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CAPITAL REALM FINANCIAL HOLDINGS GROUP LIMITED

資本界金控集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 204)

COMPLETION OF THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement (the “**Announcement**”) issued by Capital Realm Financial Holdings Group Limited (the “**Company**”) dated 23 October 2024 in respect of, among others, the placing by Placing Agents of up to 172,940,000 new ordinary shares of the Company under general mandate. Unless otherwise specifies, capitalised terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that as at the date of this announcement all the Conditions Precedent have been fulfilled and that the Completion took place on 14 November 2024. A total of 172,940,000 Placing Shares have been successfully placed by the Placing Agents to not less than six Placees at the Placing Price of HK\$0.237 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.67% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after the Completion.

The Placing Shares, when issued and fully paid up, shall rank pari passu in all respects and inter se and with all other Shares then in issue. To the best of the Directors’ knowledge, having made all reasonable enquiries, (i) the Placees and their respective ultimate beneficial owners (where applicable) are Independent Third Parties; and (ii) immediately after the Placing, none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing.

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK\$39,800,000. The Company intends to apply such net proceeds from the Placing as follows: (i) approximately HK\$5,000,000 or 12.56% of the net proceeds from the Placing for repayment of borrowings; (ii) approximately HK\$4,800,000 or 12.06% of the net proceeds from the Placing for general working capital of the Group; and (iii) approximately HK\$30,000,000 or 75.38% of the net proceeds from the Placing for any future investment opportunities as identified by the Group from time to time.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion and as at the date of this announcement:

	Immediately before Completion		Immediately upon Completion and as at the date of this announcement	
	<i>No. of shares</i>	<i>%</i>	<i>No. of shares</i>	<i>%</i>
Zhang Hai (<i>note 1</i>)	25,614,000	2.96	25,614,000	2.47
Infinite Apex International Corporation (<i>note 1</i>)	78,859,945	9.12	78,859,945	7.60
Zhu Zhikun (<i>note 2</i>)	4,890,000	0.57	4,890,000	0.47
Placees	-	-	172,940,000	16.67
Other public Shareholders	<u>755,425,773</u>	<u>87.35</u>	<u>755,425,773</u>	<u>72.79</u>
	<u>864,789,718</u>	<u>100.00</u>	<u>1,037,729,718</u>	<u>100.00</u>

Notes:

1. Infinite Apex International Corporation is majority owned by Mr. Zhang Hai.
2. Director of the Company

By Order of the Board
Capital Realm Financial Holdings Group Limited
Han Zhenghai
Joint Chairman

Hong Kong, 14 November 2024

As at the date of this announcement, the Board comprises Mr. Chan Cheong Yee and Mr. Chan Yiu Pun Clement as executive Directors; Mr. Han Zhenghai (Joint Chairman), Mr. Deng Dongping (Joint Chairman), Mr. Zhu Zhikun, Ms. Mo Xiuping and Mr. Ge Zhifu as non-executive Directors; and Ms. Mo Li, Mr. Shi Zhu, Ms. Chen Shunqing and Mr. Ding Jiasheng as independent non-executive Directors.