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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)

**COMPLETION OF THE MAJOR TRANSACTION
IN RELATION TO
THE PROPOSED SHARE SUBSCRIPTION AND
THE GRANTING OF REVOLVING LOAN FACILITIES**

Reference is made to the announcements (the “**Announcements**”) of Imperium Financial Group Limited (the “**Company**”) dated 22 December 2023, 17 January 2024, 19 January 2024, 21 February 2024, 22 February 2024, 28 March 2024 and 3 April 2024 and the circular (the “**Circular**”) of the Company dated 22 April 2024, in relation to, among others, the Subscription and the granting of the Facilities. Unless otherwise defined, capitalised terms used herein shall have the same meaning as defined in the Announcements and the Circular.

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and completion of the Subscription Agreement took place on 22 April 2024. The parties also entered into the Facility Agreement on even date in accordance with the Subscription Agreement.

Prior to the completion of the Subscription, the Target Company declared dividends (the “**Dividends**”) in the aggregate amount of HK\$5.50 million out of the distributable reserves of the Target Company as at 31 December 2023 in favour of Mr. Chan Man Fai (“**Mr. Chan**”) and Mr. Wong Ka Wa (“**Mr. Wong**”), being the existing shareholders and directors of the Target Company, in equal apportionments of HK\$2.75 million each. The Dividends were offset against the amounts due from Mr. Chan and Mr. Wong on a dollar for dollar basis. On 22 April 2024, the Target Company received the relevant undertakings from Mr. Chan and Mr. Wong in respect of the outstanding Amount. As at the date of this announcement, Mr. Chan and Mr. Wong are still indebted to the Target Company in an aggregate amount of approximately HK\$4 million after the offsetting of the Dividends.

Upon Completion of the Subscription, the Company has become indirectly interested in approximately 51% of the total issued share capital of the Target Company as enlarged by the allotment and issue of the Subscription Shares and the Target Company is accounted for as a subsidiary of the Company. Accordingly, the financial results of the Target Company will be consolidated into the financial statements of the Group. The Company has also appointed three directors, including Mr. Chim, to the board of directors of the Target Company to control the board of directors of the Target Company.

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

Hong Kong, 22 April 2024

As at the date of this announcement, the Board comprises of three executive Directors, namely, Mr. Cheng Ting Kong (Chairman), 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 announcement 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.