

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

RaffAello-Astrum Financial Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8333)

COMPLETION OF DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE SETTLEMENT DEED INVOLVING THE EQUITY DISPOSAL, OFF-MARKET SHARE BUY-BACK AND TERMINATION

References are made to (i) the announcements of RaffAello-Astrum Financial Holdings Limited (the “**Company**”) dated 16 June 2022, 17 June 2022, 7 July 2022 and 5 August 2022, and the circular (the “**Circular**”) of the Company dated 17 August 2022 in relation to, among other things, the Transactions; and (ii) the announcement of the Company dated 2 September 2022 (the “**Poll Results Announcement**”) in relation to, among other things, the poll results of the EGM held on 2 September 2022. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

COMPLETION

As disclosed in the Poll Results Announcement, all the conditions precedent to the Completion of the Transactions under the Settlement Deed have been fulfilled. The Board is pleased to announce that Completion took place on 7 September 2022 in accordance with the terms of the Settlement Deed.

Immediately upon Completion, RS BVI ceased to be an associate company of the Company.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion by cancellation of the Consideration Shares:

	Immediately prior to Completion		Immediately after Completion by cancellation of the Consideration Shares	
	Shares	%	Shares	%
Autumn Ocean ^(Note 1)	532,685,000	44.65	532,685,000	55.49
Vendor ^(Note 2)	233,000,000	19.53	—	—
Public Shareholders	427,315,000	35.82	427,315,000	44.51
Total	1,193,000,000	100.00	960,000,000	100.00

Notes:

1. Autumn Ocean is a company wholly-owned by Mr. Pan. Mr. Pan is therefore deemed to be interested in all the Shares held by Autumn Ocean by virtue of the SFO.
2. These Shares represented the Consideration Shares which were allotted and issued to the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement.
3. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By order of the Board
RaffAello-Astrum Financial Holdings Limited
Pan Chik
Chairman and Chief Executive Officer

Hong Kong, 7 September 2022

As at the date of this announcement, the Directors are:

Executive Directors

Mr. Pan Chik (Chairman and Chief Executive Officer)

Mr. Kwan Chun Yee Hidulf

Ms. Yu Hoi Ling

Independent Non-executive Directors

Mr. Sum Loong

Mr. Lau Hon Kee

Ms. Yue Chung Sze Joyce

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, 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 contained in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for at least 7 days from the date of its publication and on the website of the Company (www.astrum-capital.com/raffaello-astrum/).