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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)**

**(1) PROPOSED SHARE CONSOLIDATION**  
**AND**  
**(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND**  
**SUB-DIVISION OF UNISSUED SHARES**

**Financial adviser to the Company**



**Diligent Capital Limited**

The Company proposes to proceed with a capital reorganisation involving the Share Consolidation, the Capital Reduction, and the Share Sub-division as follows:

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.10 each be consolidated into one (1) Consolidated Share of HK\$0.50 each.

## **PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION**

The Board proposes that, immediately after the Share Consolidation becomes effective, the Capital Reduction and the Share Sub-division will be implemented, which involves the following:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital by HK\$0.40 for each Consolidated Share, resulting in a reduction of the par value of each issued Consolidated Share from HK\$0.50 to HK\$0.10; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with a par value of HK\$0.50 will be sub-divided into five (5) New Shares, each with a par value of HK\$0.10.

Upon the effective implementation of the Capital Reduction and the Share Sub-division, the size of each board lot for the New Shares will remain the same as that of the Consolidated Shares, being 10,000 New Shares per board lot, and the New Shares will rank *pari passu* in all respects, in accordance with provisions set forth in the Memorandum.

## **NO CHANGE IN BOARD LOT SIZE**

The Shares are currently traded on the Stock Exchange in a board lot size of 10,000 Shares. Following the implementation of the Share Consolidation, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

## **GENERAL**

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Share Consolidation, the Capital Reduction, and the Share Sub-division.

The Circular containing, among other matters, (i) a letter from the Board setting out further details about the Share Consolidation, the Capital Reduction, and the Share Sub-division; (ii) any other information required under the Listing Rules; and (iii) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 13 March 2026.

**Shareholders and potential investors of the Company should note that the effectiveness of the Share Consolidation, the Capital Reduction, and the Share Sub-division is subject to the satisfaction of conditions. As a result, the Share Consolidation, the Capital Reduction, and the Share Sub-division may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company and are recommended to consult their professional advisers if they are in doubt about their position and as to actions that they should take.**

## **PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.10 each be consolidated into one (1) Consolidated Share of HK\$0.50 each.

### **Effects of the Share Consolidation**

As of the date of this announcement, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Shares, each with a par value of HK\$0.10. Out of this total, 1,736,795,630 Shares have been issued and are fully paid or credited as fully paid.

Assuming that no further Shares will be issued or repurchased from the date of this announcement until the date of the EGM, immediately after the Share Consolidation becomes effective, the authorised share capital of the Company will become HK\$1,000,000,000, divided into 200,000,000 Consolidated Shares, each with a par value of HK\$0.50. Of this total, 347,359,126 Consolidated Shares will be issued and will have been fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities, or conversion rights or similar rights which are convertible or exchangeable into any Shares or Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not affect the Company's underlying assets, business operations, management, or financial position. Furthermore, the proportionate interests and rights of the Shareholders will remain unchanged, with the exception of fractional Consolidated Shares that will not be allocated to the Shareholders who might otherwise have been entitled to them.

The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and believe that the Share Consolidation is in the interest of the Company and the Shareholders as a whole.

## **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon fulfillment of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the grant of listing approval by the Listing Committee of the Stock Exchange, allowing for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becomes effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to implement the Share Consolidation.

Assuming all the above conditions are satisfied, the effective date of the Share Consolidation is expected to be on Friday, 10 April 2026.

As at the date of this announcement, none of the conditions above had yet been fulfilled.

## **Application for listing of the Consolidated Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS, established and operated by HKSCC.

None of the Shares is listed or traded on any stock exchange other than the Stock Exchange. Upon the effective date of the Share Consolidation, the Consolidated Shares will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

## **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares, regardless of the number of share certificates held by such holder.

## **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares that may arise from the Share Consolidation, the Company will appoint a securities firm to serve as an agent, which will provide matching services on a best-effort basis for Shareholders interested in acquiring odd lots of the Consolidated Shares to complete a full board lot, or for those wishing to divest their holdings of odd lots of the Consolidated Shares.

Details of the odd lots arrangement will be set out in the Circular.

