

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities in the Company.



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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Kingkey Securities Group Limited

THE PLACING

The Board announces that after trading hours on 9 March 2026, the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company agreed to place through the Placing Agent up to a maximum of 347,359,126 Placing Shares to not less than six Placees at the Placing Price of HK\$0.1 per Placing Share on a best effort basis.

The Placing Shares will be allotted and issued by the Company to the Placee(s) under the General Mandate.

As at the date of this announcement, the Company has 1,736,795,630 Shares in issue. Assuming that there are no other changes to the total issued share capital of the Company between the date of this announcement and the Completion Date and that all 347,359,126 Placing Shares are successfully placed, the Placing Shares will represent (i) 20% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares upon Completion.

Assuming all 347,359,126 Placing Shares are successfully placed, the gross proceeds from the Placing will amount to approximately HK\$34.74 million. After deducting the estimated expenses for the Placing, the net proceeds from the Placing are expected to be approximately HK\$34 million. The Company plans to allocate (i) approximately HK\$16 million, representing approximately 47.06% of the net proceeds, on the repayment of loan; (ii) approximately HK\$14 million, representing approximately 41.18% of the net proceeds, on the repayment of corporate bonds; and (iii) approximately HK\$4 million, representing approximately 11.76% of the net proceeds, to replenish the Group's working capital to support its ongoing business operations, which will cover daily operating and administrative expenses and as capital to strengthen its securities activities, including margin financing, underwriting, and money-lending services.

GENERAL

An application will be made by the Company to the Stock Exchange for the grant of listing of, and permission to deal in, the Placing Shares.

As Completion is conditional upon fulfilment of the Conditions Precedent as set out in the paragraphs headed "Conditions Precedent" in this announcement, the Placing may or may not proceed. The Shareholders and potential investors should exercise caution when dealing in the Shares.

THE PLACING

The Board announces that after trading hours on 9 March 2026, the Company entered into the Placing Agreement with the Placing Agent.

The Placing Agreement

The principal terms and conditions of the Placing Agreement are summarised as follows:

- Date: 9 March 2026
- Parties: (i) the Company; and
- (ii) the Placing Agent.

To the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, the Placing Agent and its respective ultimate beneficial owner(s) are an Independent Third Parties.

The Placing Agent

The Company appoints the Placing Agent, upon and subject to the terms and conditions of the Placing Agreement, as its placing agent of the Placing, and the Placing Agent agrees to act as the Company's placing agent to procure not less than six Placee(s) at the Placing Pricing for the Placing Shares on a best effort basis.

The Placing Agent shall use its best endeavours to ensure that each of the Placees (and any of their respective beneficial owners) is independent of and not connected with the Company, any promoter(s), director(s), supervisor(s), chief executive(s), substantial shareholder(s) (as defined in the Listing Rules) of the Company or any of its subsidiaries or any connected persons of the Company or their respective associates (as defined in the Listing Rules), and each of the Placees is not acting in concert (as defined under the Takeovers Code) with any of the connected persons of the Company or any of their respective associates in relation to the control of the Company.

Number of the Placing Shares

Assuming that there are no other changes to the total issued share capital of the Company between the date of this announcement and the Completion Date and that all 347,359,126 Placing Shares are successfully placed, the Placing Shares will represent (i) 20% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares upon Completion.

The aggregate nominal value of all the Placing Shares will be HK\$34,735,912.6.

General Mandate to issue the Placing Shares

The Placing Shares will be allotted and issued by the Company to the Placee(s) 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 20% of the total number of issued Shares as at the annual general meeting of the Company held on 4 September 2025, where the granting of the General Mandate was approved, among other matters.

As of the date of this announcement, the Company has not utilized any portion of the General Mandate. Therefore, the Placing does not require Shareholder approval.

Ranking of the Placing Shares

The Placing Shares under the Placing will rank, upon issue, equally in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.1 per Placing Share represents:

- (a) a premium of approximately 12.36% over the closing price of HK\$0.089 per Share quoted on the Stock Exchange on the date of the Placing Agreement; and
- (b) a premium of approximately 13.12% over the average closing price of HK\$0.0884 per Share as quoted on the Stock Exchange for the five trading days immediately preceding the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price and the recent trading volume of the Shares.

