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## **CLSA Premium Limited**

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

**(Stock Code: 6877)**

**NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE UNCONDITIONAL MANDATORY CASH OFFER BY SHANGGU SECURITIES LIMITED FOR AND ON BEHALF OF BEIJING TONG REN TANG (CAYMAN) LIMITED FOR ALL THE SHARES IN CLSA PREMIUM LIMITED (OTHER THAN THOSE SHARES ALREADY OWNED BY OR AGREED TO BE ACQUIRED BY BEIJING TONG REN TANG (CAYMAN) LIMITED AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**Independent Financial Adviser to the Independent Board Committee**



**SOMERLEY CAPITAL LIMITED**

References are made to (i) the composite offer and response document dated 11 March 2025 jointly issued by the Offeror and the Company (the “**Composite Document**”) in relation to the Offer, together with the accompanying Form of Acceptance; and (ii) the annual results announcement of the Company for the year ended 31 December 2024 (the “**Annual Results Announcement**”) which was published on 17 March 2025. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Composite Document.

**NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER IN RELATION TO THE OFFER**

As disclosed in the Composite Document, Somerley has been appointed as the Independent Financial Adviser pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

The Independent Financial Adviser has confirmed that the information contained in the Annual Results Announcement does not affect its advice in relation to the Offer as set out in the section headed “Letter from the Independent Financial Adviser” in the Composite Document. Accordingly, there is no change to its advice and recommendation.

**WARNING: Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.**

**Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.**

**The respective associates of each of the Offeror and the Company are reminded of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By Order of the Board  
**CLSA Premium Limited**  
**Yuan Feng**  
*Executive Director*

Hong Kong, 17 March 2025

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Yuan Feng and Mr. Chung Cheuk Fan Marco; two Non-executive Directors, namely Mr. Li Jiong and Mr. Xu Jianqiang and three Independent Non-executive Directors, namely Mr. Wu Jianfeng, Ms. Hu Zhaoxia and Mr. Ma Anyang.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 statements in this announcement misleading.*