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JAKOTA CAPITAL (HOLDING) GROUP
嘉高達資本(控股)集團

(Formerly known as 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 REGARDING
THE SUPPLEMENTAL AGREEMENT FOR THE ACQUISITION OF
JAKOTA CAPITAL AG INVOLVING THE ISSUANCE OF
CONSIDERATION SHARES UNDER THE GENERAL MANDATE**

Financial adviser to the Company



**DILIGENT
CAPITAL**

Diligent Capital Limited

References are made to the announcements issued by Jakota Capital (Holding) Group (formerly known as Kingkey Financial International (Holdings) Limited) (the “**Company**”) dated 28 April 2025, 28 May 2025, 30 June 2025, and 30 September 2025 (the “**Announcements**”) in relation to an acquisition of 80% equity interest in Jakota Capital AG (the “**Acquisition**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

BACKGROUND

On 28 April 2025, the Company and the Vendor entered into the Agreement. In accordance with the Agreement, the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, 80 ordinary shares in the share capital of the Target Company, representing an 80% equity interest in the Target Company as of the date of this announcement. The Maximum Consideration is HK\$103,000,000, which shall be satisfied by the issuance and allotment of 705,479,452 new Shares at the Issue Price of HK\$0.146.

On 30 September 2025, the Company and the Vendor agreed in writing to extend the Long Stop Date from 30 September 2025 to 31 December 2025 to allow additional time to fulfill the Conditions Precedent.

After extensive negotiations between the Vendor and the Company, and a thorough internal risk assessment, both parties have agreed to reduce the equity interests the Company will acquire under the Agreement. Furthermore, the Company has successfully negotiated a larger discount from the Vendor. As a result of these discussions, the Company and the Vendor have agreed to enter into a supplemental agreement that revises specific terms of the Agreement.

THE SUPPLEMENTAL AGREEMENT

On 21 November 2025, the Company and the Vendor entered into a supplemental agreement to the Agreement (the “**Supplemental Agreement**”) under which the parties have agreed to revise the following terms under the Agreement (the “**Revisions**”):

- (i) the number of Sale Shares shall be revised from 80 ordinary shares in the share capital of the Target Company, representing an 80% equity interest in the Target Company as at the date of this announcement, to 51 ordinary shares in the share capital of the Target Company (the “**Revised Sale Shares**”), representing a 51% equity interest in the Target Company as at the date of this announcement;
- (ii) the consideration of the Acquisition will be revised from HK\$103,000,000 to HK\$50,714,000 (the “**Revised Consideration**”);
- (iii) the Adjustment and all clauses related to it, including the payment terms of the consideration and the performance guarantee, will be entirely deleted and replaced with the following:
 - (a) the Revised Consideration shall be satisfied by the Company by way of the issue and allotment of the Revised Consideration Shares (as defined below) to the Vendor within ten (10) Business Days upon Completion; and
 - (b) the Maximum Consideration Shares will be revised from 705,479,452 new Shares to 347,356,164 new Shares (the “**Revised Consideration Shares**”); and
- (iv) all definitions related to the following terms in the Agreement, as stated in the Announcements, will be entirely deleted: “1st Tranche Consideration”, “1st Tranche Consideration Shares”, “2nd Stage Completion”, “2nd Tranche Consideration”, “2nd Tranche Consideration Shares”, “2025 Actual EBIT”, “2025 Guaranteed EBIT”, “2025/26 Actual EBIT”, “2025/26 Guaranteed EBIT”, “3rd Stage Completion”, “3rd Tranche Consideration”, “3rd Tranche Consideration Shares”, “Adjustment”, “EBIT”, “FY2026 Accounts” and “Maximum Consideration”; and

- (v) the condition (b) under the Conditions Precedent shall be entirely deleted and replaced with the following:
 - (b) the passing by the Board of all necessary resolutions at the board meeting of the Company approving the entering into, execution, delivery and performance of the Agreement, the issue of the Consideration Shares to the Vendor, other transactions contemplated thereunder.

The Company and the Vendor agreed that, except for the Revisions mentioned above, the Agreement will remain valid and enforceable.

The Supplemental Agreement constitutes the entire agreement between the Company and the Vendor with respect to the Agreement and the transaction contemplated thereunder, and no variation of the Agreement (as amended by the Supplemental Agreement) shall be effective unless made in writing and signed by the Company and the Vendor.

