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JIMU GROUP LIMITED
積木集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8187)

CLARIFICATION ANNOUNCEMENT

References are made to the announcement (the “**Placing Announcement**”) of Jimu Group Limited (the “**Company**”) dated 8 March 2024 in relation to, among others, the placing of new shares under general mandate, and the supplemental announcement of the Company dated 12 March 2024 (the “**Supplemental Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Placing Announcement and the Supplemental Announcement.

CLARIFICATION ON THE PLACING ANNOUNCEMENT

The Board would like to clarify that the section headed “EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY” on page 7 of both the English and Chinese versions of the Placing Announcement should be deleted in its entirety and replaced with the following:

“As at 6 March 2024, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, no person (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Assuming there being no other changes in the share capital of the Company from the date of this announcement and up to completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing.

	As at the date of this announcement		Immediately after completion of the Placing (assuming all the Placing Shares are fully placed)	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Mr. Shum Tsz Yeung (Note 1)	6,750	0.01%	6,750	0.01%
Sharp Ally International Limited (Note 2)	26,464,939	24.43%	26,464,939	20.35%
Public Shareholders				
The Placees	–	–	21,669,120	16.67%
Other Public Shareholders	81,873,911	75.56%	81,873,911	62.97%
Total	108,345,600	100.00%	130,014,720	100.00%

Notes:

1. Mr. Shum Tsz Yeung is a non-executive Director of the Company.
2. According to the Corporate Substantial Shareholder Notice filed by Sharp Ally International Limited (“**Sharp Ally**”) through the Disclosure of Interests Online System, Sharp Ally is the beneficial owner of 26,464,939 Shares with its registered office located at the British Virgin Islands. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Directors do not have any information in relation to the ultimate beneficial owner of Sharp Ally.
3. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Shareholders and potential investors of the Company should note that the completion of the Placing is subject to the fulfillment of the conditions as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.”

CLARIFICATION ON THE SUPPLEMENTAL ANNOUNCEMENT

The Board would like to clarify that the section headed “EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY” on pages 4 to 5 of both the English and Chinese versions of the Supplemental Announcement should be deleted in its entirety and replaced with the following:

“As at the date of this announcement, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, no person (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Assuming there being no other changes in the share capital of the Company from the date of this announcement and up to completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after completion of the Placing.

	As at the date of this announcement		Immediately after completion of the Placing (assuming all the Revised Placing Shares are fully placed)	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Mr. Shum Tsz Yeung (<i>Note 1</i>)	6,750	0.01%	6,750	0.00%
Sharp Ally International Limited (<i>Note 2</i>)	26,464,939	24.43%	26,464,939	17.45%
Public Shareholders				
The Placees	–	–	43,338,240	28.57%
Other Public Shareholders	81,873,911	75.56%	81,873,911	53.98%
Total	108,345,600	100.00%	151,683,840	100.00%

Notes:

1. Mr. Shum Tsz Yeung is a non-executive Director of the Company.
2. According to the Corporate Substantial Shareholder Notice filed by Sharp Ally International Limited (“**Sharp Ally**”) through the Disclosure of Interests Online System, Sharp Ally is the beneficial owner of 26,464,939 Shares with its registered office located at the British Virgin Islands. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Directors do not have any information in relation to the ultimate beneficial owner of Sharp Ally.
3. Certain percentage figures included in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.”

Save for the above, all other information stated in the Placing Announcement and the Supplemental Announcement remains unchanged. This clarification is supplemental to and should be read in conjunction with the Placing Announcement and the Supplemental Announcement.

By Order of the Board
Jimu Group Limited
Tsang Hing Bun
Executive Director

Hong Kong, 11 April 2024

As at the date of this announcement, the executive Director of the Company is Dr. Tsang Hing Bun; the non-executive Director of the Company is Mr. Shum Tsz Yeung; and the independent non-executive Directors of the Company are Mr. Hung Wai Che, Mr. Choi Ho Yan and Mr. Yiu Yu Hong John.

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 “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its posting and on the Company’s website at <http://www.jimugroup8187.com>.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.