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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)**

**SUPPLEMENTAL ANNOUNCEMENT TO THE PLACING OF  
NEW SHARES UNDER SPECIFIC MANDATE**

Reference is made to the announcements of Kingkey Financial International (Holdings) Limited (the “**Company**”) dated (i) 17 June 2024 in relation to, among others, the Placing under Specific Mandate (the “**First Announcement**”); and (ii) dated 28 June 2024 in relation to the Supplemental Agreement in respect of the Placing and the amendments made to the Placing Agreement therein (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcements.

**AMENDMENTS TO THE PLACING AGREEMENT (AS AMENDED BY THE  
SUPPLEMENTAL AGREEMENT)**

On 12 July 2024 (after trading hours), the Company and the Placing Agent entered into a second supplemental agreement to the Placing Agreement (as amended by the Supplemental Agreement) (the “**Second Supplemental Agreement**”), pursuant to which the following amendments have been made to the Placing Agreement (as amended by the Supplemental Agreement):

**1. Change of the number of Placing Shares**

Pursuant to the Second Supplemental Agreement, the maximum number of new Shares to be placed under to the Placing Agreement (as amended by the Supplemental Agreement) has been increased from 1,600,000,000 Shares to 2,500,000,000 Shares (the “**Further Revised Placing Shares**”).

Assuming there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing, the maximum number of the Further Revised Placing Shares of up to 2,500,000,000 under the Placing represents (i) approximately 27.3% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 21.4% of the issued share capital of the Company as enlarged by the allotment and issue of the Further Revised Placing Shares.

## 2. Change of the Placing Price

Pursuant to the Second Supplemental Agreement, the Revised Placing Price has been further reduced from HK\$0.15 to HK\$0.09 per Further Revised Placing Share (the “**Further Revised Placing Price**”).

The Further Revised Placing Price of HK\$0.09 represents:

- (a) a discount of approximately 8.2% to the closing price of HK\$0.098 per Share as quoted on the Stock Exchange on the date of the Second Supplemental Agreement;
- (b) a discount of approximately 3.4% to the average closing price of HK\$0.0932 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Second Supplemental Agreement; and
- (c) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 1.77%, represented by the theoretical diluted price of approximately HK\$0.0963 per Share to the benchmarked price of approximately HK\$0.098 per Share (as defined under 7.27B of the Listing Rules, taking into account the higher of (i) the closing price on the date of the Second Supplemental Agreement of HK\$0.098 per Share; and (ii) the average of the closing prices of approximately HK\$0.0932 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the date of the Second Supplemental Agreement).

The Further Revised Placing Price was determined with reference to the prevailing market prices of the Shares and was negotiated on an arm’s length basis between the Company and the Placing Agent. The Directors consider that the terms of the Second Supplemental Agreement and the Further Revised Placing Price are fair and reasonable based on the current market conditions, and are in the interests of the Company and the Shareholders as a whole.

Save and except for the aforesaid changes, all the terms and conditions of the Placing Agreement (as amended by the Supplemental Agreement) remain unchanged and continue in full force and effect.

## USE OF PROCEEDS

Subject to the completion of the Placing, the gross proceeds from the Placing will be approximately HK\$225.0 million (assuming all the Further Revised Placing Shares are fully placed). The net proceeds, after deduction of relevant expenses (including but not limited to placing commission, legal expenses and disbursements) of approximately HK2.5 million, are estimated to be approximately HK\$222.5 million, representing a net issue price of approximately HK\$0.089 per Further Revised Placing Share.

Assuming all the Further Revised Placing Shares are fully placed, the Board intends to apply (i) approximately HK\$56.0 million, being approximately 25.1% from the net proceeds to make repayment of liabilities; (ii) approximately HK\$50.0 million, being approximately 22.5% from the net proceeds on the development of the Group's green resources investment; and (iii) approximately HK\$116.5 million, being approximately 52.4% from the net proceeds to replenish its working capital to (a) ensure sufficient liquidity and improve the financial position for operation of the Group's business, in particular, to stabilise the operation of the Group's subsidiaries which are licensed to carry out regulated activities with the SFC; and (b) facilitate the Group's green financing business.

For details of the reasons for the Placing, please refer to the First Announcement.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Placing (assuming that all of the 2,500,000,000 Further Revised Placing Shares will be placed in full and there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Placing) are set out below:

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing (assuming all the Further Revised Placing Shares are fully placed)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Public Shareholders	9,155,955,680	100.0	9,155,955,680	78.6
Independent placees	—	0.0	2,500,000,000	21.4
<b>Total</b>	<b>9,155,955,680</b>	<b>100.0</b>	<b>11,655,955,680</b>	<b>100.0</b>

**Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement (as amended and supplemented by the Supplemental Agreement and Second Supplemental Agreement). As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 12 July 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.*