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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Jakota Capital (Holding) Group**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchaser or subscribe for any securities of the Company.

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**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)**

**(1) PROPOSED SHARE CONSOLIDATION;**  
**(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND**  
**SUB-DIVISION OF UNISSUED SHARES;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Financial adviser to the Company**



**DILIGENT**  
**CAPITAL**

**Diligent Capital Limited**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 7 to 18 of this circular.

A notice convening the EGM to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Monday, 22 June 2026 at 11:00 a.m. or any adjournment thereof is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM by the Shareholders is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. no later than 11:00 a.m. on Saturday, 20 June 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

29 May 2026

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Announcements”	the announcements issued by the Company dated 6 March 2026, 13 March 2026, 27 March 2026, 17 April 2026 and 8 May 2026 in relation to the Share Consolidation, the Capital Reduction and the Share Sub-division
“Articles”	the articles of association of the Company, as amended or restated from time to time
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the issued share capital of the Company, whereby the nominal value of each issued Consolidated Share will be reduced from HK\$0.50 to HK\$0.10 by cancelling HK\$0.40 of the paid-up capital for each issued Consolidated Share
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961), of the Cayman Islands as consolidated and revised
“Company”	Jakota Capital (Holding) Group 嘉高達資本(控股)集團, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Hong Kong Stock Exchange (stock code: 1468)
“Consolidated Share(s)”	the ordinary share(s) of par value HK\$0.50 each in the share capital of the Company upon the Share Consolidation becoming effective
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting to be convened at 11:00 a.m. on Monday, 22 June 2026 at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, Hong Kong or any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-4 of this circular

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## DEFINITIONS

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“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time, and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures, and administrative requirements relating to the operations and functions of CCASS, as from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and not connected with the Company and its connected persons (or any of their respective associates)
“Latest Practicable Date”	27 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“New Share(s)”	the ordinary share(s) of par value HK\$0.10 each in the issued and unissued share capital of the Company upon the Share Consolidation, the Capital Reduction, and the Share Subdivision becoming effective

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## DEFINITIONS

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“Registrar”	Tricor Investor Services Limited, being the branch share registrar and transfer office of the Company in Hong Kong
“Share(s)”	the ordinary share(s) of par value HK\$0.10 each in the share capital of the Company before the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Shares with a par value of HK\$0.10 each, into one (1) Consolidated Share with a par value of HK\$0.50 each
“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Consolidated Share of par value HK\$0.50 each into five (5) New Shares with a par value of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation, the Capital Reduction and the Share Sub-division is set out below:*

<b>Event(s)</b>	<b>Time and date</b>
Expected date of despatch of the Circular, the notice of the EGM, and the form of proxy of the EGM .....	Friday, 29 May 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.....	4:30 p.m. on Friday, 12 June 2026
Closure of the register of members for determining the entitlement to attend and vote at the EGM .....	Monday, 15 June 2026 to Monday, 22 June 2026 (both days inclusive)
Latest date and time for lodging the forms of proxy for the EGM.....	11:00 a.m. on Saturday, 20 June 2026
Record date for attendance and voting at the EGM.....	Monday, 22 June 2026
Expected date and time of the EGM .....	11:00 a.m. on Monday, 22 June 2026
Publication of the announcement of the poll results of the EGM .....	Monday, 22 June 2026
 <b>The following events are conditional upon the results of the EGM, and therefore, the dates are tentative only.</b>	
Effective date of the Share Consolidation.....	Wednesday, 24 June 2026
First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares.....	Wednesday, 24 June 2026
Dealings in the Consolidated Shares commence .....	9:00 a.m. on Wednesday, 24 June 2026
Original counter for trading in Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes.....	9:00 a.m. on Wednesday, 24 June 2026

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## EXPECTED TIMETABLE

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Event(s)	Time and date
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Wednesday, 24 June 2026
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens . . . . .	9:00 a.m. on Thursday, 9 July 2026
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 Thursday, 9 July 2026
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Thursday, 9 July 2026
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares . . . . .	4:00 p.m. Wednesday, 29 July 2026
Temporary counter for trading Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes . . . . .	4:10 p.m. Wednesday, 29 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificate(s) and existing share certificate(s)) ends . . . . .	4:10 p.m. Wednesday, 29 July 2026
Last date and time for the free exchange of existing share certificates for the new share certificates of the Consolidated Shares . . . . .	4:30 p.m. Friday, 31 July 2026

