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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 announcement of Kingkey Financial International (Holdings) Limited (the “**Company**”) dated 17 June 2024 (the “**Announcement**”) in relation to, among others, the placing of up to 1,000,000,000 Placing Shares under Specific Mandate. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

AMENDMENTS TO THE PLACING AGREEMENT

On 28 June 2024 (after trading hours), the Company and the Placing Agent entered into a supplemental agreement to the Placing Agreement (the “**Supplemental Agreement**”), pursuant to which the following amendments have been made to the Placing Agreement:

1. Change of the number of Placing Shares

Pursuant to the Supplemental Agreement, the maximum number of new Shares to be placed under to the Placing Agreement has been increased from 1,000,000,000 Shares to 1,600,000,000 Shares (the “**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 Revised Placing Shares of up to 1,600,000,000 under the Placing represents (i) approximately 17.5% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 14.9% of the issued share capital of the Company as enlarged by the allotment and issue of the Revised Placing Shares.

2. Change of the Placing Price

Pursuant to the Supplemental Agreement, the Placing Price has been reduced from HK\$0.25 to HK\$0.15 per Revised Placing Share (the “**Revised Placing Price**”).

The Revised Placing Price of HK\$0.15 represents:

- (a) a premium of approximately 33.93% to the closing price of HK\$0.112 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreement;
- (b) a premium of approximately 2.18% to the average closing price of HK\$0.1468 per Share as quoted on the Stock Exchange in the last five (5) consecutive trading days immediately prior to the date of the Supplemental Agreement; and
- (c) no theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by the theoretical diluted price of approximately HK\$0.1473 per Share to the benchmarked price of approximately HK\$0.1468 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 Supplemental Agreement of HK\$0.112 per Share; and (ii) the average of the closing prices of approximately HK\$0.1468 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days prior to the date of the Supplemental Agreement).

The 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 Supplemental Agreement and the 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 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\$240.0 million (assuming all the 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 HK2.6 million, are estimated to be approximately HK\$237.4 million, representing a net issue price of approximately HK\$0.148 per Revised Placing Share.

Assuming all the Revised Placing Shares are fully placed, the Board intends to apply (i) approximately HK\$56.0 million, being approximately 23.6% from the net proceeds to make repayment of liabilities; (ii) approximately HK\$50.0 million, being approximately 21.1% from the net proceeds on the development of the Group's green resources investment; and (iii) approximately HK\$131.4 million, being approximately 55.3% 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 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 1,600,000,000 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 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	85.1
Independent places	–	0.0	1,600,000,000	14.9
Total	9,155,955,680	100.0	10,755,955,680	100.0

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). 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, 28 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.