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高裕金融集團有限公司
Gaoyu Finance Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8221)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE AND SUPPLEMENTAL ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) of Gaoyu Finance Group Limited (the “**Company**”) dated 4 September 2024. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing Agreement have been fulfilled and the completion of the Placing took place on 17 September 2024 (the “**Completion**”), where a total of 380,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.014 per Placing Share pursuant to the terms and conditions of the Placing Agreement under the General Mandate.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, (i) each of the Placees and/or their respective ultimate beneficial owner(s) is an Independent Third Party; and (ii) immediately after the Placing, none of the Placees will become a substantial Shareholder (as defined under the GEM Listing Rules) of the Company. The 380,000,000 Shares under the Placing represents (i) 19.00% of the existing issued share capital of the Company immediately before Completion; and (ii) approximately 15.97% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after Completion. The aggregate nominal value of the Placing Shares under the Placing is HK\$3,800,000.

The gross proceeds from the Placing are approximately HK\$5,320,000 and the net proceeds from the Placing (after deducting the commission payable to the Placing Agent, professional fees and other related costs and expenses incurred in the Placing) are approximately HK\$5,200,000. The Company intends to apply the net proceeds from the Placing in the same manner as previously disclosed in the section headed “Reasons for the Placing and Use of Proceeds” in the Announcement, supplemented by the section headed “Intended Use of Proceeds from the Placing” below.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion is set out below:

Shareholders	Immediately prior to Completion		Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Chance Wise Investments Limited (<i>note 1</i>)	1,199,640,000	59.98	1,199,640,000	50.41
Director – Ms. Fok Kit Yee	360,000	0.02	360,000	0.02
Mega Wise Group Limited (<i>note 2 & 3</i>)	300,000,000	15.00	300,000,000	12.60
Placees	–	–	380,000,000	15.97
Other public Shareholders	500,000,000	25.00	500,000,000	21.00
Total	<u>2,000,000,000</u>	<u>100.00</u>	<u>2,380,000,000</u>	<u>100.00</u>

Notes:

1. The issued share capital of Chance Wise Investments Limited is beneficially owned as to 30% by Mr. Fok Yuk Tong and 70% by Ms. Hsieh Ching Chun respectively. Mr. Fok Yuk Tong is the spouse of Ms. Hsieh Ching Chun, and both are executive Directors. Therefore, Mr. Fok Yuk Tong and Ms. Hsieh Ching Cun are deemed to be interested in the 1,199,640,000 shares of the Company held by Chance Wise Investments Limited by virtue of the the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (“SFO”).
2. Mega Wise Group Limited is wholly owned by Dr. Lee Chun Pong Bruce. Therefore, Dr. Lee Chun Pong Bruce is deemed to be interested in the 300,000,000 shares of the Company held by Mega Wise Group Limited by virtue of the SFO.
3. Ms. Chow Nim Pui is the spouse of Dr. Lee Chun Pong Bruce. Therefore, Ms. Chow Nim Pui is deemed to be interested in the 300,000,000 shares of the Company held by Dr. Lee Chun Pong Bruce through Mega Wise Group Limited under the SFO.

INTENDED USE OF PROCEEDS FROM THE PLACING

The Company would like to supplement that the net proceeds from the Placing of approximately HK\$5,200,000 for the general working capital of the Group including rental payments, staff costs, professional fees and other general administrative and operating expenses.

Save as disclosed above, all information in the Announcement remains unchanged.

By order of the Board
Gaoyu Finance Group Limited
Fok Yuk Tong
Chairman and Executive Director

Hong Kong, 17 September 2024

As at the date of this announcement, the Board comprises six Directors, namely Mr. Fok Yuk Tong (Chairman), Ms. Hsieh Ching Chun and Ms. Fok Kit Yee as executive Directors; and Ms. Chan Hoi Wuen Katherine, Mr. Tong Wing Chi and Mr. Kwan Tsz Chun Sun as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. 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 “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.gyf.com.hk.