**Shareholders who hold odd lots of the Consolidated Shares should be aware that there is no guarantee of matching the sale and purchase of these odd lots. If the Shareholders have any questions or concerns about the odd lots matching arrangement, it is advisable to consult your own professional advisers.**

**Shareholders or potential investors of the Company should be aware that (i) odd lots may be created as a result of the Share Consolidation; (ii) arrangements for odd lots do not guarantee successful matching at the relevant market price; and (iii) odd lots may be sold at a price below the market value.**

## **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may submit their share certificates for the Shares (in yellow colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong from Friday, 10 April 2026, until 4:30 p.m. on Tuesday, 19 May 2026 (both days inclusive). This process will be conducted at the Company's expense, and new share certificates for the Consolidated Shares (in green color) will be issued in exchange. Thereafter, share certificates for the Shares will only be accepted for exchange upon payment of a fee of HK\$2.50 (or any other amount that may be permitted by the Stock Exchange from time to time) for each share certificate that is cancelled or for each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

The existing share certificates will remain valid for delivery, trading, and settlement purposes until 4:30 p.m. on Tuesday, 19 May 2026. After this deadline, these existing share certificates will no longer be accepted for delivery, trading, or settlement. Nonetheless, the existing share certificates will continue to serve as valid evidence of ownership for the Consolidated Shares on the basis of five (5) Shares for one (1) Consolidated Share.

The new share certificates for the Consolidated Shares will be issued in green to distinguish them from the yellow share certificates for the Shares.

### **Reasons for the Share Consolidation**

According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008, and updated in September 2024, the expected board lot value for securities trades should exceed HK\$2,000, taking into account the minimum transaction costs. The Share Consolidation will result in an upward adjustment to both the trading price of the shares and the value of a board lot. Based on the closing price of HK\$0.09 per Share (equivalent to a theoretical closing price of HK\$0.45 per Consolidated Share) as quoted on the Stock Exchange as of the date of this announcement, the theoretical value of each board lot of Consolidated Shares will be HK\$4,500.

The Group is committed to optimising its capital structure and enhancing long-term shareholder value as part of its ongoing corporate development strategy. The Board believes that the proposed Share Consolidation will lead to a corresponding increase in the trading price per Consolidated Share on the Stock Exchange. Additionally, the Share Consolidation will reduce the overall transaction and handling costs associated with trading the Shares, as these costs will be smaller relative to the market value of each board lot. This is significant because most banks and securities houses impose a minimum transaction fee per trade. Considering these factors, the Board believes that the Share Consolidation is justifiable, despite the potential costs and impacts that may arise from creating odd lots for Shareholders.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months that may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

### **NO CHANGE IN BOARD LOT SIZE**

The Shares are currently traded on the Stock Exchange in a board lot size of 10,000 Shares. Following the implementation of the Share Consolidation, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

As of the date of this announcement, the closing price for the Share is HK\$0.09 (equivalent to a theoretical closing price of HK\$0.45 per Consolidated Share). Assuming the Share Consolidation becomes effective, (i) the value per board lot of 10,000 Shares is HK\$900; and (ii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$4,500.

## **PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION**

The Board proposes that, immediately after the Share Consolidation becomes effective, the Capital Reduction and the Share Sub-division will be implemented, which involves the following:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital by HK\$0.40 for each Consolidated Share, resulting in a reduction of the par value of each issued Consolidated Share from HK\$0.50 to HK\$0.10; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with a par value of HK\$0.50 will be subdivided into five (5) New Shares, each with a par value of HK\$0.10.

Upon the effective implementation of the Capital Reduction and the Share Sub-division, the size of each board lot for the New Shares will remain the same as that of the Consolidated Shares, being 10,000 New Shares per board lot, and the New Shares will rank *pari passu* in all respects, in accordance with provisions set forth in the Memorandum.

### **Effect of the Capital Reduction and the Share Sub-division**

Following the effective date of the Share Consolidation, as well as the Capital Reduction and Share Sub-division, and assuming that no additional Shares or Consolidated Shares are issued or repurchased from the date of this announcement until the implementation date of the Capital Reduction and Share Sub-division, the authorised share capital of the Company will be HK\$1,000,000,000, which will be divided into 10,000,000,000 New Shares, each carrying a par value of HK\$0.10. Of this total, 347,359,126 New Shares will be issued and will have been fully paid or credited as fully paid.

As of the date of this announcement, the Company has 1,736,795,630 Shares in issue, and if applicable, 347,359,126 Consolidated Shares that will be in effect once the Share Consolidation becomes effective. It is anticipated that, provided no additional Shares or Consolidated Shares are issued or repurchased before the implementation date of the Capital Reduction and the Share Sub-division, a credit of HK\$138,943,650 will result from the Capital Reduction. It is proposed that this credit be allocated to the Company's distributable reserve account. The Board will determine the appropriate use of these funds in accordance with applicable laws and regulations, as well as the provisions outlined in the Memorandum.

