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If you have sold or transferred all your shares in Glorious Sun Enterprises Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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**GLORIOUS SUN ENTERPRISES LIMITED****旭日企業有限公司***(Incorporated in Bermuda with limited liability)**(Stock Code: 393)***MAJOR TRANSACTION****ACQUISITION OF LISTED SECURITIES**

Capitalised terms used on this cover page have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages 4 to 11 of this circular.

The Aggregated Acquisitions have been approved by written approval of Shareholders which form the Closely Allied Group and together hold more than 50% of the issued share capital of the Company. Accordingly, no general meeting of Shareholders will be convened to approve the Aggregated Acquisitions pursuant to Rule 14.44 of the Listing Rules. This circular is being despatched to all Shareholders for information only.

Hong Kong, 23 January 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Acquisitions”	the CCB Acquisition and the ICBC Acquisitions;
“Aggregated Acquisitions”	the Acquisitions and the Previous Acquisitions;
“Board”	the board of Directors;
“CCB”	China Construction Bank Corporation, a company incorporated in the PRC with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively;
“CCB Acquisition”	the acquisition of an aggregate of 37,000,000 CCB Shares for a total consideration (excluding stamp duty and related expenses) of HK\$163,170,000;
“CCB Announcements”	the announcements dated 4 April 2023, 4 December 2023 and 5 December 2023 made by the Company with respect to the CCB Acquisition and the Previous CCB Acquisitions;
“CCB Group”	CCB and its subsidiaries;
“CCB Shares”	ordinary shares in the share capital of CCB;
“Closely Allied Group”	a closely allied group of the Shareholders comprising Dr. Charles Yeung, Mr. Yeung Chun Fan, Glorious Sun Holdings (BVI) Limited and Advancetex Holdings (BVI) Limited who together held 1,043,358,499 Shares (representing approximately 68.52% of the issued share capital of the Company) as at the Latest Practicable Date;
“close associates”, “connected person(s)”, “subsidiary(ies)” and “substantial shareholder(s)”	each has the meaning ascribed to it under the Listing Rules;
“Company”	Glorious Sun Enterprises Limited 旭日企業有限公司, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“ICBC”	Industrial and Commercial Bank of China Limited, a commercial bank established in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1398) and the Shanghai Stock Exchange (stock code: 601398), respectively;
“ICBC Acquisitions”	the acquisition of an aggregate of 20,183,000 ICBC Shares for a total consideration (excluding stamp duty and related expenses) of HK\$75,175,920, the details of which are set out in the ICBC Announcements;
“ICBC Announcements”	the announcements dated 31 March 2023, 4 April 2023 and 4 December 2023 made by the Company with respect to the ICBC Acquisitions and the Previous ICBC Acquisitions;
“ICBC Group”	ICBC and its subsidiaries;
“ICBC Shares”	ordinary shares in the share capital of ICBC;
“Latest Practicable Date”	16 January 2024, being the latest practicable date for ascertaining certain information referred to in this circular prior to its printing;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers, as set out in Appendix 10 to the Listing Rules;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan;
“Previous Acquisitions”	the Previous CCB Acquisitions and the Previous ICBC Acquisitions;
“Previous CCB Acquisitions”	the acquisitions of an aggregate of 34,500,000 CCB Shares through a series of transactions for a total consideration (excluding stamp duty and related expenses) of HK\$158,940,880;
“Previous ICBC Acquisitions”	the acquisition of an aggregate of 15,250,000 ICBC Shares through a series of transactions for a total consideration (excluding stamp duty and related expenses) of HK\$63,472,500;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong);
“Shares”	ordinary shares in the capital of the Company;
“Shareholders”	the shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“U.S.”	the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



GLORIOUS SUN ENTERPRISES LIMITED

旭日企業有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 393)

Executive Directors:

Dr. Charles Yeung, GBS, JP (*Chairman*)

Yeung Chun Fan, BBS (*Vice Chairman*)

Hui Chung Shing, Herman, GBS, MH, JP

Ms. Cheung Wai Yee

Ms. Yeung Yin Chi, Jennifer

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Lau Hon Chuen, Ambrose, GBS, JP

Dr. Chan Chung Bun, Bunny, GBM, GBS, JP

Ng Wing Ka, Jimmy, BBS, JP

Choi Tak Shing, Stanley, JP

Principal Place of Business:

38/F., One Kowloon

1 Wang Yuen Street

Kowloon Bay

Hong Kong

23 January 2024

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

ACQUISITION OF LISTED SECURITIES

INTRODUCTION

References are made to the CCB Announcements and the ICBC Announcements in relation to the Acquisitions and the Previous Acquisitions.