The basis of the determination of the Revised Consideration

The Revised Consideration was determined after arm's length negotiations by the Company and the Vendor based on the Valuation outlined in the Company's announcement dated 28 April 2025.

Based on the results of the Valuation, the estimated value of a 51% equity interest in the Target Company is approximately CHF11,271,000 (equivalent to approximately HK\$108,765,000). As a result, the Revised Consideration represents a discount of approximately 53.37% compared to the market value of the Revised Sale Shares.

The Company has instructed the Valuer to conduct an updated valuation using the most recent audited financial information of the Target Company for FY2024, along with the latest available unaudited financial information for 2025.

The Revised Consideration Shares

As of the date of this announcement, the Company has 1,736,795,630 Shares. Assuming there is no change to the number of Shares from the date of this announcement and up to the Completion Date, the maximum number of 347,356,164 Revised Consideration Shares represents (i) approximately 20.00% of the total issued Shares as of the date of this announcement; and (ii) approximately 16.67% of the total issued Shares as enlarged by the allotment and issuance of the Revised Consideration Shares.

The Revised Consideration Shares shall be issued on terms that they will *pari passu* in all respects with the Shares in issue at their respective dates of issue.

The Company will make an application to the Stock Exchange for the approval for the listing of, and permission to deal in, the Revised Consideration Shares.

The Issue Price

The Issue Price remains unchanged at HK\$0.146, which represents:

- (i) the closing price of HK\$0.146 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreement;
- (ii) a discount of approximately 7.48% to the average closing price of approximately HK\$0.1578 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Supplemental Agreement; and
- (iii) a discount of approximately 71.43% to the Group unaudited consolidated net asset value attributable to the Shareholders per Share of approximately HK\$0.511 as at 31 March 2025 (based on a total of 1,736,795,630 Shares as of the date of this announcement and the Group's unaudited consolidated net asset value attributable to the Shareholders of approximately HK\$887,372,000 as at 31 March 2025).

The Issue Price was determined after arm's length negotiations between the Company and the Vendor with reference to, among other matters, the prevailing market price.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY AFTER THE REVISIONS

As of the date of this announcement, the Company has 1,736,795,630 Shares.

Considering the Revisions, and assuming that there are no changes to the number of Shares from the date of this announcement and up to the Completion Date, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the Completion:

	As of the date of this announcement		Immediately after the issuance and allotment of the Revised Consideration Shares	
The Vendor	–	–	347,356,164	16.67
Public Shareholders	<u>1,736,795,630</u>	<u>100.00</u>	<u>1,736,795,630</u>	<u>83.33</u>
Total	<u>1,736,795,630</u>	<u>100.00</u>	<u>2,084,151,794</u>	<u>100.00</u>

IMPLICATIONS UNDER THE LISTING RULES AFTER THE REVISIONS

After the Revisions, one or more applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition have been calculated to be more than 5% but less than 25%. As a result, the classification of the Acquisition has been changed from a major transaction to a discloseable transaction for the Company, in accordance with Chapter 14 of the Listing Rules. Therefore, the Acquisition is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

GENERAL

The Revised Consideration Shares will be allocated and issued under the general mandate, pursuant to which the Directors are authorised to allot, issue, and otherwise deal with up to 347,359,126 Shares, representing approximately 20% of the total number of issued Shares as at the annual general meeting of the Company held on 4 September 2025 (the “**General Mandate**”).

As of the date of this announcement, the Company has not yet utilised any Shares from the General Mandate. As a result, the Subscriptions do not require Shareholders’ approval.

Saved as disclosed above, all other information as set out in the Announcements remains unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcements.

Shareholders and potential investors of the Company should note that the Completion is subject to the satisfaction of the Conditions Precedent, and there is no assurance that such Conditions Precedent will be fulfilled. Therefore, the transactions contemplated under the Agreement (as amended by the Supplemental Agreement) may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares or any securities of the Company.

By Order of the Board
Jakota Capital (Holding) Group
Mong Cheuk Wai
Chairman and Executive Director

Hong Kong, 21 November 2025

As at the date of this announcement, the Board comprises Mr. Mong Cheuk Wai and Mr. Leung Siu Kee as executive Directors, and Ms. Mak Yun Chu, Mr. Hung Wai Che, and Mr. Chan Ting Fung as independent non-executive Directors.

In this announcement, amounts in CHF are translated into HK\$ based on CHF1 = HK\$9.65. The conversion rate is for illustration purposes only and should not be taken as a representation that CHF could be converted into HK\$ at such a rate or at all.