under the Securities and Futures Ordinance, as a result of the acquisition of the Sale Shares by the Potential Purchaser; and
- (3) any other conditions precedent agreed upon by the Selling Shareholder and the Potential Purchaser and specified in the formal sale and purchase agreement.

The MOU shall terminate upon (i) the Selling Shareholder and the Potential Purchaser failing to execute the formal sale and purchase agreement within the Exclusive Period; and (ii) execution of the formal sale and purchase agreement relating to the Possible Transaction, whichever is earlier.

The MOU does not create legally binding obligations on the parties except for such terms relating to the Exclusive Period, Earnest Money, due diligence, confidentiality, termination, notice, expenses and governing law. Save for the MOU, as at the date of this announcement, no formal or legally binding agreement has been entered into between the Selling Shareholder and the Potential Purchaser or any other parties in respect of the Possible Transaction.

**If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory general offer (the “Possible Offer”) under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.**

As at the date of this announcement, the Company has 233,401,621 ordinary shares (the “Share(s)”) in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof. The Selling Shareholder holds 143,791,404 Shares, representing approximately 61.61% of the entire issued share capital of the Company as at the date of this announcement.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 6 May 2025. In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Potential Purchaser (as defined in the Takeovers Code, including among others, shareholders of the Company and shareholders of the Potential Purchaser having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in the securities of the Company and the Potential Purchaser respectively pursuant to the requirements of the Takeovers Code.

## RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“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 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. 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 \$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.*

*Intermediaries 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 intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has been halted from 9:00 a.m. on 30 April 2025 pending the release of this 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 7 May 2025.

**This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company. Shareholders and potential investors of the Company should be aware that there is no assurance that the Potential Purchaser will make the Possible Offer and if it does decide to proceed with it, the Possible Offer may or may not be subject to the satisfaction of a number of conditions. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company. Persons who are in doubt to the action or their position should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

By order of the Board  
**Imperium Financial Group Limited**  
**Cheng Ting Kong**  
*Chairman*

Hong Kong, 6 May 2025

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Cheng Ting Kong (Chairman), Ms. Cheng Mei Ching, Mr. Chim Tak Lai and Mr. Xu Shancheng, and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Ms. Kwong Pui Yin.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the Stock Exchange website at <http://www.hkexnews.hk> “Latest Listed Company Information” for at least 7 days from the date of posting and on the designated website of the Company at [www.8029.hk](http://www.8029.hk).*

*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 statement in this announcement misleading.*