The purpose of this circular is to provide you with, among other things, (i) information on the Acquisitions and the Previous Acquisitions; and (ii) other information as required under the Listing Rules.

LETTER FROM THE BOARD

THE CCB ACQUISITION AND THE PREVIOUS CCB ACQUISITIONS

On 5 December 2023, the Company (through a wholly-owned subsidiary) acquired a total of 37,000,000 CCB Shares through the open market for a consideration of HK\$163,170,000 (excluding stamp duty and related expenses) (i.e. the CCB Acquisition), which was fully settled in cash by the Group's internal resources. The average purchase price per share in respect of the CCB Acquisition was HK\$4.4100.

Prior to the CCB Acquisition, the Company (through a wholly-owned subsidiary) had acquired through the open market a total of 34,500,000 CCB Shares in a series of transactions conducted on 3 April 2023, 4 April 2023 and 4 December 2023, respectively, for a total consideration (excluding stamp duty and related expenses) of HK\$158,940,880 (i.e. the Previous CCB Acquisitions), which was fully settled in cash by the Group's internal resources, details of which are set out below:

Trade date	Number of CCB Shares acquired	Average purchase price per share <i>HK\$</i>	Consideration (excluding stamp duty and related expenses) <i>HK\$</i>
3 April 2023	2,500,000	5.0720	12,680,000
4 April 2023	4,000,000	5.0788	20,315,000
4 December 2023	28,000,000	4.4981	125,945,880
Total	<u>34,500,000</u>		<u>158,940,880</u>

As the CCB Acquisition and the Previous CCB Acquisitions were conducted in the open market, the identities of the counterparties of the acquired CCB Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired CCB Shares are third parties independent of the Company and its connected persons.

As a result of the CCB Acquisition and the Previous CCB Acquisitions, as at the Latest Practicable Date, the Group is interested in 79,500,000 CCB Shares (representing approximately 0.03180% of the total issued share capital of CCB as at the Latest Practicable Date).

THE ICBC ACQUISITIONS AND THE PREVIOUS ICBC ACQUISITIONS

On 14 April 2023 and 4 December 2023, the Company (through a wholly-owned subsidiary) acquired a total of 183,000 ICBC Shares and 20,000,000 ICBC Shares through the open market for a total consideration of HK\$775,920 (excluding stamp duty and related expenses) and HK\$74,400,000 (excluding stamp duty and related expenses) (i.e. the ICBC Acquisitions), respectively, which was fully settled in cash by the Group's internal resources. The average purchase price per share in respect of each of the ICBC Acquisitions was HK\$4.2400 and HK\$3.7200, respectively.

LETTER FROM THE BOARD

Prior to the ICBC Acquisitions, the Company (through a wholly-owned subsidiary) had acquired through the open market a total of 15,250,000 ICBC Shares in a series of transactions conducted on 31 March 2023, 3 April 2023 and 4 April 2023, respectively, for a total consideration (excluding stamp duty and related expenses) of HK\$63,472,500 (i.e. the Previous ICBC Acquisitions), which was fully settled in cash by the Group's internal resources, details of which are set out below:

Trade date	Number of ICBC Shares acquired	Average purchase price per share <i>HK\$</i>	Consideration (excluding stamp duty and related expenses) <i>HK\$</i>
31 March 2023	3,500,000	4.1871	14,655,000
3 April 2023	3,000,000	4.1533	12,460,000
4 April 2023	8,750,000	4.1551	36,357,500
Total	<u>15,250,000</u>		<u>63,472,500</u>

As the ICBC Acquisitions and the Previous ICBC Acquisitions were conducted in the open market, the identities of the counterparties of the acquired ICBC Shares cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired ICBC Shares are third parties independent of the Company and its connected persons.

