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KINGKEY FINANCIAL INTERNATIONAL (HOLDINGS) LIMITED

京基金融國際 (控股) 有限公司

(Joint Provisional Liquidators appointed)

(For restructuring purposes only)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01468)

VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING – STRATEGIC COOPERATION

This announcement is made by Kingkey Financial International (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to inform the shareholders and potential investors of the Company the latest business development of the Group.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 5 June 2024 (after trading hours), the Company entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Prime Road Power Public Company Limited (the “**Potential Partner**”), in relation to the potential cooperation for the development and promotion of solar power plant and energy and environmental technology solutions (the “**Proposed Cooperation**”).

The Company and the Potential Partner are currently in the process of discussing possible ways of cooperation. The Company and the Potential Partner aim to collaborate on the financial development of solar power plant and energy technology solutions, including to develop related financial products. Under the Proposed Cooperation, the Potential Partner will partner with the Group to provide ESG compliant energy technology solutions in Asia, while integrating green financial products to the best fit of their clients when providing financial services of the Group. The Group will utilise and promote such solutions provided by the Potential Partner as a strategic partner, so to (i) extend the business scope of the Group to capture the business opportunities of green financing and investments in Asia as it is estimated that there will be annual demand of up to USD200 billion market size by 2030 in Asia; and (ii) prepare and provide the first of its kind of green insurance solution to help derisk green washing and make-up.

EXCLUSIVITY

During the period of 60 days from the date of MOU (or such later date(s) as the parties to the MOU may agree in writing) (the “**Exclusivity Period**”), each of the Company and the Potential Partner agrees not to enter into negotiations, whether formal or informal, with any party other than the Company or the Potential Partner concerning the Proposed Cooperation. Each of the Company and the Potential Partner shall promptly notify the other party of any inquiries by any third parties regarding the foregoing.

FORMAL AGREEMENT

Each of the parties to the MOU agrees to use all reasonable endeavours to negotiate the terms and conditions of a legally binding cooperation agreement between the relevant parties in relation to the Proposed Cooperation (the “**Formal Agreement**”).

TERMINATION

The parties to the MOU agree that:

- (i) if the signing of the Formal Agreement does not take place within the Exclusivity Period, the MOU shall be terminated with immediate effect; or
- (ii) if the Company and the Potential Partner enter into the Formal Agreement within the Exclusivity Period, the MOU shall be terminated with immediate effect.

The MOU shall be terminated at the occurrence of any of the above two events, whichever is earlier.

BACKGROUND OF THE POTENTIAL PARTNER

The Potential Partner is a company incorporated in Thailand with limited liability whose shares are listed on The Stock Exchange of Thailand (PRIME.BK). It is a Thailand-based renewable energy developer and is primarily engaged in the provision of solar power for electricity generation internationally as well as innovation and technology solutions for sustainable development projects.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Potential Partner and its ultimate beneficial owners are independent third parties and are not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Directors have been actively exploring suitable business opportunities through cooperation with local and overseas enterprises, seeking to broaden its sources of income by expanding its current business portfolio and engaging in new business operations with growth potential. In particular, in view of the global trend of development of sustainability through innovation and technology, the Directors believe that the Proposed Cooperation will enable the Group to capture business opportunities arising therefrom.

The Directors are of the view that the Possible Cooperation, if materialised, represents an opportunity for the Group to broaden its sources of income and is in the interests of the Company and the Shareholders as a whole.

NATURE OF THE MOU

The MOU does not constitute any legally binding commitment in respect of the possible business cooperation, save and except that each party agrees to be legally bound by certain clauses including confidentiality and the governing law. The possible business cooperation between the Group and the Potential Partner will only be finalised after the conclusion of negotiation and execution of the Formal Agreement between the relevant parties.

GENERAL

The Board wishes to emphasise that the Proposed Cooperation contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transactions contemplated under the MOU as at the date of this announcement. If the transactions contemplated under the MOU materialise, the Company will make further announcements as and when appropriate in accordance with the Listing Rules.

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

By Order of the Board
Kingkey Financial International (Holdings) Limited
(Joint Provisional Liquidators appointed)
(For restructuring purposes only)
Mong Cheuk Wai
Chairman and Executive Director

Hong Kong, 5 June 2024

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