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*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 24 May 2024 (the “**Prospectus**”) issued by UBoT Holding Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Public Offer and the Placing described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Hong Kong or elsewhere. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from, or in a transaction that is not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities of the Company in the United States.*

Potential investors of the Offer Shares should note that the Overall Coordinator (for itself and on behalf of the Public Offer Underwriters) shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Monday, 3 June 2024).



UBoT Holding Limited

優博控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares under the Share Offer	:	125,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	:	12,500,000 Shares (subject to reallocation)
Number of Placing Shares	:	112,500,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	:	Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.50 per Offer Share (payable in full on application, subject to refund, plus brokerage fee of 1.00%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.00565%)
Nominal value	:	HK\$0.001 per Share
Stock code	:	8529

Sole Sponsor



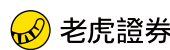
Overall Coordinator



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



UBOT HOLDING LIMITED 優博控股有限公司
ANNOUNCEMENT OF FINAL OFFER PRICE AND
ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 24 May 2024 (the “Prospectus”) issued by UBoT Holding Limited (the “Company”).

Warning: In view of high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could move substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

SUMMARY

Company information

Stock code	8529
Stock short name	UBOT HOLDING
Dealings commencement date	3 June 2024*

*see note at the end of the announcement

Price Information

Final Offer Price	HK\$0.500
Offer Price Range	HK\$0.500 - HK\$0.600
Offer Price Adjustment exercised	No

Offer Shares and Share Capital

Number of Offer Shares	137,500,000
Number of Offer Shares in Public Offer (after reallocation)	62,500,000
Number of offer shares in Placing (after Offer Size Adjustment Option and reallocation)	75,000,000
Number of issued shares upon Listing	512,500,000

The number of offer shares above is determined after taking into account the additional 12,500,000 shares, representing 10% of the total number of Offer Shares, issued under the following Offer Size Adjustment Option

Offer Size Adjustment Option (Upsize option)

Number of additional shares issued under the option	12,500,000
- Public Offer	0
- Placing	12,500,000

The Offer Size Adjustment Option was exercised in part, pursuant to which the Company issued and allotted 12,500,000 additional Offer Shares, representing approximately 10.00% of the total number of Offer Shares initially available under the Share Offer, at the final Offer Price.

Over-allocation

No. of Offer Shares over-allocated	0
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Proceeds

Gross proceeds (Note)	HK\$68.75 million
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Less: Estimated listing expenses payable based on Final Offer Price	HK\$(37.40) million
Net proceeds	HK\$31.35 million

Note: Gross proceeds refers to the amount to which the issuer is entitled receive. For details of the use of proceeds, please refer to the Prospectus dated 24 May 2024.

ALLOTMENT RESULTS DETAILS

PUBLIC OFFER

No. of valid applications	38,849
No. of successful applications	5,114
Subscription level	2,503.03 times
Claw-back triggered	Yes
No. of Offer Shares initially available under the Public Offer	12,500,000
No. of Offer Shares reallocated from the Placing (claw-back)	50,000,000
Final no. of Offer Shares under the Public Offer (after reallocation)	62,500,000
% of Offer Shares under the Public Offer to the Share Offer	45.45%

Note: For details of the final allocation of shares to the Public Offer, investors can refer to <http://www.ewhiteform.com.hk/results> to perform a search by name or identification number or <https://www.ewhiteform.com.hk/eAnnouncement> for the full list of allottees.

PLACING

No. of placees	267
Subscription Level	1.15 times
No. of Offer Shares initially available under the Placing	112,500,000
No. of Offer Shares reallocated to the Public Offer (claw-back)	50,000,000
No. of Offer Shares issued after the partial exercise of Offer Size Adjustment Option	12,500,000
Final no. of Offer Shares under the Placing (after exercise of Offer Size Adjustment Option and reallocation)	75,000,000
% of Offer Shares under the Placing to the Share Offer	54.55%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

LOCK-UP UNDERTAKINGS

Controlling Shareholders

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon listing</i>	<i>Last day subject to the lock-up undertakings</i>
Sino Success Ventures Limited (Notes 3&5)	193,125,000	37.68%	2 December 2024 (First Six-Month Period) (Note 1)
			2 June 2025 (Second Six-Month Period) (Note 2)
Busy Trade Limited / 生意有限公司 (Notes 4&5)	157,500,000	30.73%	2 December 2024 (First Six-Month Period) (Note 1)
			2 June 2025 (Second Six-Month Period) (Note 2)
Subtotal	350,625,000	68.41% (Note 5)	

In accordance with the relevant GEM Listing Rules/guidance materials, the required lock-up for the first six-month period ends on 2 December 2024 and for the second six-month period, on 2 June 2025.