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## EXPECTED TIMETABLE

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Event(s)	Time and date
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**The following events are conditional upon the results of the EGM and the confirmation of the Court on the Capital Reduction, and therefore, the dates are tentative only.**

Effective date and time of the Capital Reduction and the Share Sub-division . . . . .	9:00 a.m. on Monday, 31 August 2026
Commencement of dealing in the New Shares. . . . .	Monday, 31 August 2026
First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares. . . . .	Monday, 31 August 2026
Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares . . . . .	Wednesday, 30 September 2026



**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)**

*Executive Directors:*

Mr. Mong Cheuk Wai  
Mr. Leung Siu Kee

*Independent Non-executive Directors:*

Ms. Mak Yun Chu  
Mr. Hung Wai Che  
Mr. Chan Ting Fung

*Registered office:*

Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarter and principal place of  
business in Hong Kong:*

Room 902, 9th Floor  
Harbour Centre, Tower 2  
8 Hok Cheung Street  
Hung Hom, Kowloon  
Hong Kong

29 May 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;**  
**(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND**  
**SUB-DIVISION OF UNISSUED SHARES;**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Announcements.

The purpose of this circular is to provide you with information containing, among other things, (i) further details in relation to the Share Consolidation, the Capital Reduction and the Share Sub-division, and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Shares of par value of HK\$0.10 each be consolidated into one (1) Consolidated Share of HK\$0.50 each.

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

As of the Latest Practicable Date, the authorised share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 Shares, each with a par value of HK\$0.10. Out of this total, 2,084,154,756 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 Latest Practicable Date until the date of the EGM, immediately after the Share Consolidation becomes effective, the authorised share capital of the Company will become HK\$1,000,000,000, divided into 2,000,000,000 Consolidated Shares, each with a par value of HK\$0.50. Of this total, 416,830,951 Consolidated Shares will be issued and will have been fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants, other securities, or conversion rights or similar rights which are convertible or exchangeable into any Shares or Consolidated Shares.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not affect the Company's underlying assets, business operations, management, or financial position. Furthermore, the proportionate interests and rights of the Shareholders will remain unchanged, with the exception of fractional Consolidated Shares that will not be allocated to the Shareholders who might otherwise have been entitled to them.

The Directors are of the view that the Share Consolidation will not have any material adverse effect on the financial position of the Group and believe that the Share Consolidation is in the interest of the Company and the Shareholders as a whole.

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

The Share Consolidation is conditional upon fulfilment of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

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## LETTER FROM THE BOARD

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- (ii) the grant of listing approval by the Listing Committee of the Stock Exchange, allowing for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becomes effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to implement the Share Consolidation.

Assuming all the above conditions are satisfied, the effective date of the Share Consolidation is expected to be on Wednesday, 24 June 2026.

As at the Latest Practicable Date, none of the conditions above had yet been fulfilled.

### **Application for listing of the Consolidated Shares**

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

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the 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 HKSCC and HKSCC 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 Shares is listed or traded on any stock exchange other than the Stock Exchange. Upon the effective date of the Share Consolidation, the Consolidated Shares 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.

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

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

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## LETTER FROM THE BOARD

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### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Orient Securities Limited as its designated broker to provide matching services, on a best efforts basis, regarding the sale and purchase of odd lots of Consolidated Shares from 9:00 a.m. on Thursday, 9 July 2026 to 4:00 p.m. on Wednesday, 29 July 2026 (both days inclusive). 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, should contact Orient Securities Limited at telephone number: (852) 2180 9292 or by facsimile at (852) 2180 9288, during office hours (i.e. 9:00 a.m. to 4:30 p.m.) of the such period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot matching arrangement, is recommended to consult his/her/its own professional advisers.

**Shareholders who hold odd lots of the Consolidated Shares should be aware that there is no guarantee of matching the sale and purchase of these odd lots. If the Shareholders have any questions or concerns about the odd lots matching arrangement, it is advisable to consult your own professional advisers.**

**Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **Exchange of share certificates**

Subject to the Share Consolidation becoming effective, Shareholders may during the period from Wednesday, 24 June 2026 to 4:30 p.m. on Friday, 31 July 2026 (both days inclusive) submit their share certificates for the Consolidated Shares (in green colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. In return, the relevant Shareholders will receive new share certificates for the New Shares (in blue colour) at the Company's expense, within the specified free exchange period following the effective date of the Capital Reduction and Share Subdivision. Thereafter, share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever number of certificates cancelled/issued is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Wednesday, 29 July 2026, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share

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## LETTER FROM THE BOARD

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certificates will continue to be good evidence of title to the Consolidated Shares on the basis of five (5) Shares for one (1) Consolidated Share.

