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DCB Holdings Limited

DCB控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8040)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



凱基證券
KGI ASIA

The Directors are pleased to announce that all conditions of the Placing have been fulfilled and the completion of the Placing took place on 2 August 2022. Pursuant to the terms and conditions of the Placing Agreement, 20,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.54 per Placing Share.

Reference is made to the announcement of DCB Holdings Limited (the “**Company**”) dated 12 July 2022 in respect of the proposed placing of new Shares under general mandate and the announcement dated 22 July 2022 in respect of the delay in completion of proposed placing of new shares under general mandate (the “**Announcements**”). Unless otherwise stated, the terms used in this announcement shall have the same meaning as defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all conditions to the Placing Agreement have been fulfilled and completion of the Placing took place on 2 August 2022. An aggregate of 20,000,000 Placing Shares have been placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.540 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 5.88% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are professional, institutional, or other investors who are third parties independent of the Company and its connected persons. The Company received net proceeds from the Placing, after deducting the placing commission and other related expenses and professional fees, of approximately HK\$10,642,000. The Company intends to use the net proceeds for the purposes as disclosed in the paragraph headed "Reasons for the Placing and Use of Proceeds" in the Announcements.

SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PLACING

The shareholding structure of the Company immediately before and upon completion of the Placing are set out as follows:

Shareholders	Immediately before the Placing		Immediately upon completion of the Placing	
	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %
Advance Goal Group Limited (<i>Note 1</i>)	164,200,000	51.31%	164,200,000	48.29%
Chui Kai Tai (<i>Note 2</i>)	12,800,000	4.00%	12,800,000	3.76%
Leung Kwok Hi Michael (<i>Note 2</i>)	3,200,000	1.00%	3,200,000	0.94%
Lin Xiaoling (<i>Note 2</i>)	3,200,000	1.00%	3,200,000	0.94%
Leung Yiu Cheong (<i>Note 2</i>)	2,500,000	0.78%	2,500,000	0.74%
Chow Kwok Kee (<i>Note 2</i>)	80,000	0.03%	80,000	0.02%
Placees	0	0.00%	20,000,000	5.88%
Other public Shareholders	134,020,000	41.88%	134,020,000	39.42%
Total	<u>320,000,000</u>	<u>100.00%</u>	<u>340,000,000</u>	<u>100.00%</u>

Notes:

- The entire issued share capital of Advance Goal Group Limited ("Advance Goal") is legally and beneficially owned as to 55%, 35% and 10% by Mr. Cheng Tsang Wai, Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily, respectively. Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily are the Directors of the Company.

2. Mr. Chui Kai Tai, Prof. Leung Kwok Hi Michael, Ms. Lin Xiaoling, Prof. Leung Yiu Cheong and Mr. Chow Kwok Kee are Directors of the Company.

By order of the Board
DCB Holdings Limited
Cheng Tsang Fu Dennis
Chairman and Executive Director

Hong Kong, 2 August 2022

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Tsang Fu Dennis, Ms. Liu Lee Lee Lily and Mr. Chui Kai Tai; the non-executive directors of the Company are Prof. Leung Yiu Cheong and Prof. Leung Kwok Hi Michael; and the independent non-executive directors of the Company are Mr. Cheung Kwok Keung, Mr. Chow Kwok Kee and Ms. Lin Xiaoling.

This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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.

This announcement will remain in the “Latest Company Announcements” page of the GEM website at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.dcb.com.hk.