Assuming that there is no change in the number of issued Shares from the date of this announcement until the effective date of the Share Consolidation, the Capital Reduction, and the Share Sub-division, the capital structure of the Company will be as follows:

|   | <b>As of the<br/>date of this<br/>announcement</b> | <b>Immediately<br/>after the Share<br/>Consolidation<br/>becomes<br/>effective, but<br/>before the<br/>Capital<br/>Reduction<br/>and Share<br/>Subdivision<br/>takes effect</b> | <b>Immediately<br/>after the Share<br/>Consolidation,<br/>the Capital<br/>Reduction<br/>and Share<br/>Subdivision<br/>takes effect</b> |
|---|--|---|--|
| Par value of each Share or Consolidated Share | HK\$0.10   | HK\$0.50  | HK\$0.10   |
| Number of authorised Shares                   | 10,000,000,000                                     | 2,000,000,000   | 10,000,000,000   |
| Total authorised share capital of the Company | HK\$1,000,000,000                                  | HK\$1,000,000,000   | HK\$1,000,000,000  |
| Number of Shares in issue                     | 1,736,795,630                                      | 347,359,126   | 347,359,126  |
| Total issued share capital of the Company     | HK\$173,679,563                                    | HK\$173,679,563   | HK\$34,735,913   |

Other than the expenses to be incurred in relation to the Capital Reduction and Share Sub-division, the implementation thereof will not affect the Company's underlying assets, business operations, management, or financial position. Furthermore, the proportionate interests and rights of the Shareholders will remain unchanged, with the exception of fractional Consolidated Shares that will not be allocated to the Shareholders who might otherwise have been entitled to them.

The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and believe that the Capital Reduction and the Share Sub-division are in the interest of the Company and the Shareholders as a whole.

## **Conditions of the Capital Reduction and the Share Sub-division**

The Capital Reduction and the Share Sub-division are conditional upon fulfillment of the following conditions:

- (i) the effectiveness of the Share Consolidation;
- (ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;
- (iii) the Court granting an order confirming the Capital Reduction;
- (iv) compliance with any conditions that the Court may impose in relation to the Capital Reduction;
- (v) the registration that must be completed by the Registrar of Companies in the Cayman Islands, including a copy of the Court's order confirming the Capital Reduction and the minute, as approved by the Court, which details the necessary information regarding the Capital Reduction as required under the Companies Law;
- (vi) the grant of listing approval by the Listing Committee of the Stock Exchange, allowing for the listing of, and permission to deal in, the New Shares upon the Capital Reduction and Share Sub-division becomes effective; and
- (vii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to implement the Capital Reduction and Share Sub-division.

The Capital Reduction and the Share Sub-division will take effect upon the fulfilment of the above conditions. Following the approval of the Share Consolidation, the Capital Reduction, and the Share Sub-division by the Shareholders of the Share Consolidation, the Capital Reduction, and the Share Sub-division at the EGM, the legal advisors of the Company, specialising in the Cayman Islands law, will file an application with the Court for a hearing date(s) to confirm the Capital Reduction. The Company will issue an announcement detailing the preliminary timetable once the Court hearing dates are established.

As at the date of this announcement, none of the conditions above had yet been fulfilled.

## **Application for listing of the New Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reduction and the Share Sub-division becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS, established and operated by HKSCC.

None of the Shares is listed or traded on any stock exchange other than the Stock Exchange. Upon the effective date of the Capital Reduction and the Share Sub-division, the New Shares will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Exchange of share certificates for the New Shares**

As the Court hearing dates have not yet been established, the effective date for the Capital Reduction and Share Sub-division remains uncertain at this time. In the event that the Capital Reduction and Share Sub-division are approved, Shareholders will have the opportunity to submit their share certificates for the Consolidated Shares (in green colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. In return, the relevant Shareholders will receive new share certificates for the New Shares (in blue colour) at the Company's expense, within the specified free exchange period following the effective date of the Capital Reduction and Share Sub-division. Additional details relating to the free exchange of share certificates will be announced by the Company promptly once the effective date of the Capital Reduction and the Share Sub-division is confirmed.

The Company will publish announcements to keep Shareholders updated regarding the Court hearing dates, the effective date of the Capital Reduction, the Share Sub-division, and the timeline for Shareholders to submit their share certificates for the Consolidated Shares in exchange for new share certificates for the New Shares, once these details have been confirmed and/or updated.

