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**Imperium Financial Group Limited**  
**帝國金融集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8029)**

**UPDATE ANNOUNCEMENT IN RELATION TO  
PROPOSED SHARE CONSOLIDATION  
AND  
CHANGE IN BOARD LOT SIZE**

**REVISED PROPOSAL FOR THE SHARE CONSOLIDATION**

The Board proposes to change the basis of the Share Consolidation from the consolidation of every four (4) issued and unissued Existing Shares into one (1) consolidated share of HK\$0.16 each to the Revised Share Consolidation, being that every ten (10) issued and unissued Existing Shares of HK\$0.04 each will be consolidated into one (1) Consolidated Share of HK\$0.40 each. The Revised Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

As at the date of this announcement, there are 2,334,016,218 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased from the date of this announcement up to the Effective Date of the Revised Share Consolidation, upon the Revised Share Consolidation becoming effective, there will be 233,401,621 Consolidated Shares in issue which are fully paid or credited as fully paid.

**NO CHANGE IN BOARD LOT SIZE**

The Company will no longer proceed with the Change in Board Lot Size as set out in the Announcement.

As the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Subject to and upon the Revised Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged at 5,000 Consolidated Shares.

Based on the closing price of HK\$0.086 per Existing Share (equivalent to HK\$0.86 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the market value of each board lot of 5,000 Consolidated Shares, assuming the Revised Share Consolidation had become effective, will be HK\$4,300.

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Revised Share Consolidation. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Revised Share Consolidation at the EGM.

A circular containing, among other things, further information on the proposed Revised Share Consolidation and a notice to convene the EGM are expected to be despatched to the Shareholders on or before Tuesday, 12 November 2024.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 18 October 2024 in relation to the proposed Share Consolidation and the Change in Board Lot Size. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Announcement.

## **REVISED PROPOSAL FOR THE SHARE CONSOLIDATION**

Taking into account the recent fluctuation of the market prices of the Existing Shares and to better ensure that the market price of the Consolidated Shares is at a level greater than HK\$0.10 and that the expected board lot value should be greater than HK\$2,000 in accordance with the Guide upon the consolidation of the Shares being effective, the Board proposes to implement the Revised Share Consolidation as set out below. The Company will no longer implement the Change in Board Lot Size and the board lot size of the Consolidated Shares will remain as 5,000 Consolidated Shares subject to and upon the Revised Share Consolidation becoming effective.

### **Revised Share Consolidation**

The Board proposes to change the basis of the Share Consolidation from the consolidation of every four (4) issued and unissued Existing Shares into one (1) consolidated share of HK\$0.16 each to the Revised Share Consolidation, being that every ten (10) issued and unissued Existing Shares of HK\$0.04 each will be consolidated into one (1) Consolidated Share of HK\$0.40 each. The Revised Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

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

As at the date of this announcement, the authorised share capital of the Company is HK\$1,600,000,000 divided into 40,000,000,000 Existing Shares of par value of HK\$0.04 each, of which 2,334,016,218 Existing 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 up to the effective date of the Revised Share Consolidation, immediately after the Revised Share Consolidation becoming effective, the authorised share capital of the Company will be HK\$1,600,000,000 divided into 4,000,000,000 Consolidated Shares of par value of HK\$0.40 each, of which 233,401,621 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Revised Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Revised Share Consolidation, the implementation of the Revised Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled.

## **Conditions of the Revised Share Consolidation**

The implementation of the Revised Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Revised Share Consolidation;
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Revised Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Revised Share Consolidation.

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

Subject to the fulfilment of the conditions of the Revised Share Consolidation, the effective date of the Revised Share Consolidation is expected to be on Friday, 29 November 2024, being the second Business Day after the date of EGM.

## **Listing Application**

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

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Revised 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 CCASS and CCASS 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 Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Revised Share Consolidation becomes effective, the Consolidated Shares in issue 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.

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

The Company will no longer proceed with the Change in Board Lot Size as set out in the Announcement.

As the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Subject to and upon the Revised Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged at 5,000 Consolidated Shares.

Based on the closing price of HK\$0.086 per Existing Share (equivalent to HK\$0.86 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the market value of each board lot of 5,000 Consolidated Shares, assuming the Revised Share Consolidation had become effective, will be HK\$4,300.