Considering the estimated expenses for the Placing, which are approximately HK\$0.74 million, including fees, costs, charges, and other related expenses, the net price for each Placing Share, assuming all Placing Shares are successfully placed, is approximately HK\$0.098.

Placing fee

In consideration of the services of the Placing Agent in relation to the Placing and provided that the Completion occurs, the Company shall pay to the Placing Agent a commission of 1% of the aggregate value of the Placing Shares at the Placing Price, in pursuance of its obligations therein, which the Placing Agent is thereby authorised to deduct from the payment to be made by it to the Company at the Completion.

Assuming all 347,359,126 Placing Shares have been placed, the maximum commission payable by the Company to the Placing Agent shall be approximately HK\$347,359.13.

The placing commission under the Placing Agreement was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market conditions.

Conditions Precedent

The Completion is conditional upon the fulfilment of the following conditions:

- (a) the granting by the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares and such approval not being subsequently revoked;
- (b) the passing by the resolutions of the Board to approve the Placing, the Placing Agreement and the transactions contemplated thereunder; and

- (c) all necessary authorisations, consent, and approvals as may be obtained by the Company and the Placing Agent having been obtained in respect of the Placing Agreement from relevant authorities (including but not limited to the Stock Exchange).

The Company and the Placing Agent shall each use their respective best endeavours to procure the satisfaction of the Conditions Precedent on or before the 30 March 2026 (the “**Long Stop Date**”) or such later date as the parties thereto may agree in writing.

If any of the conditions is not fulfilled on or before the Long Stop Date or such later date as the parties thereto may agree in writing, the Placing Agreement shall terminate, and all rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine and they shall both be released from all their respective obligations pursuant to the Placing Agreement and neither party shall have any claim against the other party for costs, damages, compensation or otherwise arising under the Placing Agreement, save and except for any antecedent breaches of the Placing Agreement.

Completion

Subject to the fulfilment of all the Conditions Precedent, Completion shall take place on a date falling within five Business Days after the fulfilment of all the Conditions Precedent or such other date as the Company and the Placing Agent may agree in writing.

Termination

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company on the Completion Date upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions, affairs or prospects of the Company or the Group taken as a whole or the success of the Placing or otherwise makes it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement:

- (1) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent’s reasonable opinion would adversely affect the success of the Placing in material respects; or

- (2) any introduction of new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group if in the Placing Agent's reasonable opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing in material respects; or
- (3) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's reasonable opinion would adversely affect the success of the Placing in material respects; or
- (4) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or
- (5) any material breach of any of the Company's representations and warranties contemplated under the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or if there has been a breach by the Company of any other provision of the Placing Agreement in material respects; or
- (6) there is any material change (whether or not forming part of a series of changes) in market conditions which, in the reasonable opinion of the Placing Agent, would materially and prejudicially affect the Placing or make it inadvisable or inexpedient for the Placing to proceed.

In the event that the Placing is not completed by the Completion Date, the Placing Agreement will terminate unless otherwise agreed between the Company and the Placing Agent.

Upon termination of the Placing Agreement, all obligations and liabilities of the parties thereto thereunder shall cease and determine and no party thereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is an investment holding company. The Group is primarily involved in (i) providing securities brokerage, margin financing, underwriting, placement, and consultancy services; (ii) offering insurance brokerage services; (iii) engaging in the sale of pelted and fur skin as a brokerage service; (iv) arranging and providing fund and asset management services; (v) offering money lending services; (vi) developing and operating intelligent digital sales platforms, as well as providing information technology services related to the insurance sector; (vii) offering multi-channel network and licensing services; and (viii) providing agency services related to trading.

INFORMATION ON THE PLACING AGENT

The Placing Agent is duly incorporated in Hong Kong and is a licensed corporation (CE No.: AXG710) to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

REASONS FOR THE PLACING AND USE OF PROCEEDS

As disclosed in the interim report of the Group for the six months ended 30 September 2025, the Group had current liabilities of approximately HK\$273.06 million while its bank balances and cash only amounted to approximately HK\$75.92 million as at 30 September 2025. Having considered the latest financial position of the Group and the funding needs, the Directors considers that the Placing provides a good opportunity for the Group to raise funding for the repayment of liabilities and to improve its financial position.