The acquisition of 183,000 ICBC Shares by the Group on 14 April 2023 did not constitute a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules at the relevant time.

As a result of the ICBC Acquisitions and the Previous ICBC Acquisitions, as at the Latest Practicable Date, the Group is interested in 50,433,000 ICBC Shares (representing approximately 0.01415% of the total issued share capital of ICBC as at the Latest Practicable Date).

INFORMATION ON CCB AND ICBC

CCB is a company incorporated in the PRC with limited liability. The principal activities of the CCB Group are the provision of corporate and personal banking services, conducting treasury business, the provision of asset management, trustee, finance leasing, investment banking, insurance and other financial services.

LETTER FROM THE BOARD

The following financial information is extracted from the published documents of CCB:

	For the nine months ended 30 September 2023	For the year ended 31 December	
	2023	2022	2021
	<i>RMB million (Unaudited)</i>	<i>RMB million</i>	<i>RMB million</i>
Operating income	570,626	758,155	764,706
Profit before taxation	300,700	382,017	378,412
Profit for the year/period	255,440	323,166	303,928
Total assets	37,845,287	34,601,917	30,253,979
Net assets value	3,097,122	2,878,760	2,614,122

Pursuant to Rule 14.67(6)(a)(i) of the Listing Rules, the Company is required to include in this circular an accountants' report on CCB prepared in accordance with Chapter 4 of the Listing Rules. For details of (i) the accountants' report; and (ii) the management discussion and analysis of CCB for the three years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023, please refer to the following published financial reports of CCB:

	Published date and website address	Pages to the accountants' report	Pages to the management discussion and analysis
(i)	annual report of CCB for the year ended 31 December 2020 published on 28 April 2021 (https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0428/2021042801161.pdf)	172-302	26-91
(ii)	annual report of CCB for the year ended 31 December 2021 published on 29 April 2022 (https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0429/2022042901046.pdf)	178-315	17-83
(iii)	annual report of CCB for the year ended 31 December 2022 published on 24 April 2023 (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0424/2023042400701.pdf)	231-365	22-123
(iv)	interim report of CCB for the six months ended 30 June 2023 published on 27 September 2023 (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0927/2023092700845.pdf)	75-192	10-62

LETTER FROM THE BOARD

FINANCIAL EFFECTS OF THE AGGREGATED ACQUISITIONS ON THE GROUP

The Aggregated Acquisitions decreased the amount of cash of the Group by the amount of total consideration paid in the Aggregated Acquisitions. The Aggregated Acquisitions are expected to have no material impact on the assets and liabilities and the earnings of the Group. The accounting treatment of the investments in CCB and ICBC are investments as follows:

The Group recognises these investments as financial assets designated at fair value through other comprehensive income (“FVOCI”) as the investments are held for long-term strategic purpose. Transaction costs of financial assets must be capitalised as part of the initial cost of the investment amount of the FVOCI. Changes in the fair value of financial assets at FVOCI are recognised in other comprehensive income and never recycled to the profit or loss.

REASONS FOR AND BENEFITS OF THE AGGREGATED ACQUISITIONS

The principal activity of the Company is investment holding. The Group is principally engaged in financial investments, interior decoration and renovation, and export and retailing of casual wear.

CCB and ICBC are both market leaders in the banking industry. The Board holds positive views towards the financial performance and future prospects of CCB and ICBC. The Company considers that the Aggregated Acquisitions are opportunities to acquire attractive investments, which will enhance investment returns for the Group.

As the Aggregated Acquisitions were made in the open market at prevailing market price, the Directors are of the view that the terms of the Aggregated Acquisitions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the CCB Acquisition and the Previous CCB Acquisitions were each conducted within a 12-month period and the subject of such acquisitions were CCB Shares, the CCB Acquisition and the Previous CCB Acquisitions were aggregated pursuant to Rule 14.22 of the Listing Rules.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the CCB Acquisition is more than 25% but less than 100%, the CCB Acquisition itself, or when aggregated with the Previous CCB Acquisitions, constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and Shareholders’ approval requirements under the Listing Rules.