## **OTHER ARRANGEMENTS**

### **Fractional entitlement to Consolidated Shares**

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

### **Free exchange of share certificates for Consolidated Shares**

Subject to the Revised Share Consolidation becoming effective, which is currently expected to be Friday, 29 November 2024, being the second Business Day immediately after the date of the EGM, Shareholders may on or after Friday, 29 November 2024 and until Thursday, 9 January 2025 (both days inclusive), submit their existing share certificates in red colour for the Existing Shares to the Registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates on the basis of every ten (10) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, in gold colour for the Consolidated Shares at the expense of the Company. It is expected that the new share certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever is higher.

After 4:10 p.m. on Tuesday, 7 January 2025, trading will only be in Consolidated Shares which share certificates will be issued in gold colour. Existing share certificates in red colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

### **Outstanding options, warrants or other securities**

As at the date of this announcement, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Revised Share Consolidation, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

## **REASONS FOR THE REVISED PROPOSAL FOR THE SHARE CONSOLIDATION**

Save as disclosed in the Announcement, the Board considers that the Revised Share Consolidation and not changing the board lot size of the Consolidated Shares will better ensure that the market price of the Consolidated Shares is at a level greater than HK\$0.10 and that the expected board lot value should be greater than HK\$2,000 in accordance with the Guide upon the consolidation of the Shares being effective.

## **REVISED EXPECTED TIMETABLE**

Set out below is the expected timetable for the Revised Share Consolidation. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Despatch date of circular, form of proxy with notice of the EGM on or before	Tuesday, 12 November 2024
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Thursday, 21 November 2024
Closure of the register of members for determining the entitlements to attend and vote at the EGM	Friday, 22 November to Wednesday, 27 November 2024 (both days inclusive)
Latest time for lodging forms of proxy for the EGM	4:00 p.m. on Monday, 25 November 2024
Date and time of the EGM	4:00 p.m. on Wednesday, 27 November 2024
Publication of the announcement of the poll results of the EGM	Wednesday, 27 November 2024

**The following events are conditional on the fulfillment of the conditions for the implementation of the Revised Share Consolidation as set out in this announcement.**

Effective date of the Revised Share Consolidation	Friday, 29 November 2024
Dealing in the Consolidated Shares commences	9:00 a.m. on Friday, 29 November 2024
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Friday, 29 November 2024

Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 29 November 2024
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 29 November 2024
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens	9:00 a.m. on Friday, 13 December 2024
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Friday, 13 December 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 13 December 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Tuesday, 7 January 2025
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 7 January 2025
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:10 p.m. on Tuesday, 7 January 2025
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Thursday, 9 January 2025

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Revised Share Consolidation. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder will be required to abstain from voting on the resolution in relation to the Revised Share Consolidation at the EGM.

A circular containing, among other things, further information on the proposed Revised Share Consolidation and a notice to convene the EGM are expected to be despatched to the Shareholders on or before Tuesday, 12 November 2024.



**Shareholders and potential investors of the Company should note that the Revised Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Revised Share Consolidation” above in this announcement. Accordingly, the Revised Share Consolidation may or may not proceed.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Consolidated Share(s)”	ordinary share(s) of HK\$0.40 each in the share capital of the Company after the Revised Share Consolidation becoming effective
“Effective Date”	the effective date of the Revised Share Consolidation
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Revised Share Consolidation
“Existing Share(s)”	issued and unissued ordinary share(s) of HK\$0.04 each in the existing share capital of the Company before the Revised Share Consolidation becoming effective
“Revised Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares of HK\$0.04 each into one (1) Consolidated Share of HK\$0.40 each

By order of the Board  
**Imperium Financial Group Limited**  
**Cheng Ting Kong**  
*Chairman*

Hong Kong, 24 October 2024



*As at the date of this announcement, the Board comprises of three executive Directors, namely, Mr. Cheng Ting Kong (Chairman), Ms. Cheng Mei Ching and Mr. Chim Tak Lai and two independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor and Mr. Tou Kin Chuen.*

*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 Stock Exchange website at <http://www.hkexnews.hk> "Latest Listed Company Information" for at least 7 days from the date of posting and on the designated website of the Company at [www.8029.hk](http://www.8029.hk).*