Notes:

- The Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder. Please refer to the section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Undertakings” in the Prospectus for more details.
- The Controlling Shareholder will cease to be prohibited from disposing of or transferring Shares after the indicated date. Please refer to the section headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Undertakings” in the Prospectus for more details.
- The entire issued share capital of Sino Success is legally and beneficially owned by Mr. Tong. Mr. Tong is deemed to be interested in the Shares in which Sino Success is interested in under Part XV of the SFO.
- The issued share capital of Busy Trade is legally and beneficially owned as to 70.2% by Mr. Tang, 12.4% by Mr. CL Tang, 12.4% by Mr. CM Tang and 5% by Ms. Tang. Mr. Tang is deemed to be interested in the Shares in which Busy Trade is interested in under Part XV of the SFO.
- On 25 March 2022, Mr. Tong and Busy Trade have entered into the Acting in Concert Confirmation to acknowledge and confirm, among others, that they are parties acting in concert in respect of UBoT Inc. (HK) during the Track Record Period up to and including the date of the Acting in Concert Confirmation. Pursuant to the Acting in Concert Confirmation, they further acknowledged, confirmed and agreed that for so long as (i) Busy Trade remains interested (either directly or indirectly) in the share capital of UBoT Inc. (HK); and (ii) Mr. Tong remains interested (either directly or indirectly) in the share capital of UBoT Inc. (HK) and/or the key management member of UBoT Inc. (HK), they shall continue to act in concert for UBoT Inc. (HK). To translate the Agreed Arrangements (as defined in the Prospectus) in UBoT Inc. (HK) into the control of the Company after the Reorganisation, on 15 September 2023, each of Mr. Tong, Sino Success, Busy Trade, Mr. Tang, Ms. Tang, Mr. CL Tang and Mr. CM Tang entered into the Listco Concert Deed in respect of the exercise of their respective powers as shareholders of the Company and to consolidate their control over the Group. In view of the above, Sino Success, Mr. Tong, Busy Trade, Mr. Tang, Ms. Tang, Mr. CL Tang and Mr. CM Tang are a group of controlling shareholders of the Company under the GEM Listing Rules. Please refer to the section headed “Relationship with Controlling Shareholders – Controlling shareholders” in the Prospectus for details.

PLACEE CONCENTRATION ANALYSIS

Places	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	13,860,000	18.48%	10.08%	13,860,000	2.70%
Top 5	35,185,000	46.91%	25.59%	35,185,000	6.87%
Top 10	42,505,000	56.67%	30.91%	42,505,000	8.29%
Top 25	58,620,000	78.16%	42.63%	58,620,000	11.44%

Notes

** Ranking of placees is based on the number of Shares allotted to the placees.*

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	0	0.00%	0.00%	350,625,000	68.41%
Top 5	31,990,000	42.65%	23.27%	390,115,000	76.12%
Top 10	35,185,000	46.91%	25.59%	410,185,000	80.04%
Top 25	54,790,000	73.05%	39.85%	429,790,000	83.86%

Notes

* Ranking of Shareholders is based on the number of Shares held by the Shareholder upon Listing.

BASIS OF ALLOCATION UNDER THE PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

NO. OF SHARES APPLIED FOR	NO. OF VALID APPLICATIONS	BASIS OF ALLOTMENT / BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
5,000	7,831	16 out of 7,831 to receive 5,000 Shares	0.20%
10,000	1,900	8 out of 1,900 to receive 5,000 Shares	0.21%
15,000	10,443	63 out of 10,443 to receive 5,000 Shares	0.20%
20,000	677	5 out of 677 to receive 5,000 Shares	0.18%
25,000	519	5 out of 519 to receive 5,000 Shares	0.19%
30,000	467	6 out of 467 to receive 5,000 Shares	0.21%
35,000	265	4 out of 265 to receive 5,000 Shares	0.22%
40,000	265	4 out of 265 to receive 5,000 Shares	0.19%
45,000	160	3 out of 160 to receive 5,000 Shares	0.21%
50,000	1,162	23 out of 1,162 to receive 5,000 Shares	0.20%
75,000	4,574	137 out of 4,574 to receive 5,000 Shares	0.20%
100,000	753	30 out of 753 to receive 5,000 Shares	0.20%
150,000	1,469	88 out of 1,469 to receive 5,000 Shares	0.20%