As the ICBC Acquisitions were conducted within a 12-month period from the Previous ICBC Acquisitions and the subject of such acquisitions were ICBC Shares, the ICBC Acquisitions and the Previous ICBC Acquisitions were aggregated pursuant to Rule 14.22 of the Listing Rules.

LETTER FROM THE BOARD

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the ICBC Acquisitions when aggregated with the Previous ICBC Acquisitions is more than 25% but less than 100%, the ICBC Acquisitions when aggregated with the Previous ICBC Acquisitions constitute a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and Shareholders' approval requirements under the Listing Rules.

Given that none of the Shareholders has a material interest in the Aggregated Acquisitions, none of them is required to abstain from voting if a general meeting of the Company was to be convened to approve the Aggregated Acquisitions. Pursuant to Rule 14.44 of the Listing Rules, on 5 December 2023 and 4 December 2023, the Company had obtained written approval from the Closely Allied Group who together holds 1,043,358,499 Shares (representing approximately 68.52% of the issued share capital of the Company as at the Latest Practicable Date), to approve the Acquisitions and the Previous Acquisitions, respectively. Therefore, no general meeting of the Company will be convened to approve the Aggregated Acquisitions. The Closely Allied Group comprises the following Shareholders:

Name of Shareholders	Number of Shares Held	Percentage of shareholding (approximately)
Glorious Sun Holdings (BVI) Limited ⁽¹⁾	622,263,000	40.87%
Advancetex Holdings (BVI) Limited ⁽¹⁾	207,810,000	13.65%
Dr. Charles Yeung, GBS, JP and Yeung Chun Fan, BBS ^(2 and 3)	138,285,499	9.08%
Yeung Chun Fan, BBS	75,000,000	4.92%
Total	1,043,358,499	68.52%

Notes:

1. The entire issued voting share capital of each of these companies was held as to 51.934% by Dr. Charles Yeung and as to 48.066% by Mr. Yeung Chun Fan.
2. These Shares were held by Dr. Charles Yeung and Mr. Yeung Chun Fan jointly.
3. Dr. Charles Yeung is the elder brother of Mr. Yeung Chun Fan.

LETTER FROM THE BOARD

RECOMMENDATION

Given that the Aggregated Acquisitions were conducted in the open market, the Directors believe that the terms of the Aggregated Acquisitions are fair and reasonable and the Aggregated Acquisitions are in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the Aggregated Acquisitions if a physical meeting were to be held.

The above statement is for Shareholders' reference only given that the Company has already obtained the written approval from the Closely Allied Group for the Aggregated Acquisitions and hence pursuant to Rule 14.44 of the Listing Rules, no general meeting of the Company will be convened to approve the Aggregated Acquisitions.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Glorious Sun Enterprises Limited
Hui Chung Shing, Herman, JP
Director

1. FINANCIAL INFORMATION OF THE GROUP FOR EACH OF THE THREE YEARS ENDED 31 DECEMBER 2020, 2021 AND 2022 AND THE SIX MONTHS ENDED 30 JUNE 2023

Financial information of the Group for each of the three years ended 31 December 2020, 2021 and 2022 and the six months ended 30 June 2023 are disclosed in the following documents which have been published on the websites of the Company at www.glorisun.com and the Stock Exchange at www.hkexnews.hk and can be accessed at the website addresses below:

- (i) annual report of the Company for the year ended 31 December 2020 (pages 51 to 138) (https://www.glorisun.com/wp-content/uploads/20210414-AR_e.pdf).
- (ii) annual report of the Company for the year ended 31 December 2021 (pages 50 to 138) (https://www.glorisun.com/wp-content/uploads/20220419-ar_e.pdf).
- (iii) annual report of the Company for the year ended 31 December 2022 (pages 56 to 140) (https://www.glorisun.com/wp-content/uploads/20230420-AR_e.pdf).
- (iv) interim report of the Company for the six months ended 30 June 2023 (pages 2 to 22) (https://www.glorisun.com/wp-content/uploads/20230913-IR2023_e.pdf).