Assuming all 347,359,126 Placing Shares are successfully placed, the gross proceeds from the Placing will amount to approximately HK\$34.74 million. After deducting the estimated expenses for the Placing, the net proceeds from the Placing are expected to be approximately HK\$34 million. The Company plans to allocate (i) approximately HK\$16 million, representing approximately 47.06% of the net proceeds, on the repayment of loan; (ii) approximately HK\$14 million, representing approximately 41.18% of the net proceeds, on the repayment of corporate bonds; and (iii) approximately HK\$4 million, representing approximately 11.76% of the net proceeds, to replenish the Group's working capital to support its ongoing business operations, which will cover daily operating and administrative expenses and as capital to strengthen its securities activities, including margin financing, underwriting, and money-lending services.

EFFECTS OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 1,736,795,630 Shares in issue. The table below sets out, for illustration only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after Completion, assuming that the Placing Agent has placed all the Placing Shares and there are no changes to the total issued share capital of the Company between the date of this announcement and the Completion Date:

	As at the date of this announcement		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approximately Shareholding percentage</i>	<i>Number of Shares</i>	<i>Approximately Shareholding percentage</i>
The Placees	–	–	347,359,126	16.67%
Public Shareholders	<u>1,736,795,630</u>	<u>100%</u>	<u>1,736,795,630</u>	<u>83.33%</u>
Total	<u><u>1,736,795,630</u></u>	<u><u>100%</u></u>	<u><u>2,084,154,756</u></u>	<u><u>100.00%</u></u>

EQUITY FUND-RAISING ACTIVITIES OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not engaged in any fundraising activities during the twelve months preceding the date of this announcement.

GENERAL

An application will be made by the Company to the Stock Exchange for the grant of listing of, and permission to deal in, the Placing Shares.

As Completion is conditional upon fulfilment of the Conditions Precedent as set out in the paragraphs headed “Conditions Precedent” in this announcement, the Placing may or may not proceed. The Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it under the Takeovers Codes
“Board”	the board of Director(s)
“Business Day(s)”	any day (not being a Saturday, Sunday or public holiday in Hong Kong or any day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours and the Stock Exchange is open for business of dealing in securities throughout its normal trading hours
“Company”	Jakota Capital (Holding) Group, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (with stock code: 1468)
“Completion”	actual completion of the Placing in accordance with the Placing Agreement
“Completion Date”	a date falling within five Business Days after the fulfilment of all the Conditions Precedent or such other date as the Company and the Placing Agent may agree in writing

“Conditions Precedent”	condition(s) precedent to Completion as set out in the Placing Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors to allot, issue, and otherwise deal with up to 347,359,126 Shares, representing 20% of the total number of the issued Shares as at the annual general meeting of the Company held on 4 September 2025
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or entity(ies) who is/are third party(ies) independent of, and not connected with the Company and any of their respective connected persons
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 March 2026 (or such other date as the Company and the Placing Agent may mutually agree in writing)
“Placee(s)”	independent institutional, corporate or individual investor(s) which the Placing Agent will procure on a best effort basis to purchase the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of the Placing Shares by the Placing Agent in accordance with the terms of the Placing Agreement
“Placing Agent”	Kingkey Securities Group Limited

“Placing Agreement”	placing agreement dated 9 March 2026 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.1 per Placing Share (exclusive of any brokerage fee, SFC transaction levy, Stock Exchange trading fee and such other fee and levy as may be payable by the Placee(s) in respect of the subscription of the Placing Shares)
“Placing Share(s)”	a maximum of 347,359,126 Shares to be issued and allocated to the Placees by the Company through the Placing
“PRC”	the People’s Republic of China, which shall, for the purpose of this announcement, exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of nominal or par value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buybacks issued by the SFC as may be amended and supplemented from time to time
“%”	per cent.

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

Hong Kong, 9 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.