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**KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED**  
**京基金融國際 (控股) 有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 01468)**

**INSIDE INFORMATION**  
**FILING OF THE WINDING UP PETITION OF THE COMPANY**  
**AND**  
**CONTINUED SUSPENSION OF TRADING**

This announcement is made by Kingkey Financial International (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and 13.10 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

**FINANCIAL POSITION OF THE COMPANY**

Reference is made to the announcements of the Company (i) dated 15 January 2024 in relation to, among other things, the issue of new shares of the Company to a subscriber under the general mandate (the “**Share Subscription**”); (ii) dated 19 January 2024, 25 January 2024 and 26 January 2024 in relation to the court proceedings under the action number HCMP 97 of 2024 (the “**Proceedings**”) in connection with, among other things, the Share Subscription; and (iii) dated 5 February 2024 in relation to the lapse of the Share Subscription (collectively, the “**Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcements.

In January 2024, the Company attempted to raise funds through the Share Subscription with the aim to repay certain current liabilities and reserve as general working capital. On 22 January 2024, the Proceedings were taken out by KHIL, a controlling shareholder of the Company ultimately owned by Mr. Chen, to apply for, among other things, a declaration that the Share Subscription be null and void and an interim injunction against the Share Subscription. As a result, the Share Subscription was unable to complete on or before its long stop date and lapsed.

On 9 February 2024, the Company received a statutory demand for payment of principal amount of bond issued by the Company to the creditor together with interest accrued thereon. For further details, please refer to the announcement of the Company dated 15 February 2024. Subsequently, on 19 February 2024, the Company received a notice of termination of the sub-licence agreement between FGA (Hong Kong) Limited and Energetic Force Investments Limited (the “**Licensor**”) dated 6 June 2022 (the “**Sub-License Agreement**”), which the Directors (except Mr. Chen), are of the view that the termination will bring adverse impact on the Group’s business in relation to the membership and events business. For further details, please refer to the announcement issued by the Company dated 23 February 2024. The Board is in the course of reviewing the Sub-Licence Agreement and will negotiate with the Licensor in relation to the potential termination.

## **WINDING UP PETITION OF THE COMPANY**

Having considered (i) the absence of access to any further liquidity for solving the Group’s funding needs; (ii) the financial position of the Group, in particular, the change in the cash levels of the Group since 30 September 2023; and (iii) the Proceedings taken out by Mr. Chen in opposition to the Company’s fund-raising activity, the Directors (except Mr. Chen) are of the view that the Group’s financial restructuring is necessary. As such, on 23 February 2024 (Cayman time), a winding up petition for restructuring purposes (the “**Application**”) was presented and filed with the Grand Court of the Cayman Islands (the “**Cayman Court**”) by the legal advisers to the Company as to Cayman Islands law at the request of the Company.

The Company will keep the shareholders of the Company and potential investors informed of the development of the Application and will make further announcement(s) as and when appropriate in accordance with the Listing Rules.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares has been suspended since 11:18 a.m. on Friday, 2 February 2024 and will continue to be suspended until further notice.

**Shareholders and potential investors are accordingly advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Kingkey Financial International (Holdings) Limited**  
**Mong Cheuk Wai**  
*Chairman and Executive Director*

Hong Kong, 25 February 2024

*As at the date of this announcement, the executive Directors are Mr. Chen Jiajun and Mr. Mong Cheuk Wai; and the independent non-executive Directors are Ms. Mak Yun Chu, Mr. Hung Wai Che, Mr. Leung Siu Kee and Mr. Chan Ting Fung.*