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Imperium Financial Group Limited
帝國金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8029)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE
(1) RIGHTS SHARE FOR EVERY TWO
(2) EXISTING SHARES HELD ON THE RECORD DATE

Reference is made to the prospectus (the “**Prospectus**”) of Imperium Financial Group Limited Holdings Limited (the “**Company**”) dated 8 January 2024 and the announcement (the “**Announcement**”) of the Company dated 25 January 2024 in relation to, among other things, the Rights Issue and the Placing. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE AND THE PLACING

As disclosed in the Announcement, as at 4:00 p.m. on Monday, 22 January 2024, being the Latest Time for Acceptance, a total of 14 valid acceptance and application had been received for a total of 47,761,450 Rights Shares, representing approximately 4.18% of the total number of Rights Shares offered under the Rights Issue. As at the Record Date, there were no Non-Qualifying Shareholders and the number of the NQS Unsold Shares is nil. Based on the above results of valid acceptance and application, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements shall be 1,094,365,934 Rights Shares. The Company has, pursuant to Rule 10.31(1) (b) of the GEM Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company conditionally appointed the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, places to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 6:00 p.m. on Monday, 29 January 2024, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, 2,000,000 Unsubscribed Rights Shares were successfully placed at the price of HK\$0.04 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders and Non-Qualifying Shareholder under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Tuesday, 30 January 2024.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 49,761,450 Rights Shares, representing 4.36% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) the placees who is an individual is an Independent Third Party; and (ii) the placee has not become a substantial shareholder of the Company (as defined under the GEM Listing Rules) upon completion of the Placing.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK\$2.0 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK\$1.4 million. The Company intends to utilise the net proceeds from the Rights Issue of approximately HK\$1.4 million as working capital of the Group including but not limited to directors' fees, salary and the head office rental.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Name of the Shareholder	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Fresh Success Investments Limited (Note 1)	1,437,914,040	62.95	1,437,914,040	61.61
Public shareholders:				
Independent placee	–	–	2,000,000	0.08
Other public Shareholders	846,340,728	37.05	894,102,178	38.31
Total	<u>2,284,254,768</u>	<u>100.00</u>	<u>2,334,016,218</u>	<u>100.00</u>

Note:

- (1) Fresh Success Investments Limited is beneficially owned as to 90% by Mr. Cheng Ting Kong. Accordingly, Mr. Cheng Ting Kong is deemed under the SFO to be interested in the 1,437,914,040 shares beneficial owned by Fresh Success Investments Limited.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Thursday, 1 February 2024 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 2 February 2024.

By order of the Board
Imperium Financial Group Limited
Cheng Ting Kong
Chairman

Hong Kong, 31 January 2024

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Cheng Ting Kong, Ms. Cheng Mei Ching and Mr. Chim Tak Lai and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Hong Haiji.

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 issuer. 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 document misleading.

This announcement will remain on the Stock Exchange website at <http://www.hkexnews.hk> “Latest Listed Company Information” for at least 7 days from the date of posting and on the designated website of the Company at www.8029.hk.