The new share certificates for the Consolidated Shares will be issued in green colour in order to distinguish them from the share certificates for the Shares which are in yellow colour.

### **Reasons for the Share Consolidation**

According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” published by Hong Kong Exchanges and Clearing Limited on 28 November 2008, and subsequently updated in September 2024, it is noted that the expected board lot value for securities trades should exceed HK\$2,000, taking into consideration the minimum transaction costs. In addition, in December 2025, the Stock Exchange released a consultation paper outlining proposed enhancements to the board lot framework in the Hong Kong securities market to support greater efficiency across trading, clearing, and settlement processes (the “**Consultation**”). As part of the Consultation, the Stock Exchange is considering standardising board lot units for securities trading, reducing the number of available units from over 40 to just 8. Moreover, the minimum board lot value guidance is proposed to be halved to HK\$1,000, with a ceiling guidance of HK\$50,000.

The Board determined that the Share Consolidation is expected to increase both the trading price of the shares and the value of a board lot. Based on the closing price of HK\$0.061 per Share, equivalent to a theoretical closing price of HK\$0.305 per Consolidated Share, as quoted on the Stock Exchange as of the Latest Practicable Date, the theoretical value of each board lot of Consolidated Shares will be HK\$3,050. In light of this information, the Board believes that the Share Consolidation will lead to a corresponding increase in the trading price per Consolidated Share on the Stock Exchange.

Furthermore, the Share Consolidation is expected to reduce overall transaction and handling costs associated with trading the Shares. This supports the goals outlined in the Consultation, which aims to improve efficiency in trading, clearing, and settlement processes. After thoroughly evaluating these factors, the Board is confident that the Share Consolidation is justified for both the Company and its Shareholders.

In addition to the above, the Company would like to clarify its announcement dated 6 March 2026. This announcement clearly stated that the Company does not plan to undertake any corporate actions over the next 12 months that could potentially undermine the objectives of the Share Consolidation. Furthermore, the Company indicated that there are no concrete plans for fundraising activities during this period. However, on 9 March 2026, the Company announced its decision to initiate a fundraising exercise by placing new shares under a general mandate, following the execution of a placement agreement with its wholly-owned subsidiary, Kingkey Securities Group Limited.

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## LETTER FROM THE BOARD

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Before executing the placing agreement on 7 March 2026, the Company received a request from E Cash Fintech Limited (the “**Creditor**”) for a written repayment schedule for an overdue loan. The principal amount of this loan is HK\$16 million, with an annual interest rate of 10%. As of the Latest Practicable Date, the Creditor has verbally indicated that it will not request repayment of the loan at this time; however, further discussions are necessary to finalise the terms of the loan extension, including the repayment date. Currently, the Creditor has expressed a willingness to allow an extension, and the Company is engaged in negotiations to establish a repayment date of 30 September 2026. To the best of the Directors’ knowledge, information, and belief, following diligent inquiries, the Creditor is a wholly-owned subsidiary of Minerva Group Holding Limited, a company incorporated in Bermuda with limited liability, has its shares listed on the main board of the Stock Exchange under the stock code: 397. Based on this information, the Directors assessed that the Creditor and its ultimate beneficial owners are considered Independent Third Parties.

In response to these developments, the Board conducted a thorough assessment of the Group’s capability to meet its repayment obligations to the Creditor at that time. This evaluation focused on two primary aspects: (i) a review of the Group’s available cash resources, and (ii) an exploration of potential financing options that may be required should additional funds be necessary for loan repayment. A summary of the findings from this evaluation was subsequently presented in the Company’s announcement dated 29 April 2026.

After careful deliberation, the Board decided to proceed with the placement to address unforeseen but critical funding needs, maintain the Group’s liquidity, and mitigate the risk that the Creditor’s actions could compromise the Group’s operations.