2. INDEBTEDNESS

As at 30 November 2023, being the latest practicable date for the purpose of the statement of indebtedness prior to the printing of this circular, the Group had the following outstanding indebtedness:

- interest-bearing bank borrowings (including current and non-current portion) in an aggregate of approximately HK\$14.2 million made in the ordinary course of business. The interest-bearing bank borrowings were unsecured and guaranteed by corporate guarantees provided by a subsidiary of the Company up to approximately HK\$14.2 million; and
- lease liabilities (including current and non-current portion) in an aggregate of approximately HK\$22.0 million, out of which approximately HK\$6.1 million are current portion and approximately HK\$15.9 million are non-current portion. All of the lease liabilities were unsecured and unguaranteed.

Save as aforesaid, and apart from intra-group liabilities, the Group did not have, at the close of business as at 30 November 2023, being the latest practicable date for the purpose of the statement of indebtedness prior to the printing of this circular, any loan capital and/or debt securities issued and outstanding or agreed to be issued or otherwise created but unissued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances (other than normal trade bills, if any) or acceptable credits, debentures, mortgages, charges, hire purchases commitments, guarantees or contingent liabilities.

The Board has further confirmed that there has been no material change in the indebtedness or contingent liabilities of the Group since 30 November 2023 up to the Latest Practicable Date.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the present financial resources available to the Group including existing bank facilities, the Group will have sufficient working capital to satisfy its present requirements for the next twelve months from the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in financial investments, interior decoration and renovation, and export and retailing of casual wear. There has been no change in the Group's activities since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up, and it is not expected that there will be any change in the Group's principal business as a result of the Aggregated Acquisitions. The Group adjusts its investment portfolio allocation to hold more blue-chip high-yield stocks as long-term investments for stable dividend purposes.

With the easing of inflationary pressures in the U.S., the risk of the U.S. economic recession is likely to decrease. Under the post-COVID-19 pandemic, the Group expects the activities of most businesses to normalize. The series of stimulus policies launched by the central government of the PRC during the year did not bring about the anticipated results in local consumption, industrial production, import and export performance and real estate sales in the PRC. Since the tone of the general economy has not been changed, there is a chance that the central government of the PRC will introduce a new round of economic stimulus policies in the following year. Therefore, there are reasons to believe that the general economy will still move on in a healthy direction.

CCB and ICBC are both blue-chip stocks in Hong Kong. Their business and financial conditions are very stable and have maintained a stable dividend policy over the long term, therefore it is anticipated that they will provide a steady dividend income to the Group.

After the Aggregated Acquisitions, the Group still holds a large proportion of cash and quasi-cash. The financial position of the Group remains stable and the relevant financial indicators/ratios of the Group maintain at a healthy level. The Group will actively follow up and bring better returns to the Shareholders when there is an opportunity.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2022, being the date on which the latest published audited consolidated financial statements of the Company have been made up.

A. UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The following is an illustrative unaudited pro forma consolidated statement of assets and liabilities of Glorious Sun Enterprises Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) (the “**Unaudited Pro Forma Financial Information**”) prepared in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 “*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*” issued by the Hong Kong Institute of Certified Public Accountants and on the basis of the notes set out below, to illustrate the financial position of the Group as if the acquisition of listed securities (the “**Major Transaction**”) had been completed on 30 June 2023.

This Unaudited Pro Forma Financial Information has been prepared by the directors of the Company for illustrative purpose only and because of its hypothetical nature, it may not purport to represent the true picture of the financial position of the Group had the Major Transaction been completed on 30 June 2023. The Unaudited Pro Forma Financial Information should be read in conjunction with other financial information included elsewhere in this circular.

Unaudited pro forma statement of assets and liabilities of the Group

	Unaudited 30 June 2023	Pro forma adjustments		Unaudited Pro Forma 30 June 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Note 1)</i>	<i>(Note 2)</i>	<i>(Note 3)</i>	
NON-CURRENT ASSETS				
Debt investments at amortised cost	218,667			218,667
Equity investments designated at fair value through other comprehensive income	213,048	289,863	74,555	577,466
Deferred tax assets	9,551			9,551
Other non-current assets	36,608			36,608
Total non-current assets	<u>477,874</u>			<u>842,292</u>
CURRENT ASSETS				
Inventories	152,965			152,965
Trade receivables	169,741			169,741
Time deposit with original maturity of over three months when acquired	250			250
Cash and cash equivalents	2,057,816	(289,863)	(74,555)	1,693,398
Other current assets	95,883			95,883
Total current assets	<u>2,476,655</u>			<u>2,112,237</u>