200,000	508	41 out of 508 to receive 5,000 Shares	0.20%
250,000	398	40 out of 398 to receive 5,000 Shares	0.20%
300,000	415	50 out of 415 to receive 5,000 Shares	0.20%
350,000	275	39 out of 275 to receive 5,000 Shares	0.20%
400,000	274	44 out of 274 to receive 5,000 Shares	0.20%
450,000	160	29 out of 160 to receive 5,000 Shares	0.20%
500,000	1,035	207 out of 1,035 to receive 5,000 Shares	0.20%
750,000	505	152 out of 505 to receive 5,000 Shares	0.20%
1,000,000	480	192 out of 480 to receive 5,000 Shares	0.20%
1,250,000	249	125 out of 249 to receive 5,000 Shares	0.20%
1,500,000	468	281 out of 468 to receive 5,000 Shares	0.20%
2,000,000	376	301 out of 376 to receive 5,000 Shares	0.20%
2,500,000	267	5,000 Shares	0.20%
3,000,000	314	5,000 Shares plus 44 out of 314 to receive additional 5,000 Shares	0.19%
4,000,000	262	5,000 Shares plus 157 out of 262 to receive additional 5,000 Shares	0.20%
5,000,000	257	10,000 Shares	0.20%
6,250,000	136	10,000 Shares plus 68 out of 136 to receive additional 5,000 Shares	0.20%
7,500,000	168	15,000 Shares	0.20%
8,750,000	443	15,000 Shares plus 222 out of 443 to receive additional 5,000 Shares	0.20%
10,000,000	195	20,000 Shares	0.20%
11,250,000	42	20,000 Shares plus 21 out of 42 to receive additional 5,000 Shares	0.20%
12,500,000	1,137	25,000 Shares	0.20%
		Total number of successful applicants: 5,114	
Total	<u>38,849</u>		

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

COMPLIANCE WITH GEM LISTING RULES AND GUIDANCE

The Directors confirm that, except for the GEM Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the GEM Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the places or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

DISCLAIMERS

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus dated 24 May 2024 issued by UBoT Holding Limited for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

**Potential investors of the Offer Shares should note that the Overall Coordinator (for itself and on behalf of the Public Offer Underwriters) shall be entitled to terminate their obligations under the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – Public Offer – Public Offer Underwriting Agreement – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 3 June 2024).*

PUBLIC FLOAT

Immediately after the completion of the Share Offer, 137,500,000 Shares, representing approximately 26.8% of the issued share capital of the Company will count towards the public float (taking into account the partial exercise of the Offer Size Adjustment Option), satisfying the minimum percentage prescribed by Rule 11.23(7) of the GEM Listing Rules. The Directors confirm that, immediately following the completion of the Public Offer, (i) the three largest public Shareholders do not hold more than 50% of the Shares in public hands at the time of Listing in compliance with Rules 11.23(8) of the GEM Listing Rules; (ii) there will not be any new substantial Shareholder (as defined in the GEM Listing Rules) of the Company; and (iii) there will be at least 100 Shareholders at the time of Listing in compliance with Rule 11.23(2)(b) of the GEM Listing Rules.

COMMENCEMENT OF DEALINGS

Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Monday, June 3, 2024, provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus has not been exercised.

Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid evidence of title do so entirely at their own risk. Assuming that the Share Offer becomes unconditional at or before 8: 00 a.m. (Hong Kong time) on Monday, June 3, 2024, it is expected that dealings in the Shares on the Stock Exchange will commence at 9: 00 a.m. on Monday, June 3, 2024. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8529.

By order of the Board
UBoT Holding Limited
Tong Yuen To
Chairman and Executive Director

Hong Kong, 31 May 2024

As at the date of this announcement, the Board comprises Mr. Tong Yuen To, Mr. Chan Kai Leung, Mr. Shek Kam Pun and Mr. Tam Ming Wa as executive Directors; Mr. Wong Tsz Lun as non-executive Director and Mr. Chan Oi Fat, Ms. Ma Jay Suk Lin and Mr. Wong Lok Man as independent non-executive Directors.

This announcement is available for viewing on the website of the Company at www.ubot.com.hk and the website of the Stock Exchange at www.hkexnews.hk.