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## **Excalibur Global Financial Holdings Limited**

**駿溢環球金融控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8350)**

### **PLACING OF NOTES**

The Board announced that on 28 January 2022 (after trading hours), the Company entered into a Placing Agreement with a Placing Agent, pursuant to which the Placing Agent agreed, on a best effort basis, to procure Placees to subscribe in cash for the Notes with an aggregate principal amount of up to HK\$40 million during the Placing Period.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

**Completion of the Placing is subject to, among other things, the Placing Agents' rights of termination of the Placing under the Placing Agreement. Accordingly, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

### **THE PLACING AGREEMENT**

On 28 January 2022 (after trading hours), the Company entered into a Placing Agreement with a Placing Agent, pursuant to which the Placing Agent agreed, on a best effort basis, to procure Placees to subscribe in cash for the Notes with an aggregate principal amount of up to HK\$40 million during the Placing Period. The principal terms of the Placing Agreement and the Notes are as follows:

**Date** 28 January 2022 (after trading hours)

**Parties** Issuer: the Company

Placing Agent: Well Link Securities Limited, an Independent Third Party

<b>Placees:</b>	The Notes will be placed, on a best effort basis by the Placing Agent, to the Placees who are Independent Third Parties. The Placing Agent will procure each individual Placee to execute a Subscription Agreement with the Company
<b>Aggregate Principal Amount:</b>	Up to HK\$40,000,000
<b>Placing Price:</b>	100% of the principal amount of the Notes
<b>Placing Commission:</b>	The Placing Agent will charge placing fees at certain percentage of the principal amount of the Notes successfully placed by the Placing Agent. The placing fee was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing commission rate charged by other placing agents. The Directors consider that the terms of the placing fees are fair and reasonable
<b>Placing Period</b>	The period commencing on the date of the Placing Agreement and ending on the third month of such date
<b>Termination of the Placing:</b>	The Company and the Placing Agent may give the other party written notice to terminate the Placing Agreement

#### **PRINCIPAL TERMS OF THE NOTES**

<b>Parties</b>	Issuer: the Company  Subscriber: The Placee(s)
<b>Principal Amount</b>	Up to HK\$40,000,000
<b>Issue Price</b>	100% of the Principal Amount
<b>Interest</b>	3% per annum, payable annually in arrears
<b>Maturity Date</b>	3rd anniversary of the date of the issue of the Notes
<b>Denomination</b>	HK\$1,000,000

<b>Status</b>	The Notes constitute direct, general, unconditional and unsubordinated obligations of the Issuer and shall at all times rank pari passu without any preference or priority among themselves. The Notes shall at all times rank at least pari passu with all of the Issuer's other present and future direct, general, unconditional and unsubordinated obligations, save for such exceptions as may be provided by mandatory provisions of Applicable Laws
<b>Transferability</b>	The Notes shall be transferable in whole multiples of the Denomination
<b>Application for listing</b>	No application will be made for a listing of the Notes on the Stock Exchange or any stock or securities exchange

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group mainly provides brokerage services for futures, securities and options traded on the exchanges in Hong Kong, the United States, Japan, Singapore and the United Kingdom, and money lending services in Hong Kong.

As set out in the Company's interim report dated 10 August 2021, the Group had cash and cash equivalents of approximately HK\$8.8 million as at 30 June 2021, and as set out in the Company's third quarterly report dated 10 November 2021, the Group incurred loss of approximately HK\$13.9 million for the nine months ended 30 September 2021. Considering the existing financial position and performance of the Group, the Directors have been considering various ways of raising additional funds to strengthen the Group's financial position.

Assuming the Notes are placed in full, the maximum aggregate gross proceeds from the Placing will be HK\$40 million. The Company intends to apply the net proceeds of approximately HK\$39.6 million from the Placing after deducting the placing commission for: (i) the potential expansion of the Group's securities margin financing and money lending business; (ii) strengthen the financial resources of the Group; and (iii) general working capital of the Group.

The Directors are of the view that the placing of Notes provide a good opportunity to strengthen the Group's financial position and the terms of the Notes are on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATION**

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. No listing of the Notes will be sought on the Stock Exchange or any other stock exchanges.

**Completion of the Placing is subject to, among other things, the Placing Agents' rights of termination of the Placing under the Placing Agreements. Accordingly, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Applicable Laws”	any laws, regulations, rules, notices, guidelines, treaties, orders, and other legislative, executive decisions, judicial decisions or pronouncements of any Governmental Authority or the Stock Exchange
“Board”	the board of Directors
“Company”	Excalibur Global Financial Holdings Limited, a company incorporated in Cayman Island with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8350)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM of Stock Exchange
“Government Authority”	any national, provincial, municipal or local government, administrative or regulatory body or department, commission, agency, court, tribunal, arbitrator or any body that exercises the function of a regulator, including but not limited to the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	persons or companies who are independent of and not connected (within the meaning of GEM Listing Rules) with the Company and its connected persons

“Notes”	the notes created and constituted by the Company through one or more any deed polls in an aggregate principal amount of HK\$40,000,000
“Placee(s)”	means any independent institutional, professional and/or individual investors whom the Placing Agent has procured to subscribe any of the Notes
“Placing”	means the offer by way of private placing of the Notes to Placees on the terms and subject to the conditions of the Placing Agreement
“Placing Agent”	Well Link Securities Limited, a licensed corporation to carry out type 1 (dealing in securities) and type 2 (dealing in futures) regulated activity under the SFO and an Independent Third Party
“Placing Agreement”	the placing agreement dated 28 January 2022 and entered between the Company as the Issuer and the Placing Agent as the placing agent in relation to the Placing
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	ordinary share(s) of the nominal value of HK\$0.01 each in the share capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Subscription Agreement”	The subscription agreement(s) entered into by the Company and the Placee(s) to subscribe for the Notes
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board  
**Excalibur Global Financial Holdings Limited**  
**Poon Kwok Wah Allan**  
*Chairman*

Hong Kong, 28 January 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Poon Kwok Wah Allan, Ms. Lee Mei Chun and Ms. Choi Ching Jennifer; and the independent non-executive directors of the Company are Mr. Chin Kam Cheung, Mr. Siu Miu Man, M.H. and Mr. Lam Ka Tai.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to the Company. The directors of the Company, 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 “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the website of the Company at [www.excalibur.com.hk](http://www.excalibur.com.hk).*