Unaudited pro forma statement of assets and liabilities of the Group (continued)

	Unaudited	Pro forma adjustments		Unaudited
	30 June 2023			30 June 2023
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	<i>(Note 1)</i>			
CURRENT LIABILITIES				
Trade payables	97,322			97,322
Other payables and accruals	273,087			273,087
Interest-bearing bank borrowings	21,812			21,812
Lease liabilities	5,277			5,277
Tax payable	5,907			5,907
Other current liabilities	141,909			141,909
	<u>545,314</u>			<u>545,314</u>
Total current liabilities				
	<u>1,931,341</u>			<u>1,566,923</u>
NET CURRENT ASSETS				
	<u>2,409,215</u>			<u>2,409,215</u>
TOTAL ASSETS LESS CURRENT LIABILITIES				
	<u>18,078</u>			<u>18,078</u>
NON-CURRENT LIABILITIES				
Lease liabilities	18,078			18,078
Deferred tax liabilities	845			845
	<u>18,923</u>			<u>18,923</u>
Total non-current liabilities				
	<u>2,390,292</u>			<u>2,390,292</u>
Net assets	<u><u>2,390,292</u></u>			<u><u>2,390,292</u></u>

Notes to the unaudited pro forma statement of assets and liabilities of the Group:

- (1) The unaudited consolidated statement of financial position of the Company as at 30 June 2023 has been extracted from the interim report of the Company dated 29 August 2023.
- (2) The Group acquired China Construction Bank (Stock code: 939) shares (“CCB Shares”) through the open market with details below. Total consideration of CCB Shares was HK\$289,863,000, being assumed to the fair value of CCB Shares as at 30 June 2023.

Trade date	Number of shares acquired	Average purchase price per share <i>HK\$</i>	Consideration (excluding stamp duty and related expenses) <i>HK\$'000</i>	Stamp duty and related expenses <i>HK\$'000</i>	Total consideration <i>HK\$'000</i>
4 December 2023	28,000,000	4.4981	125,946	325	126,271
5 December 2023	37,000,000	4.4100	163,170	422	163,592
Total	65,000,000		289,116	747	289,863

- (3) The Group acquired Industrial and Commercial Bank of China (Stock code: 1398) shares (“ICBC Shares”) through the open market. Total consideration of ICBC Shares was HK\$74,555,000, being assumed to the fair value of ICBC Shares as at 30 June 2023.

Trade date	Number of shares acquired	Average purchase price per share <i>HK\$</i>	Consideration (excluding stamp duty and related expenses) <i>HK\$'000</i>	Stamp duty and related expenses <i>HK\$'000</i>	Total consideration <i>HK\$'000</i>
4 December 2023	20,000,000	3.7200	74,400	155	74,555

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The Directors
Glorious Sun Enterprises Limited
38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay
Hong Kong

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Glorious Sun Enterprises Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of assets and liabilities of the Group as at 30 June 2023, and related notes as set out on pages II-1 to II-3 of Appendix II of the circular dated 23 January 2024 (the “**Circular**”) (the “**Unaudited Pro Forma Financial Information**”) issued by the Company in connection with the acquisition of listed securities (the “**Major Transaction**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on II-1 to II-3 of Appendix II of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Major Transaction on the Group’s financial position as at 30 June 2023 as if the transaction had taken place at 30 June 2023. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s financial statements for the period ended 30 June 2023, on which an unaudited interim report has been published.

