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## **IBI Group Holdings Limited**

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

**(Stock code: 1547)**

### **DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES**

#### **THE ACQUISITION**

The Board wishes to announce that on 26 August 2020, the Company, through its wholly-owned subsidiary, acquired on the open market a total of 27,000 shares of Royal Dutch Shell Plc (“RDS”) at an aggregate consideration of approximately GBP293,000 (equivalent to approximately HK\$2,973,000) (exclusive of transaction costs) at an average price of approximately GBP10.85 (equivalent to approximately HK\$110.13) per RDS Share.

As the Acquisition were made through the open market, the Company is not aware of the identities of the sellers of the RDS Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the sellers of RDS Shares and their respective ultimate beneficial owners are Independent Third Parties.

#### **THE LISTING RULES IMPLICATIONS**

Each of the acquisitions of the RDS Shares by the Group, on a standalone basis, does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

One or more than one of the applicable percentage ratios for the Acquisition, when aggregated as a whole, is more than 5% and below 25%. As such, the Acquisition, when aggregated as a whole, constitute a discloseable transaction of the Company, and are therefore subject to the notification and announcement requirements but exempt from the Shareholders’ approval requirement pursuant to Chapter 14 of the Listing Rules.

## **THE ACQUISITION**

The Board wishes to announce that during the period from 31 March 2020 to 26 August 2020 (both dates inclusive), the Company, through its wholly-owned subsidiaries, acquired on the open market a total of 48,000 RDS A Shares and 27,000 RDS B Shares at an aggregate consideration of approximately GBP979,000 (equivalent to approximately HK\$9,631,000) (exclusive of transaction costs) with average price of approximately GBP13.05 (equivalent to approximately HK\$128.41) per RDS Share.

As the Acquisition were made through the open market, the Company is not aware of the identities of the sellers of the RDS Shares. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the sellers of RDS Shares and their respective ultimate beneficial owners are Independent Third Parties.

### **Assets acquired**

Prior to the Acquisition, the Company did not hold any RDS Shares. Upon settlement of the Acquisition, the Group will hold an aggregate of 48,000 RDS A Shares and 27,000 RDS B Shares, representing approximately 0.000961% of the total issued share capital of RDS.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The principal activities of the Group are as a building contractor focusing on providing renovation services for property projects in the private sector in Hong Kong and Macau.

Having considered the available cash of the Company and, the level of retained earnings within the Group, the Company is looking for investments in high quality blue chip companies that provide a solid and regular dividend yield in order to boost the Group's income stream. RDS is a high quality blue chip energy organisation with a long history of paying dividends to its shareholders and, has clearly shown its ability to survive periods of challenging economic times.

The current share price of RDS is historically low as a result of the current COVID-19 pandemic which provides the Group with a buying opportunity. In addition to the regular income that may be achieved from the receipt of dividends declared by RDS, the Group expects to benefit from capital gains once the share price of the RDS shares recovers. The Company considers that the Acquisition are prudent and conservative, and will enhance the returns on investment for the Company and ultimately benefit the Shareholders as a whole.

As the Acquisition were made at market price, the Directors are of the view that the Acquisition were fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## INFORMATION ON RDS

RDS is a company incorporated in England and Wales and listed on the London Stock Exchange (stock code: RDSA and RDSB). RDS is principally engaged in the energy industry with expertise in the exploration, production, refining and marketing of oil and natural gas, and the manufacturing and marketing of chemicals.

The following audited financial information is extracted from the annual report of RDS for the year ended 31 December 2019:

	<b>Year Ended 31 December</b>	
	<b>2019</b>	<b>2018</b>
	<i>USD' million</i>	<i>USD' million</i>
Revenue	344,877	388,379
Profit before tax	25,485	35,621
Profit after tax	15,842	23,352
Net assets	<u>186,476</u>	<u>198,646</u>

## LISTING RULES IMPLICATIONS

Since 31 March 2020 and prior to the date of this announcement, the Company, through its wholly-owned subsidiaries has acquired 48,000 RDS Shares on the open market through the London Stock Exchange for an aggregate consideration of approximately GBP686,000 (equivalent to HK\$6,657,000).

Each of the acquisition of the RDS Shares by the Group, on a standalone basis, does not constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

As certain applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition, when aggregated with the previous transactions which were conducted in the past 12 month, exceed 5% but are less than 25%, the Acquisition constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, and are therefore subject to the reporting and announcement requirements of the Listing Rules, but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the same following meanings as set out below:

“Acquisition”	the acquisition by the Group through a series of transactions on the open market through the London Stock Exchange of an aggregate of 75,000 RDS Shares conducted on during the period from 31 March 2020 to 26 August 2020 at an aggregate consideration of approximately GBP979,000 (equivalent to HK\$9,631,000) (exclusive of transaction costs)
“Board”	the board of Directors of the Company

“Company”	IBI Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“discloseable transaction”	as defined in the Listing Rules
“GBP”	British pound sterling, the lawful currency of the United Kingdom of Great Britain and Northern Ireland
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and its connected persons
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratios”	as defined in Rule 14.07 of the Listing Rules
“RDS”	Royal Dutch Shell Plc, a company incorporated in England and Wales and listed on the London Stock Exchange (stock code: RDSA and RDSB)
“RDS Shares”	collectively, RDS A shares and RDS B Shares
“RDS A Shares”	Class A ordinary shares of RDS
“RDS B Shares”	Class B ordinary shares of RDS
“Shareholder(s)”	shareholder(s) or member(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board  
**IBI Group Holdings Limited**  
**Neil David Howard**  
*Chairman*

Hong Kong, 26 August 2020

*As at the date of this announcement, the executive Directors are Mr. Neil David Howard and Mr. Steven Paul Smithers; and the independent non-executive Directors are Mr. Richard Gareth Williams, Mr. Robert Peter Andrews and Mr. David John Kennedy.*