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IBI Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1547)

DISCLOSEABLE TRANSACTION DISPOSAL OF LISTED SECURITIES IN ROYAL DUTCH SHELL PLC

THE DISPOSAL

The Board wishes to announce that on 23 December 2021, the Company, through its wholly-owned subsidiaries, IBI Limited and IBI Investment Holdings Limited, disposed on the open market a total of 48,000 RDS A Shares and 50,000 RDS B Shares at an aggregate consideration of approximately GBP1,588,000 (equivalent to approximately HK\$16,575,000) (exclusive of transaction costs) at an average price of approximately GBP16.20 (equivalent to approximately HK\$196.13) per RDS Share.

As a result of the Disposal, the Group expects to realise a gain of approximately HK\$4,963,000, being the difference between the aggregate consideration for the Disposal and the aggregate purchase price of the RDS Shares sold.

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

THE LISTING RULES IMPLICATIONS

One or more than one of the applicable percentage ratios for the Disposal, is more than 5% and below 25%. As such, the Disposal, 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.

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Assets disposed

The RDS Shares disposed of by the Group represented approximately 0.001270% of the total issued share capital of RDS as at the date of this announcement. Upon the completion of the Disposal, the Group will not hold any RDS Shares.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Based on the recent market prices of RDS Shares, the Directors are of the view that the Disposal represented an opportunity to realise the Group's investments in the RDS Shares so as to enhance the cash flow of the Group.

As a result of the Disposal, the Group expects to realise a gain of approximately HK\$4,963,000, being the difference between the aggregate consideration for the Disposal and the aggregate purchase price of the RDS Shares sold. The Directors intend to use the net proceeds from the Disposal as general working capital of the Group.

As the Disposal were conducted at market price, the Directors are of the view that the Disposal 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 2020:

	Year Ended 31 December	
	2020	2019
	<i>USD' million</i>	<i>USD' million</i>
Revenue	180,543	344,877
(Loss)/profit before tax	(26,967)	25,485
(Loss)/profit after tax	(21,680)	15,842
Net assets	<u>155,310</u>	<u>186,476</u>

LISTING RULES IMPLICATIONS

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DEFINITIONS

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

“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
“Disposal”	the disposal by the Group through a series of transactions on the open market through the London Stock Exchange of an aggregate of 48,000 RDS A Shares and 50,000 RDS B Shares conducted on 23 December 2021 at an aggregate consideration of approximately GBP1,588,000 (equivalent to HK\$16,575,000) (exclusive of transaction costs)

“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) 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, 23 December 2021

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. Robert Peter Andrews, Mr. David John Kennedy and Mr. Martin Woods.