All existing certificates of the Consolidated Shares or (as the case may be) the Shares will continue to serve as valid evidence of title to such Shares. However, all existing certificates for the Shares will no longer be valid for trading or settlement.

## Reasons for the Capital Reduction and Share Sub-division

According to the Companies Law, a company is not allowed to issue shares at a price lower than their nominal value. Once the Share Consolidation is completed, and before the Capital Reduction and Share Sub-division are implemented, the nominal value of the Consolidated Shares will be set at HK\$0.5 per Share. If the Capital Reduction and Share Sub-division take effect, the nominal value of the New Shares will be adjusted to HK\$0.1 per Share. This adjustment will provide greater flexibility in setting pricing for future share issuances by the Company.

Additionally, the credit arising in the Company's distributable reserve account as a result of the Capital Reduction will enable the Company to offset its accumulated losses. This credit may also be utilised in the future for distributions to Shareholders or in any manner permitted by applicable laws, as well as the Memorandum and the Articles. In light of this, the Board is confident that the Capital Reduction and Share Sub-division will be advantageous and align with the best interests of the Company and its Shareholders as a whole.

## EXPECTED TIMETABLE

The expected timetable for implementing the Share Consolidation, the Capital Reduction, and the Share Sub-division is set out below.

The expected timetable is subject to the results of the EGM and satisfaction of the conditions for the Share Consolidation, the Capital Reduction, and the Share Sub-division. As such, the expected timetable is intended for illustrative purposes only. Any change to the expected timetable will be duly announced in a separate announcement by the Company as and when appropriate. All times and dates referenced in this announcement are in Hong Kong local time.

| <b>Event(s)</b>  | <b>Time and date</b>                             |
|--|--|
| Expected date of despatch of the Circular, the notice of the EGM, and the form of proxy of the EGM. . . . .                      | Friday, 13 March 2026                            |
| Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .            | 4:30 p.m. on Friday, 27 March 2026               |
| Closure of the register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive). . . . . | Monday, 30 March 2026 to Wednesday, 8 April 2026 |

| <b>Event(s)</b>   | <b>Time and date</b>                     |
|---|--|
| Latest date and time for lodging the forms of proxy<br>for the EGM .....  | 11:00 a.m. on<br>Monday, 6 April 2026    |
| Record date for attendance and voting at the EGM .....  | Wednesday, 8 April 2026                  |
| Expected date and time of the EGM .....   | 11:00 a.m. on<br>Wednesday, 8 April 2026 |
| Publication of the announcement of the poll results<br>of the EGM .....   | Wednesday, 8 April 2026                  |
| <b>The following events are conditional upon the results of the EGM, and therefore, the dates are tentative only.</b>   |  |
| Effective date of the Share Consolidation .....   | Friday, 10 April 2026                    |
| First day for free exchange of existing share<br>certificates for new share certificates of the<br>Consolidated Shares .....  | Friday, 10 April 2026                    |
| Dealings in the Consolidated Shares commence .....  | 9:00 a.m. on<br>Friday, 10 April 2026    |
| Original counter for trading in Shares in board lots of<br>10,000 Shares (in the form of existing share certificates)<br>temporarily closes .....                                       | 9:00 a.m. on<br>Friday, 10 April 2026    |
| Temporary counter for trading in Consolidated Shares<br>in board lots of 2,000 Consolidated Shares<br>(in the form of existing share certificates) opens .....                          | 9:00 a.m. on<br>Friday, 10 April 2026    |
| Original counter for trading in Consolidated Shares<br>in board lots of 10,000 Consolidated Shares<br>(in the form of new share certificates for Consolidated<br>Shares) re-opens ..... | 9:00 a.m. on<br>Friday, 24 April 2026    |
| Parallel trading in the Consolidated Shares (in the form<br>of new share certificates for the Consolidated Shares<br>and existing share certificates) commences .....                   | 9:00 a.m. on<br>Friday, 24 April 2026    |