Directors’ responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline (“**AG**”) 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our independence and quality management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Auditor's responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Circular is solely to illustrate the impact of Major Transaction on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Ernst & Young*Certified Public Accountants*

Hong Kong

23 January 2024

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

2. DISCLOSURE OF INTERESTS

Interests and short positions of Directors and chief executives in the shares of the Company and its associated corporation

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have been taken under such provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange:

Long position in the shares of the Company

Name of Director	Capacity	Number of Shares held
Dr. Charles Yeung, GBS, JP ⁽¹⁾	– interest held through Glorious Sun Holdings (BVI) Limited (51.934% of the share capital was held by Dr. Charles Yeung)	622,263,000
	– interest held through Advantetex Holdings (BVI) Limited (51.934% of the share capital was held by Dr. Charles Yeung)	207,810,000
Yeung Chun Fan, BBS ⁽²⁾	– interest held through Glorious Sun Holdings (BVI) Limited (48.066% of the share capital was held by Mr. Yeung Chun Fan)	622,263,000
	– interest held through Advantetex Holdings (BVI) Limited (48.066% of the share capital was held by Mr. Yeung Chun Fan)	207,810,000
Dr. Charles Yeung, GBS, JP ⁽¹⁾ and Yeung Chun Fan, BBS ⁽²⁾	– beneficial owner (50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan)	138,285,499

Name of Director	Capacity	Number of Shares held
Yeung Chun Fan, BBS ⁽²⁾	– beneficial owner	75,000,000
Ms. Cheung Wai Yee ⁽³⁾	– beneficial owner	10,095,000
Hui Chung Shing, Herman, GBS, MH, JP ⁽⁴⁾	– beneficial owner	6,250,000
Lau Hon Chuen, Ambrose, GBS, JP ⁽⁵⁾	– beneficial owner	1,492,402

Notes:

Calculations of the interests in shares disclosed pursuant to the SFO were as follows:

1. The total interests held were 968,358,499 shares which represented 63.597% of the Company's issued share capital as at the Latest Practicable Date.
2. Interest of spouse (Ms. Cheung Wai Yee) of 10,095,000 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Mr. Yeung Chun Fan were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at the Latest Practicable Date.
3. Interest of spouse (Mr. Yeung Chun Fan) of 1,043,358,499 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Ms. Cheung Wai Yee were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at the Latest Practicable Date.
4. The total interests held were 6,250,000 shares which represented 0.410% of the Company's issued share capital as at the Latest Practicable Date.
5. The total interests held were 1,492,402 shares which represented 0.098% of the Company's issued share capital as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Divisions 7 and 8 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial shareholders

As at the Latest Practicable Date, the register required to be kept by the Company pursuant to Section 336 of the SFO showed that the following shareholders had disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO an interest or a short position in the shares or underlying shares of the Company:

Long position in the shares of the Company

Name of shareholder	Capacity	Number of Shares held
Glorious Sun Holdings (BVI) Limited ⁽¹⁾ (51.934% of the share capital was held by Dr. Charles Yeung and 48.066% of the share capital was held by Mr. Yeung Chun Fan)	– beneficial owner	622,263,000
Advancetex Holdings (BVI) Limited ⁽²⁾ (51.934% of the share capital was held by Dr. Charles Yeung and 48.066% of the share capital was held by Mr. Yeung Chun Fan)	– beneficial owner	207,810,000
Dr. Charles Yeung, GBS, JP ⁽³⁾	– 50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan	138,285,499
Yeung Chun Fan, BBS ⁽⁴⁾	– 50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan	138,285,499
	– beneficial owner	75,000,000
Ms. Cheung Wai Yee ⁽⁵⁾	– beneficial owner	10,095,000

Notes:

Calculations of the interests in shares disclosed pursuant to the SFO were as follows:

1. The total interests held were 622,263,000 shares which represented 40.867% of the Company's issued share capital as at the Latest Practicable Date.
2. The total interests held were 207,810,000 shares which represented 13.648% of the Company's issued share capital as at the Latest Practicable Date.
3. Interests of controlled corporations (Glorious Sun Holdings (BVI) Limited and Advantetex Holdings (BVI) Limited) of 830,073,000 shares have to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Dr. Charles Yeung were 968,358,499 shares which represented 63.597% of the Company's issued share capital as at the Latest Practicable Date.
4. Interests of controlled corporations (Glorious Sun Holdings (BVI) Limited and Advantetex Holdings (BVI) Limited) of 830,073,000 shares and interest of spouse (Ms. Cheung Wai Yee) of 10,095,000 shares have to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Mr. Yeung Chun Fan were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at the Latest Practicable Date.
5. Interest of spouse (Mr. Yeung Chun Fan) of 1,043,358,499 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Ms. Cheung Wai Yee were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at the Latest Practicable Date.
6. As at the Latest Practicable Date, so far was known to the Directors, each of Dr. Charles Yeung, Mr. Yeung Chun Fan, Ms. Cheung Wai Yee and Ms. Yeung Yin Chi, Jennifer was a director of Glorious Sun Holdings (BVI) Limited and Advantetex Holdings (BVI) Limited, respectively. Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or an employee of a company which had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed above, no other parties disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company as at the Latest Practicable Date.

