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Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

**DELAY IN DESPATCH OF CIRCULAR IN RELATION TO
(I) PROPOSED SHARE CONSOLIDATION;
(II) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(III) PROPOSED RIGHTS ISSUE ON THE BASIS OF
THREE (3) RIGHTS SHARES FOR EVERY
TWO (2) CONSOLIDATED SHARES HELD ON THE RECORD DATE;
(IV) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT;
(V) APPLICATION FOR WHITEWASH WAIVER;
AND
REVISED EXPECTED TIMETABLE**

Reference is made to the announcement of Classified Group (Holdings) Limited (“**Company**”) dated 6 July 2023 in relation to, among other things, the Share Consolidation, the Increase in Authorised Share Capital, the Rights Issue, the Underwriting Agreement, the Placing Agreement and the Whitewash Waiver (“**Announcement**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Announcement, the Circular containing, among others, (i) further details of the Share Consolidation, the Increase in Authorised Share Capital, the Rights Issue, the Underwriting Agreement, the Placing Agreement and the Whitewash Waiver; (ii) a letter of recommendations from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Underwriting Agreement, the Placing Agreement and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in regard to the aforesaid; (iv) other information required under the GEM Listing Rules and the Takeovers Code; and (v) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Tuesday, 25 July 2023.

As more time is required for preparing and finalising the Circular, including but not limited to the financial and other information of the Group and the letter from the Independent Financial Adviser, it is expected that the despatch date of the Circular will be postponed to a date on or before 18 August 2023 unless further extension is granted by the Executive.

An application has been made by the Company to the Executive, and the Executive has granted consent under Rule 8.2 of the Takeovers Code to extend the latest time for despatch of the Circular to the Shareholders from 25 July 2023 to a date falling on or before 18 August 2023.

SUPPLEMENTAL UNDERWRITING AGREEMENT AND SUPPLEMENTAL PLACING AGREEMENT

As a result of the delay in despatch of the Circular, on 25 July 2023, (1) the Company, the Underwriters, Mr. Wong and Mr. Pong entered into the supplemental agreement to the Underwriting Agreement (“**Supplemental Underwriting Agreement**”); and (2) the Company and the Placing Agent entered into the supplemental agreement to the Placing Agreement (“**Supplemental Placing Agreement**”), to revise certain dates of the timetable of the proposed Rights Issue.

Save for the revision to the timetable of the Rights Issue, there is no other change to each of the Underwriting Agreement and the Placing Agreement.

REVISED EXPECTED TIMETABLE

The revised expected timetable for the Share Consolidation and the Rights Issue set out below is indicative only and has been prepared on the assumption that the Share Consolidation, the Rights Issue, the Placing Agreement (as supplemented by the Supplemental Placing Agreement), the Underwriting Agreement (as supplemented by the Supplemental Underwriting Agreement), and the Whitewash Waiver will be approved by the Shareholders and the Independent Shareholders (as the case may be) respectively at the EGM. The revised expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	Time and Date (Hong Kong time)
Date of despatch of the Circular together with the notice of the EGM and proxy form for the EGM.	On or before Friday, 18 August 2023
Latest time for lodging transfer of Shares in order to qualify for attending and voting at the EGM.	4:00 p.m. on Tuesday, 29 August 2023
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both days inclusive).	Wednesday, 30 August 2023 to Tuesday, 5 September 2023
Latest time for lodging proxy forms for the EGM.	9:30 a.m. on Sunday, 3 September 2023

Record date for attendance and voting at the EGM	Tuesday, 5 September 2023
Date and time of the EGM	9:30 a.m. on Tuesday, 5 September 2023
Announcement of the poll results of the EGM	Tuesday, 5 September 2023
Register of members of the Company re-opens	Wednesday, 6 September 2023
Effective date of the Share Consolidation	Thursday, 7 September 2023
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Thursday, 7 September 2023
Original counter for trading in Existing Shares in the board lot size of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Thursday, 7 September 2023
Temporary counter for trading in the Consolidated Shares in the board lot size of 250 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Thursday, 7 September 2023
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 7 September 2023
Last day of dealings in the Consolidated Shares on a cum-rights basis	Thursday, 7 September 2023
First day of dealings in the Consolidated Shares on an ex-rights basis	Friday, 8 September 2023
Latest time for lodging transfer of Consolidated Shares in order to qualify for the Rights Issue	4:00 p.m. on Monday, 11 September 2023
Register of members of the Company closes for determining entitlements to the Rights Issue (both days inclusive)	Tuesday, 12 September 2023 to Monday, 18 September 2023
Record Date for determining entitlements to the Rights Issue	Monday, 18 September 2023
Register of members of the Company re-opens	Tuesday, 19 September 2023

Despatch of the Prospectus Documents to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus only)	Tuesday, 19 September 2023
First day of dealings in nil-paid Rights Shares	Thursday, 21 September 2023
Original counter for trading in the Consolidated Shares in the board lot size of 5,000 Consolidated Shares (in the form of new share certificates) reopens	9:00 a.m. on Thursday, 21 September 2023
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates) commences.	9:00 a.m. on Thursday, 21 September 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Thursday, 21 September 2023
Latest time for splitting of the PAL(s)	4:00 p.m. on Monday, 25 September 2023
Last day of dealings in nil-paid Rights Shares.	Thursday, 28 September 2023
Latest Time for Acceptance of and payment for the Rights Shares	4:00 p.m. on Wednesday, 4 October 2023
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain	4:00 p.m. on Wednesday, 4 October 2023
Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements.	Monday, 9 October 2023
Commencement of placing of Unsubscribed Rights Shares by the Placing Agent.	Tuesday, 10 October 2023
Latest time of placing of Unsubscribed Rights Shares by the Placing Agent.	4:00 p.m. on Thursday, 12 October 2023

Designated broker ceases to provide matching services for odd lots of the Consolidated Shares.	4:00 p.m. on Thursday, 12 October 2023
Temporary counter for trading in the Consolidated Shares in the board lot size of 250 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Thursday, 12 October 2023
Parallel trading in the Consolidated Shares (represented by both existing share certificates and new share certificates) ends	4:10 p.m. on Thursday, 12 October 2023
Latest time to terminate the Underwriting Agreement and for the Rights Issue to become unconditional.	4:00 p.m. on Friday, 13 October 2023
Latest time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:00 p.m. on Monday, 16 October 2023
Announcement of results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares by the Placing Agent and the amount of the Net Gain per Unsubscribed Rights Share under the Compensatory Arrangements)	Friday, 20 October 2023
Despatch of certificates for fully-paid Rights Shares and refund cheques, if any.	Tuesday, 24 October 2023
Commencement of dealings in the fully-paid Rights Shares.	9:00 a.m. on Wednesday, 25 October 2023
Payment of Net Gain to relevant No Action Shareholders (if any)	Wednesday, 8 November 2023

For and on behalf of the Board
Classified Group (Holdings) Limited
WONG Arnold Chi Chiu
Chairman and Executive Director

Hong Kong, 25 July 2023

As at the date of this announcement, the executive directors of the Company are Mr. WONG Arnold Chi Chiu, Mr. PONG Kin Yee and Mr. LI Kai Leung and the independent non-executive directors of the Company are Dr. CHAN Kin Keung Eugene, Mr. NG Chun Fai Frank and Mr. YUE Man Yiu Matthew.

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

The 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 in this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.classifiedgroup.com.hk.