Except as disclosed above, as of the Latest Practicable Date, the Company has no intention of initiating any further corporate actions over the next 12 months that may undermine or negate the intended purpose of the Share Consolidation, nor does it possess any definitive plans to engage in additional fundraising activities within that timeframe. The Board believes that the Share Consolidation will not have a material adverse effect on the financial position of the Group or alter the relative rights of the Shareholders.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

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

The Shares are currently traded on the Stock Exchange in a board lot size of 10,000 Shares. Following the implementation of the Share Consolidation, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

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## LETTER FROM THE BOARD

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As of the Latest Practicable Date, the closing price for the Share is HK\$0.061 (equivalent to a theoretical closing price of HK\$0.305 per Consolidated Share). Assuming the Share Consolidation becomes effective, (i) the value per board lot of 10,000 Shares is HK\$610; and (ii) the estimated value per board lot of 10,000 Consolidated Shares would be HK\$3,050.

#### 4. PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board proposes that, immediately after the Share Consolidation becomes effective, the Capital Reduction and the Share Sub-division will be implemented, which involves the following:

- (i) the issued share capital of the Company will be reduced by cancelling the paid-up capital by HK\$0.40 for each Consolidated Share, resulting in a reduction of the par value of each issued Consolidated Share from HK\$0.50 to HK\$0.10; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with a par value of HK\$0.50 will be subdivided into five (5) New Shares, each with a par value of HK\$0.10.

Upon the effective implementation of the Capital Reduction and the Share Sub-division, the size of each board lot for the New Shares will remain the same as that of the Consolidated Shares, being 10,000 New Shares per board lot, and the New Shares will rank *pari passu* in all respects, in accordance with provisions set forth in the Memorandum.

#### Effect of the Capital Reduction and the Share Sub-division

Following the effective date of the Share Consolidation, as well as the Capital Reduction and Share Sub-division, and assuming that no additional Shares or Consolidated Shares are issued or repurchased from the Latest Practicable Date until the implementation date of the Capital Reduction and Share Sub-division, the authorised share capital of the Company will be HK\$1,000,000,000, which will be divided into 10,000,000,000 New Shares, each carrying a par value of HK\$0.10. Of this total, 416,830,951 New Shares will be issued and will have been fully paid or credited as fully paid.

As of the Latest Practicable Date, the Company has 2,084,154,756 Shares in issue, and if applicable, 416,830,951 Consolidated Shares that will be in effect once the Share Consolidation becomes effective. It is anticipated that, provided no additional Shares or Consolidated Shares are issued or repurchased before the implementation date of the Capital Reduction and the Share Sub-division, a credit of HK\$166,732,380 will result from the Capital Reduction. It is proposed that this credit be allocated to the Company's distributable reserve account. The Board will determine the appropriate use of these funds in accordance with applicable laws and regulations, as well as the provisions outlined in the Memorandum.

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## LETTER FROM THE BOARD

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Assuming that there is no change in the number of issued Shares from the Latest Practicable Date until the effective date of the Share Consolidation, the Capital Reduction, and the Share Sub-division, the capital structure of the Company will be as follows:

	<b>As of the Latest Practicable Date</b>	<b>Immediately after the Share Consolidation becomes effective, but before the Capital Reduction and Share Subdivision takes effect</b>	<b>Immediately after the Share Consolidation, the Capital Reduction and Share Subdivision takes effect</b>
Par value of each Share or Consolidated Share	HK\$0.10	HK\$0.50	HK\$0.10
Number of authorised Shares	10,000,000,000	2,000,000,000	10,000,000,000
Total authorised share capital of the Company	HK\$1,000,000,000	HK\$1,000,000,000	HK\$1,000,000,000
Number of Shares in issue	2,084,154,756	416,830,951	416,830,951
Total issued share capital of the Company	HK\$208,415,475	HK\$208,415,475	HK\$41,683,095

Other than the expenses to be incurred in relation to the Capital Reduction and Share Subdivision, the implementation thereof will not affect the Company's underlying assets, business operations, management, or financial position. Furthermore, the proportionate interests and rights of the Shareholders will remain unchanged, with the exception of fractional Consolidated Shares that will not be allocated to the Shareholders who might otherwise have been entitled to them.