| <b>Event(s)</b>  | <b>Time and date</b>                  |
|--|---------------------------------------|
| Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....                              | 9:00 a.m. on<br>Friday, 24 April 2026 |
| Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....                              | 4:00 p.m.<br>Friday, 15 May 2026      |
| Temporary counter for trading Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes .....                           | 4:10 p.m.<br>Friday, 15 May 2026      |
| Parallel trading in the Consolidated Shares (in the form of new share certificate(s) and existing share certificate(s)) ends. ....   | 4:10 p.m.<br>Friday, 15 May 2026      |
| Last date and time for the free exchange of existing share certificates for the new share certificates of the Consolidated Shares .....  | 4:30 p.m.<br>Tuesday, 19 May 2026     |
| <b>The following events are conditional upon the results of the EGM and the confirmation of the Court on the Capital Reduction, and therefore, the dates are tentative only.</b> |                                       |
| Effective date and time of the Capital Reduction and the Share Sub-division .....  | 9:00 a.m. on<br>Tuesday, 23 June 2026 |
| Commencement of dealing in the New Shares .....  | Tuesday, 23 June 2026                 |
| First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares .....   | Tuesday, 23 June 2026                 |
| Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares .....  | Monday, 20 July 2026                  |

## GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Share Consolidation, the Capital Reduction, and the Share Sub-division.

The Circular containing, among other matters, (i) a letter from the Board setting out further details about the Share Consolidation, the Capital Reduction, and the Share Sub-division; (ii) any other information required under the Listing Rules; and (iii) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 13 March 2026.

**Shareholders and potential investors of the Company should note that the effectiveness of the Share Consolidation, the Capital Reduction, and the Share Sub-division is subject to the satisfaction of conditions. As a result, the Share Consolidation, the Capital Reduction, and the Share Sub-division may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company and are recommended to consult their professional advisers if they are in doubt about their position and as to actions that they should take.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases shall have the following meanings:

|                     |   |
|---------------------|---|
| “Articles”          | the articles of association of the Company, as amended or restated from time to time  |
| “Board”             | board of Director(s)  |
| “Capital Reduction” | the proposed reduction of the issued share capital of the Company, whereby the nominal value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.10 by cancelling HK\$0.40 of the paid-up capital for each issued Consolidated Share |
| “CCASS”             | Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system   |
| “Circular”          | the circular to be despatched by the Company to the Shareholders containing, among other things, details of the Share Consolidation, the Capital Reduction, the Share Sub-division, and the notice of the EGM   |

|                                |  |
|--------------------------------|--|
| “Companies Law”                | the Companies Law, Cap. 22 (Law 3 of 1961), of the Cayman Islands as consolidated and revised  |
| “Company”                      | Jakota Capital (Holding) Group, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on main board of the Stock Exchange (stock code: 1468)                                  |
| “Consolidated Share(s)”        | the ordinary share(s) of par value HK\$0.50 each in the share capital of the Company upon the Share Consolidation becoming effective   |
| “Court”                        | the Grand Court of the Cayman Islands  |
| “Director(s)”                  | the director(s) of the Company   |
| “EGM”                          | the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Share Consolidation, the Capital Reduction, and the Share Sub-division |
| “General Rules of HKSCC”       | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time, and where the context so permits, shall include the HKSCC Operational Procedures                              |
| “Group”                        | collectively, the Company and its subsidiaries   |
| “HK\$”                         | Hong Kong dollar, the lawful currency of Hong Kong   |
| “HKSCC”                        | Hong Kong Securities Clearing Company Limited  |
| “HKSCC Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures, and administrative requirements relating to the operations and functions of CCASS, as from time to time              |
| “Hong Kong”                    | Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Listing Committee”            | the listing committee of the Stock Exchange  |
| “Listing Rules”                | the Rules Governing the Listing of Securities on the Stock Exchange  |

|                       |   |
|-----------------------|---|
| “Memorandum”          | the memorandum of association of the Company, as amended from time to time  |
| “New Share(s)”        | the ordinary share(s) of par value HK\$0.10 each in the issued and unissued share capital of the Company upon the Share Consolidation, the Capital Reduction, and the Share Sub-division becoming effective |
| “Registrar”           | Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong  |
| “Share(s)”            | the ordinary share(s) of par value HK\$0.10 each in the share capital of the Company before the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective                    |
| “Share Consolidation” | the proposed consolidation of every five (5) issued and unissued Shares with a par value of HK\$0.10 each, into one (1) Consolidated Share with a par value of HK\$0.50 each                                |
| “Share Sub-division”  | the proposed sub-division of each of the authorised but unissued Consolidated Share of par value HK\$0.50 each into five (5) New Shares with a par value of HK\$0.10 each                                   |
| “Shareholder(s)”      | holder(s) of the Shares   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |
| “%”                   | per cent.   |

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

Hong Kong, 6 March 2026

*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.*