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**Harmonic Ease Ventures Limited**  
(和安創投有限公司)

*(Incorporated in the British Virgin Islands with limited liability)*

**Yongsheng Advanced Materials Company Limited**  
永盛新材料有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 3608)

## **JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO  
PROPOSED PRIVATISATION BY WAY OF  
VOLUNTARY GENERAL CASH OFFERS BY  
HALCYON SECURITIES LIMITED  
ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL THE ISSUED SHARES IN THE COMPANY  
(OTHER THAN THOSE SHARES ALREADY OWNED  
AND/OR AGREED TO BE ACQUIRED  
BY THE OFFEROR AND/OR THE BVI PAC)  
AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS**

**Financial Adviser to the Offeror**



**Halcyon Capital Limited**

**Independent financial adviser to the Independent Board Committee**



**SOMERLEY CAPITAL LIMITED**

Reference is made to the (i) joint announcement (the “**Joint Announcement**”) jointly issued by Harmonic Ease Ventures Limited (the “**Offeror**”) and Yongsheng Advanced Materials Company Limited (the “**Company**”) dated 23 June 2023, in relation to, among others, the voluntary general cash offers by Halcyon Securities on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned and/or agreed to be acquired by the Offeror and/or the BVI PAC) and to cancel all the outstanding share options of the Company; (ii) the announcement dated 14 July 2023 and jointly issued by the Company and the Offeror in relation to the delay in despatch of the composite document; (iii) the announcement dated 15 August 2023 and jointly issued by the Company and the Offeror in relation to the monthly update of the Offers; and (iv) the composite offer and response document (the “**Composite Document**”) dated 31 August 2023 and jointly issued by the Company and the Offeror in relation to the Offers.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context requires otherwise.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document containing, among other things, (i) the details of the Offers and their respective terms (including the expected timetable); (ii) the letter from the Independent Board Committee in relation to the Offers; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and Optionholders in respect of the Offers; (iv) the letter from the Board; and (v) the letter from Halcyon Securities together with the Form(s) of Acceptance, has been despatched to the Shareholders and Optionholders on 31 August 2023 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

Set out below is the expected timetable of the Offers as extracted from the Composite Document. 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 time and date references contained in this joint announcement, the Composite Document and the Form(s) of Acceptance refer to Hong Kong local time and dates.

**2023**

Despatch Date of the Composite Document and the accompanying Form(s) of Acceptance and the commencement of the Offers (*Note 1*) . . . . . Thursday, 31 August

First Closing Date of the Offers (*Note 2*) . . . . . Thursday, 21 September

Latest time and date for acceptance of the Offers on the First Closing Date (Notes 2 and 4) . . . . . 4:00 p.m. on Thursday, 21 September

Announcement of the results of the Offers as at the First Closing Date or as to whether the Offers have been extended or become unconditional as at the First Closing Date, on the Stock Exchange's website and the Company's website (*Note 2*) . . . . . no later than 7:00 p.m. on Thursday, 21 September

Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers on or before 4:00 p.m. on the First Closing Date (assuming the Offers become or are declared unconditional in all respects on such date) (*Notes 3 and 4*) . . . . . Tuesday, 3 October

Latest time and date which the Offers can become or be declared unconditional as to acceptances (*Note 5*) . . . . . 7:00 p.m. on Monday, 30 October

Latest time and date which the Offers can become or be declared unconditional in all respects (*Note 6*) . . . . . Monday, 20 November

*Notes:*

1. The Offers are made on 31 August 2023, i.e. the date of the Composite Document and the accompanying Form(s) of Acceptance, and are capable of acceptance on and from that date until the First Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “6. Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least 21 days from the date of the Composite Document, unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offers will be closed on the First Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. Announcement will be issued through the Stock Exchange’s and the Company’s websites by 7:00 p.m. on the First Closing Date stating the results of the Offers and whether the Offers have been extended, revised or expired. In the event that the Offeror decides the Offers will remain open, the announcement will state the next Closing Date or, if the Offers have become or been declared at that time unconditional as to acceptances, a statement that the Offers will remain open until further notice. At least 14 days’ notice by way of an announcement will be given before the Offers are closed to those holders of Offer Shares and Optionholders who have not accepted the Offers.

Beneficial owners of Shares who hold Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the Offers should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures and any deadlines set by HKSCC Nominees Limited.

3. Remittances in respect of the cash consideration payable for the Offer Shares tendered under the Share Offer, less seller’s ad valorem stamp duty payable, and the Offer Options tendered under the Option Offer respectively will be despatched to those Shareholders and/or Optionholders (as the case may be) by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days following the later of the date on which the Offers become, or are declared, unconditional and the date of receipt of a duly completed acceptance.

Pursuant to Rule 17 of the Takeovers Code, an acceptor shall be entitled to withdraw its/his/her acceptance after 21 days from the First Closing Date if the Offers have not then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as to the Offers become or are declared unconditional as to acceptances. For further details, please refer to the paragraph headed “6. Right of withdrawal” in Appendix I to the Composite Document.

4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or post-super typhoon extreme conditions:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers and the latest date for posting of remittances for the amounts due under the Offers in respect of the valid acceptances, the latest time for acceptance of the Offers and the posting of the remittances will remain 4:00 p.m. on the same Business Day; or
  - (b) in the force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest time for acceptance of the Offers and the latest time for posting of remittances for the amounts due to the Offers in respect of valid acceptances, the latest time for accepting of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following Business Day.
5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date on which the Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptance, the Offers will lapse after 7:00 p.m. on 30 October 2023, unless extended with the consent of the Executive and in accordance with the Takeovers Code.
6. In accordance with the Takeovers Code, except with the consent of the Executive, all conditions must be fulfilled or the Offers must lapse within 21 days of the First Closing Date or of the date the Offers become or are declared unconditional as to acceptances, whichever is the later.

Save as mentioned above, if the latest time for acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders and Optionholders by way of announcement(s) on any change to the expected timetable as soon as possible.

## **WARNING:**

**The Shareholders and the Optionholders are strongly advised to read the Composite Document and Form(s) of Acceptance carefully, including the letter from the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee, before deciding whether or not to accept the Offers (as applicable).**

**Shareholders, Optionholders and potential investors should be aware that the Offers are subject to the satisfaction of the Conditions. Accordingly, the Offers may or may not become unconditional. Shareholders, Optionholders and potential investors of the Company are advised to exercise in caution when dealing in the relevant securities of the Company. If any Shareholders, Optionholders or potential investors of the Company are in any doubt about their position, they should consult their own professional advisers.**

**The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offeror and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.**

By order of the sole director of  
**Harmonic Ease Ventures Limited**  
(和安創投有限公司)  
**LI Cheng**  
*Sole director*

By order of the Board of  
**Yongsheng Advanced Materials Company Limited**  
永盛新材料有限公司  
**MA Qinghai**  
*Executive Director*

Hong Kong, 31 August 2023

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Li Cheng.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as 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.*

*As at the date of this joint announcement, the executive Directors are Mr. Li Cheng, Mr. Li Conghua, Mr. Ma Qinghai and Mr. Xu Wensheng; and the independent non-executive Directors are Ms. Wong Wai Ling, Mr. He Chengying and Dr. Wang Huaping.*

*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 the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the sole director of the Offeror in his capacity as the sole director of 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.*