

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated February 28, 2023 (the “**Prospectus**”) of JF Wealth Holdings Ltd (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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 is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities or any Shares under the Global Offering. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law, nor is this announcement an offer for sale or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. There will be no public offering of securities of the Company in the United States.

In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on Sunday, April 2, 2023, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Sunday, April 2, 2023, being the 30th day after the last date for the lodging of applications under the Hong Kong Public Offering. After this date when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



JF Wealth Holdings Ltd
九方财富控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 59,618,500 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 5,962,000 Shares (subject to adjustment)
Number of International Offer Shares	: 53,656,500 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$18.78 per Offer Share plus brokerage of 1%, AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.00565% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.00001 per Share
Stock code	: 9636

*Sole Sponsor, Sole Sponsor-Overall Coordinator
Joint Global Coordinator, Joint Bookrunner and Joint Lead Manager*



*Overall Coordinators,
Joint Global Coordinators, Joint Bookrunners
and Joint Lead Managers*

*Joint Global Coordinator,
Joint Bookrunner
and Joint Lead Manager*



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



**IMPORTANT NOTICE TO INVESTORS:
FULLY ELECTRONIC APPLICATION PROCESS**

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.

The Prospectus is available at the website of the Hong Kong Stock Exchange at www.hkexnews.hk under the “HKEXnews > New Listings > New Listing Information” section, and our website at jwealth.investorroom.com. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **White Form eIPO** service at www.eipo.com.hk;
- (2) apply through the **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
 - (i) instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf; or
 - (ii) (if you are an existing **CCASS Investor Participant**) giving **electronic application instructions** through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input **electronic application instructions** for CCASS Investor Participants through HKSCC’s Customer Service Centre at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any question about the application for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Share Registrar and **White Form eIPO** Service Provider, **Computershare Hong Kong Investor Services Limited**, both at +852 2862 8600 on the following dates:

Tuesday, February 28, 2023 – 9:00 a.m. to 9:00 p.m.
Wednesday, March 1, 2023 – 9:00 a.m. to 9:00 p.m.
Thursday, March 2, 2023 – 9:00 a.m. to 9:00 p.m.
Friday, March 3, 2023 – 9:00 a.m. to 12:00 noon

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website addresses above.

Please refer to the section headed “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the procedures through which you can apply for the Hong Kong Offer Shares electronically.

Your application must be for a minimum of 500 Hong Kong Offer Shares and in one of the numbers set out in the table. You are required to pay the amount next to the number you select.

JF Wealth Holdings Ltd

(HK\$18.78 per Hong Kong Offer Share)

NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS

No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>	No. of Hong Kong Offer Shares applied for	Amount payable on application <i>HK\$</i>
500	9,484.69	7,000	132,785.78	50,000	948,469.81	700,000	13,278,577.41
1,000	18,969.40	8,000	151,755.18	60,000	1,138,163.77	800,000	15,175,517.05
1,500	28,454.09	9,000	170,724.56	70,000	1,327,857.73	900,000	17,072,456.66
2,000	37,938.79	10,000	189,693.96	80,000	1,517,551.70	1,000,000	18,969,396.30
2,500	47,423.49	15,000	284,540.95	90,000	1,707,245.68	1,500,000	28,454,094.46
3,000	56,908.18	20,000	379,387.92	100,000	1,896,939.64	2,000,000	37,938,792.60
3,500	66,392.88	25,000	474,234.91	200,000	3,793,879.25	2,500,000	47,423,490.76
4,000	75,877.58	30,000	569,081.89	300,000	5,690,818.89	2,981,000 ⁽¹⁾	56,547,770.37
4,500	85,362.28	35,000	663,928.88	400,000	7,587,758.52		
5,000	94,846.99	40,000	758,775.85	500,000	9,484,698.16		
6,000	113,816.38	45,000	853,622.84	600,000	11,381,637.78		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

THE LISTING APPLICATION

We have applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option).

STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises:

- the Hong Kong Public Offering of initially 5,962,000 Offer Shares (subject to adjustment) in Hong Kong, representing approximately 10% of the total number of Offer Shares initially available under the Global Offering, and
- the International Offering of initially 53,656,500 Offer Shares (subject to adjustment and the Over-allotment Option), representing approximately 90% of the total number of Offer Shares initially available under the Global Offering.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to re-allocation as described in the section headed “The Structure of the Global Offering” in the Prospectus.

In particular, the Overall Coordinators may, at their discretion, re-allocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such re-allocation is done other than pursuant to the clawback mechanism as described in the paragraphs headed “The Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus, the maximum total number of Offer Shares that may be available under the Hong Kong Public Offering following such re-allocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 11,924,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$16.98 per Offer Share).

Under the International Underwriting Agreement, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Overall Coordinators (for themselves and on behalf of the International Underwriters) at any time from the Listing Date until 30th day after the last day for lodging applications under the Hong Kong Public Offering (being Sunday, April 2, 2023), to require the Company to allot and issue up to an aggregate of 8,942,500 Shares, representing approximately 15.0% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover the over-allocations in the International Offering, if any. In the event the Over-allotment Option is exercised, the Company will make an announcement which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (jwealth.investorroom.com), respectively.

