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BASETROPHY GROUP HOLDINGS LIMITED

基地錦標集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8460)

RESULTS OF THE RIGHTS SHARES

Financial Adviser



Placing Agent



Reference is made to the prospectus (the “**Prospectus**”) of Basetrophy Group Holdings Limited (the “**Company**”) dated 6 June 2024 and the announcement dated 26 June 2024 in relation to the Rights Issue on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS SHARES

The Board announces that as at 4:00 p.m. on Monday, 8 July 2024, being the Latest Placing Time for the placing of the Unsubscribed Rights Shares by the Placing Agent, 75,600,000 out of the 314,259,982 Unsubscribed Rights Shares were placed by the Placing Agent to 12 independent placees at the price of HK\$0.12 per Share. To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, all the placees (or their ultimate beneficial owners) are Independent Third Parties and no placee has become a substantial shareholder immediately following the Compensatory Arrangements. Since the placing price is equal to the Subscription Price, no Net Gain will be distributed to the No Action Shareholders.

The remaining 238,659,982 Unsubscribed Rights Shares not placed after completion of the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As all the conditions with respect to the Rights Issue have been fulfilled, the Rights Issue has become unconditional. 75,600,000 Rights Shares, representing 21.9% of the total number of Rights Shares under the Rights Issue, will be allotted and issued. The gross and net proceeds raised from the Rights Issue (including the Compensatory Arrangements) are approximately HK\$12.8 million and HK\$10.4 million, respectively.

SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of Shares</i>		<i>No. of Shares</i>	
Mr. Lau (<i>Note 1</i>)	51,750,000	45.00%	51,750,000	23.38%
Independent Placees	–	–	75,600,000	34.16%
Other Public Shareholders	63,250,000	55.00%	93,990,018	42.46%
Total	<u>115,000,000</u>	<u>100.00%</u>	<u>221,340,018</u>	<u>100.00%</u>

Note:

- Mr. Lau is directly interested in 750,000 Shares. Mr. Lau beneficially own the entire issued share capital of Brightly Ahead Limited. Therefore, Mr. Lau is deemed, or taken to be, interested in all the 51,000,000 Shares held by Brightly Ahead Limited for the purpose of the SFO. Mr. Lau is the sole director of Brightly Ahead.

DESPATCH OF SHARE CERTIFICATES

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the share certificates for the Unsubscribed Rights Shares successfully placed by the Placing Agent will be posted to the allottees and/or Placees by ordinary post at their own risks on Thursday, 11 July 2024.

COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 12 July 2024.

By the Order of the Board
Basetrophy Group Holdings Limited
Chan Kui Ming
Company Secretary

Hong Kong, 11 July 2024

As at the date of this announcement, the Board comprises Mr. Lau Chung Ho, Mr. Leung Yat Fai Frankie Keith, Ms. Fong Pui Yin Vivian, Ms. Du Wanfen and Mr. Li Aiming as executive Directors; and Mr. Lam Chee-yau Timothy, Mr. Ngok Ho Wai and Mr. Li Dwen as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.wbgroupfw.com.hk.