The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and believe that the Capital Reduction and the Share Sub-division are in the interest of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Conditions of the Capital Reduction and the Share Sub-division**

The Capital Reduction and the Share Sub-division are conditional upon fulfilment of the following conditions:

- (i) the effectiveness of the Share Consolidation;
- (ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;
- (iii) the Court granting an order confirming the Capital Reduction;
- (iv) compliance with any conditions that the Court may impose in relation to the Capital Reduction;
- (v) the registration that must be completed by the Registrar of Companies in the Cayman Islands, including a copy of the Court's order confirming the Capital Reduction and the minute, as approved by the Court, which details the necessary information regarding the Capital Reduction as required under the Companies Law;
- (vi) the grant of listing approval by the Listing Committee of the Stock Exchange, allowing for the listing of, and permission to deal in, the New Shares upon the Capital Reduction and Share Sub-division becomes effective; and
- (vii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to implement the Capital Reduction and Share Sub-division.

The Capital Reduction and the Share Sub-division will take effect upon the fulfilment of the above conditions. Following the approval of the Share Consolidation, the Capital Reduction, and the Share Sub-division by the Shareholders of the Share Consolidation, the Capital Reduction, and the Share Sub-division at the EGM, the legal advisors of the Company, specialising in the Cayman Islands law, will file an application with the Court for a hearing date(s) to confirm the Capital Reduction. The Company will issue an announcement detailing the preliminary timetable once the Court hearing dates are established.

As at the Latest Practicable Date, none of the conditions above had yet been fulfilled.

### **Application for listing of the New Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective.

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## LETTER FROM THE BOARD

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Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reduction and the Share Sub-division 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 HKSCC and HKSCC 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 Shares is listed or traded on any stock exchange other than the Stock Exchange. Upon the effective date of the Capital Reduction and the Share Sub-division, the New Shares 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.

### **Exchange of share certificates for the New Shares**

As the Court hearing dates have not yet been established, the effective date for the Capital Reduction and Share Subdivision remains uncertain at this time. In the event that the Capital Reduction and Share Sub-division are approved, Shareholders will have the opportunity to submit their share certificates for the Consolidated Shares (in green colour) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. In return, the relevant Shareholders will receive new share certificates for the New Shares (in blue colour) at the Company's expense, within the specified free exchange period following the effective date of the Capital Reduction and Share Subdivision. Additional details relating to the free exchange of share certificates will be announced by the Company promptly once the effective date of the Capital Reduction and the Share Sub-division is confirmed.

The Company will publish announcements to keep Shareholders updated regarding the Court hearing dates, the effective date of the Capital Reduction, the Share Sub-division, and the timeline for Shareholders to submit their share certificates for the Consolidated Shares in exchange for new share certificates for the New Shares, once these details have been confirmed and/or updated.

All existing certificates of the Consolidated Shares or (as the case may be) the Shares will continue to serve as valid evidence of title to such Shares. However, all existing certificates for the Shares will no longer be valid for trading or settlement.

### **Reasons for the Capital Reduction and Share Sub-division**

According to the Companies Law, a company is not allowed to issue shares at a price lower than their nominal value. Once the Share Consolidation is completed, and before the

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## LETTER FROM THE BOARD

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Capital Reduction and Share Sub-division are implemented, the nominal value of the Consolidated Shares will be set at HK\$0.50 per Share. If the Capital Reduction and Share Sub-division take effect, the nominal value of the New Shares will be adjusted to HK\$0.10 per Share. This adjustment will provide greater flexibility in setting pricing for future share issuances by the Company.

Additionally, the credit arising in the Company's distributable reserve account as a result of the Capital Reduction will enable the Company to offset its accumulated losses. This credit may also be utilised in the future for distributions to Shareholders or in any manner permitted by applicable laws, as well as the Memorandum and the Articles. In light of this, the Board is confident that the Capital Reduction and Share Sub-division will be advantageous and align with the best interests of the Company and its Shareholders as a whole.

### **5. EGM**

The EGM will be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Monday, 22 June 2026 for the Shareholders to consider and, if thought fit, pass the necessary resolutions for approving the Share Consolidation, the Capital Reduction and the Share Sub-division. The necessary resolutions approving the Share Consolidation, the Capital Reduction and the Share Sub-division will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best knowledge, information and belief of the Directors, no Shareholder has a material interest in the Share Consolidation, the Capital Reduction or the Share Sub-division or is required to abstain from voting on the necessary resolutions for approving the Share Consolidation, the Capital Reduction and the Share Sub-division at the EGM.

The notice of the EGM is set out on pages EGM-1 to EGM-4 of this circular.