PRICING

The Offer Price will not be more than HK\$18.78 per Offer Share and is expected to be not less than HK\$16.98 per Offer Share unless otherwise announced. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$18.78 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027%, AFRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.00565%, subject to refund if the Offer Price as finally determined is less than HK\$18.78 per Offer Share.

EXPECTED TIMETABLE

Hong Kong Public Offering commences9:00 a.m. on
Tuesday, February 28, 2023

Latest time to complete electronic applications under
White Form eIPO service through the designated
website at www.eipo.com.hk11:30 a.m. on
Friday, March 3, 2023

Application lists open11:45 a.m. on
Friday, March 3, 2023

Latest time to (a) lodge completing payment of
White Form eIPO applications by effecting internet banking
transfers(s) or PPS payment transfer(s) and (b) giving
electronic application instructions to HKSCC..... 12:00 noon on
Friday, March 3, 2023

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close 12:00 noon on
Friday, March 3, 2023

Expected Price Determination Date Friday, March 3, 2023

Announcement of the final Offer Price, the level of indications
of interest in the International Offering, the level of
applications in the Hong Kong Public Offering and the
basis of allocation of the Hong Kong Offer Shares under
the Hong Kong Public Offering to be published and on
the website of the Stock Exchange at www.hkexnews.hk
and the Company's website at jfwealth.investorroom.com
on or beforeThursday, March 9, 2023

The results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels, including:

- in the announcement to be posted on our website and the website of the Stock Exchange at jfwealth.investorroom.com and www.hkexnews.hk respectively Thursday, March 9, 2023
- from the designated results of allocations website at www.iporeresults.com.hk (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a "search by ID" function from 8:00 a.m. on Thursday, March 9, 2023 to 12:00 midnight on Wednesday, March 15, 2023
- from the allocation results telephone enquiry by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on. Thursday, March 9, 2023, Friday, March 10, 2023, Monday, March 13, 2023 and Tuesday, March 14, 2023

Share certificates in respect of wholly or partially successful applications to be dispatched/collected or deposited into CCASS on or before Thursday, March 9, 2023

White Form e-Refund payment instructions/refund checks in respect of wholly or partially successful applications if the final Offer Price is less than the maximum Offer Price per Offer Share initially paid on application (if applicable) or wholly or partially unsuccessful applications to be dispatched/collected on or before. Thursday, March 9, 2023

Dealings in the Shares on the Stock Exchange expected to commenced at 9:00 a.m. on Friday, March 10, 2023

The application for the Hong Kong Offer Shares will commence on Tuesday, February 28, 2023 through Friday, March 3, 2023. The application monies (including brokerage, AFRC transaction levy, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Thursday, March 9, 2023. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Friday, March 10, 2023.

SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. 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 have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

ELECTRONIC APPLICATION CHANNELS

White Form eIPO

You may submit your application through the **White Form eIPO** service on the designated website at www.eipo.com.hk (24 hours daily, except on the last day for applications) from 9:00 a.m. on Tuesday, February 28, 2023 until 11:30 a.m. on Friday, March 3, 2023 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, March 3, 2023, the last day for applications, or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares – (C) Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

CCASS EIPO⁽¹⁾

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, February 28, 2023	– 9:00 a.m. to 8:30 p.m.
Wednesday, March 1, 2023	– 8:00 a.m. to 8:30 p.m.
Thursday, March 2, 2023	– 8:00 a.m. to 8:30 p.m.
Friday, March 3, 2023	– 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, February 28, 2023 until 12:00 noon on Friday, March 3, 2023 (24 hours daily, except on Friday, March 3, 2023, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, March 3, 2023, the last day for applications or such later time as described in “How to Apply for Hong Kong Offer Shares – C. Effect of Bad Weather and/or Extreme Conditions on the Opening and Closing of the Application Lists” in the Prospectus.

Note:

- (1) The times in this sub-section are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, March 9, 2023.

Please refer to the sections headed “The Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the GREEN Application Form and the designated website (www.eipo.com.hk) for White Form eIPO.

PUBLICATION OF RESULTS

The Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Thursday, March 9, 2023 on the website of the Company at jwealth.investorroom.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offering will be available through a variety of channels at the times and dates and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — (D) Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “The Structure of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, AFRC transaction levy and the Stock Exchange trading fee, will be refunded, without interest.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, March 10, 2023 (Hong Kong time), provided that the Global Offering has become unconditional and the right of termination described in the paragraphs headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. on Friday, March 10, 2023 (Hong Kong time), dealings in the Shares are expected to commence at 9:00 a.m. on Friday, March 10, 2023 (Hong Kong time). The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 9636.

By order of the Board
JF Wealth Holdings Ltd
CHEN Wenbin
Chairman of the Board

Hong Kong, February 28, 2023

As of the date of this announcement, the non-executive Directors are Mr. CHEN Wenbin, Mr. YAN Ming, Ms. CHEN NINGFENG and Mr. CHEN Jigeng, the executive Director is Mr. CAI Zi and the independent non-executive Directors are Dr. ZHAO Guoqing, Mr. FAN Yonghong and Mr. TIAN Shu.