3. DIRECTORS' OTHER INTEREST

As at the Latest Practicable Date, none of the Directors (or proposed Directors, if any) or their respective close associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group and would require disclosure under Rule 8.10 of the Listing Rules.

As at the Latest Practicable Date, save for the tenancy agreement set out below, none of the Directors had any direct or indirect interest in any assets which had, since 31 December 2022 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

Full particulars of the nature and extent of the interest of every Director or proposed Director are set out below:

Date of tenancy agreement	Property leased by the Group	Use of property	Location	Landlord	Term	Monthly rental, air-conditioning and management fee	Relationship between landlord and the Directors
31 July 2023	One Kowloon Premises	Office	Hong Kong	Rank Profit Industries Limited	1 August 2023 to 31 July 2026	HK\$141,153	the landlord is owned as to 66.7% and 33.3% by Dr. Charles Yeung ⁽¹⁾ and Mr. Yeung Chun Fan ⁽²⁾

Notes:

1. Dr. Charles Yeung is a Director and a substantial shareholder of the Company.
2. Mr. Yeung Chun Fan is a Director and a substantial shareholder of the Company.

As at the Latest Practicable Date, save for the consulting service agreement dated 1 August 2023 entered into between Smart Empire Asset Management Limited (“**Smart Empire**”) (as service provider), a wholly-owned subsidiary of the Company, and Glory Star Investments Limited (“**Glory Star**”) (as service user), a company held as to 51% by Dr. Charles Yeung and 34% by Mr. Yeung Chun Fan, both being Directors and substantial shareholders of the Company, pursuant to which Smart Empire agreed to provide certain consulting services to Glory Star in relation to financial investments at a consideration of HK\$5,680,000, details of which are set out in the Company’s announcement dated 1 August 2023, none of the Directors was materially interested in any contract or arrangement subsisting which was significant in relation to the business of the Group.

4. SERVICE CONTRACT

At the Latest Practicable Date, none of the Directors had entered, or proposed to enter into, with any member of the Group, a service contract which is not expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. LITIGATION

At the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

6. MATERIAL CONTRACTS

There were no material contracts (not being contracts entered into in the ordinary course of business carried out by the Group) have been entered into by any members of the Group within the two years immediately preceding the Latest Practicable Date.

7. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice contained in this circular:

Name	Qualification
Ernst & Young	Certified Public Accountants

Ernst & Young has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its report or letter and references to its name in the form and context in which they are included.

As at the Latest Practicable Date, Ernst & Young had no shareholding in any member of the Group, nor did it have any right (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of the Group.

As at the Latest Practicable Date, Ernst & Young did not have any direct or indirect interest in any assets which have been, since 31 December 2022 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to any member of the Group.

The report from Ernst & Young on the unaudited pro forma statement of assets and liabilities of the Group as set out in Appendix II is given as of the date of this circular for incorporation herein.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Company (www.glorisun.com) and the Stock Exchange (www.hkexnews.hk) for a period of 14 days from the date of this circular (both days inclusive):

- (a) the report from Ernst & Young on the unaudited pro forma statement of assets and liabilities of the Group as set out in Appendix II of this circular;
- (b) the annual reports of the Company for the three financial years ended 31 December 2020, 2021 and 2022 and the interim report of the Company for the six months ended 30 June 2023; and
- (c) this circular.

9. MISCELLANEOUS

- (a) The company secretary of the Company is Ms. Hoi Siu Ling, who is a member of the Hong Kong Chartered Governance Institute;
- (b) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the head office and principal place of business of the Company in Hong Kong is at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong;
- (c) The principal share registrar and transfer office of the Company is Conyers Corporate Services (Bermuda) Limited at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda;
- (d) The branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong; and
- (e) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.