For the purposes of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 15 June 2026 to Monday, 22 June 2026 (both days inclusive) during which period no transfer of the Shares will be registered. In order to qualify for attendance and voting at the EGM, each Shareholder must lodge all properly completed transfer forms, accompanied by the relevant share certificates, with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 12 June 2026.

### **6. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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

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## LETTER FROM THE BOARD

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this circular 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 circular misleading.

### 7. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to the Share Consolidation, the Capital Reduction and the Share Sub-division to be put forward at the EGM are in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Share Consolidation, the Capital Reduction and the Share Sub-division.

Yours faithfully,  
By order of the Board  
**Jakota Capital (Holding) Group**  
**Mong Cheuk Wai**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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)**

#### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Jakota Capital (Holding) Group (the “**Company**”) will be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, Hong Kong on Monday, 22 June 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

#### ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities of the Stock Exchange to effect the Share Consolidation (as defined below):
  - (a) with effect from the second business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
    - (i) every five (5) issued and unissued ordinary shares of par value HK\$0.10 each in the share capital of the Company be consolidated into one (1) share (each a “**Consolidated Share**”) of par value HK\$0.50 (the “**Share Consolidation**”), such Consolidated Shares to rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (ii) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);
- (iii) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares of par value of HK\$0.10 each to HK\$1,000,000,000 divided into 2,000,000,000 ordinary shares of par value of HK\$0.50 each; and
- (iv) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which relate to the Share Consolidation and are of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider(s) necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

And for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as a special resolution:

2. **“THAT** subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) in issue and to be issued upon the Capital Reduction (as defined below) and the Sub-division (as defined below) becoming effective; (ii) the Grand Court of the Cayman Islands (**“Court”**) granting an order confirming the Capital Reduction; (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction; (iv) the registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act (Revised) of the Cayman Islands with respect to the Capital Reduction; (v) compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Capital Reduction and the Sub-division; and (vi) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Sub-division, with effect from the date on which the above conditions are fulfilled (the **“Effective Date”**):
  - (a) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.40 on each of the issued Consolidated Shares of the Company of par value HK\$0.50 each (the **“Shares”**) such that the par value of each issued Share will be reduced from HK\$0.50 to HK\$0.10 (the **“Capital Reduction”**);

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) immediately after the Capital Reduction becomes effective, each of the authorised but unissued Consolidated Shares of par value HK\$0.50 each be sub-divided (the “**Sub-division**”) into five (5) unissued new shares of par value HK\$0.10 each (the “**New Shares**”), such New Shares to rank *pari passu* in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of ordinary shares contained in the memorandum and articles of association of the Company;
- (c) immediately following the Capital Reduction and the Sub-division, the authorised share capital of the Company be changed from HK\$1,000,000,000 divided into 10,000,000,000 Shares to HK\$1,000,000,000 divided into 2,000,000,000 New Shares;
- (d) the credit arising from the Capital Reduction be applied towards offsetting the accumulated losses of the Company (the “**Accumulated Losses**”) as at the Effective Date and the balance of any such credit remaining after offsetting the Accumulated Losses (if any) be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company; and
- (e) each director of the Company be is hereby authorised to do all such acts and things and execute (under hand or as a deed and, where appropriate, under the common seal of the Company) each such document, on behalf of the Company, as that director may consider necessary or expedient to give effect to, or in connection with, the Capital Reduction or the Sub-division.”

Yours faithfully,  
By order of the Board  
**Jakota Capital (Holding) Group**  
**Mong Cheuk Wai**  
*Chairman and Executive Director*

Hong Kong, 29 May 2026

*Notes:*

1. Voting at the EGM will be taken by poll as required under the Listing Rules.
2. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
3. The register of members of the Company will be closed from Monday, 15 June 2026 to Monday, 22 June 2026 (both days inclusive) for determining the entitlements of the Shareholders to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfers of Shares (together with the relevant share

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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certificates and instruments of transfer) must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on Friday, 12 June 2026.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
8. The English text of this notice of extraordinary general meeting shall prevail over the Chinese text in case of inconsistency.
9. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on date of the EGM that either of the abovementioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will publish an announcement on the websites of the Company and the Stock Exchange to notify members of the date, time and place of the rescheduled EGM.
10. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
11. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions bearing in mind their own situations and if they choose to do so, they are advised to exercise care and caution.
12. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.

*As at the date of this notice, 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.*