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**禹洲集團控股有限公司**

**YUZHOU GROUP HOLDINGS COMPANY LIMITED**

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

**(Equity Stock Code: 01628)**

**(Debt Security Stock Codes: 40112, 40343, 40517 and 05287)**

**(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF 49  
RIGHTS SHARES FOR EVERY 100 SHARES HELD ON  
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS  
AND  
(II) ADJUSTMENTS TO THE SHARE OPTIONS**

Reference is made to the prospectus of Yuzhou Group Holdings Company Limited (the “**Company**”) dated 23 June 2025 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

**RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that all conditions set out in the Prospectus had been fulfilled and the Rights Issue became unconditional on Wednesday, 9 July 2025.

As at 4:00 p.m. on Tuesday, 8 July 2025, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares:

- (i) a total of 48 valid acceptances of provisional allotments of the Rights Shares under the PALs have been received for a total of 2,490,828,165 Rights Shares, representing approximately 77.68% of the maximum number of 3,206,515,655 Rights Shares offered under the Rights Issue; and

- (ii) a total of 23 valid applications for the excess Rights Shares under the EAFs have been received for a total of 200,132,291 Rights Shares, representing approximately 6.24% of the maximum number of 3,206,515,655 Rights Shares offered under the Rights Issue.

In aggregate, a total of 71 valid acceptances and applications in respect of a total of 2,690,960,456 Rights Shares have been received, representing approximately 83.92% of the maximum number of 3,206,515,655 Rights Shares offered under the Rights Issue. The Rights Issue was under-subscribed by 515,555,199 Rights Shares, representing approximately 16.08% of the maximum number of 3,206,515,655 Rights Shares offered under the Rights Issue.

The gross proceeds raised from the Rights Issue are approximately HK\$94.2 million and the net proceeds from the Rights Issue after deducting the estimated expenses in relation to the Rights Issue are estimated to be approximately HK\$92.2 million. The Company intends to apply the net proceeds from the Rights Issues as follows:

- (i) out of proceeds attributable to the subscription for the Rights Shares in respect of the Undertaking Shares of approximately HK\$66.3 million:
  - (a) approximately HK\$42.9 million for the payment of the RSA Fees; and
  - (b) approximately HK\$23.4 million for the payment of work fee to the creditors and/or fees of the Ad Hoc Group's advisors; and
- (ii) out of the remaining proceeds of approximately HK\$25.9 million:
  - (a) approximately HK\$14.1 million for the payment of fees (primarily work fee payable to the creditors) in connection with the Proposed Restructuring; and
  - (b) approximately HK\$11.8 million for the general working capital needs and other expenses of the Group.

## **EXCESS APPLICATIONS**

Given the valid acceptances of provisional allotments of the Rights Shares under the PALs mentioned above, a total of 715,687,490 Rights Shares, representing approximately 22.32% of the total number of Rights Shares, were available for excess application under the EAFs. As the number of Rights Shares available for excess application was sufficient to satisfy all valid applications for excess Rights Shares under the EAFs, the Board considers it is fair and equitable to accept all valid excess applications for a total of 200,132,291 Rights Shares under the EAFs and to allot and issue such number of Rights Shares to the relevant applicants in full.

Therefore, no refund cheques for wholly and partially unsuccessful applications for excess Rights Shares will be posted.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the completion of the Rights Issue is set out below:

	Immediately before the completion of the Rights Issue		Immediately after the completion of the Rights Issue	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Sponsors ( <i>Note 1</i> )	3,866,886,700	59.09%	5,761,661,179	62.39%
Overseas Chinese Town ( <i>Note 2</i> )	650,729,098	9.94%	650,729,098	7.05%
Mr. Lin Conghui ( <i>Note 3</i> )	10,265,697	0.16%	10,265,697	0.11%
Public Shareholders	<u>2,016,028,005</u>	<u>30.81%</u>	<u>2,812,213,982</u>	<u>30.45%</u>
Total	<u><u>6,543,909,500</u></u>	<u><u>100.00%</u></u>	<u><u>9,234,869,956</u></u>	<u><u>100.00%</u></u>

*Notes:*

1. The Sponsors, namely Ms. Kwok (Chairman, executive Director and Chief Executive Officer of the Company) and Mr. Lam (non-executive Director), are married to each other. As at the date of this announcement, (i) Ms. Kwok is directly interested in 2,062,514 Shares and indirectly interested in 2,858,808,586 Shares held by Plentiful Wise Developments Limited, a company wholly-owned by herself; and (ii) Mr. Lam is directly interested in 41,317,593 Shares and indirectly interested in 2,859,472,486 Shares held by Studios Profits Limited, a company wholly-owned by himself.
2. As at the date of this announcement, Overseas Chinese Town is interested in 650,729,098 Shares through its wholly-owned subsidiary, City Legend International Limited (華昌國際有限公司).
3. As at the date of this announcement, Mr. Lin Conghui, an executive Director, is directly interested in 10,265,697 Shares. Mr. Lin Conghui is the brother-in-law of Mr. Lam.

## DESPATCH OF SHARE CERTIFICATES

The share certificates for the fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered addresses at their own risk on Wednesday, 16 July 2025.

## COMMENCEMENT OF DEALINGS IN THE RIGHTS SHARES

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 17 July 2025.

## ARRANGEMENT ON ODD LOT TRADING

As contemplated in the Prospectus, in order to facilitate the trading of odd lots of Shares arising from the Rights Issue, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the holders of odd lots of Shares during the period from 9:00 a.m. on Thursday, 17 July 2025 to 4:00 p.m. on Wednesday, 6 August 2025 (both days inclusive).

Shareholders who wish to take advantage of this service either to dispose of their odd lots of the Shares or to top up their odd lots to a full board lot may contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to make an appointment in advance at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) within such period.

Holders of Shares in odd lots should note that the matching services mentioned above are on a best effort basis only and successful matching of the sale and purchase of odd lots of Shares is not guaranteed and will depend on there being adequate number of odd lots of Shares available for matching. Shareholders are advised to consult their professional advisers if they are in doubt about the above arrangements.

## ADJUSTMENTS TO THE SHARE OPTIONS

Immediately before completion of the Rights Issue, there were 96,414,000 outstanding Share Options granted under the Share Option Schemes.

Pursuant to the terms and conditions of the Share Option Schemes and the Listing Rules, the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options will be adjusted with effect from Wednesday, 16 July 2025, upon the allotment and issue of the Rights Shares pursuant to the Rights Issue.

As a result of the Rights Issue, the Company has calculated the necessary adjustments (the “**Adjustments**”) to the exercise price and the number of Shares to be issued upon exercise of the outstanding Share Options in accordance with (i) the terms and conditions of the Share Option Schemes; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Frequently Asked Question No. 072-2020 (the “**Stock Exchange Supplementary Guidance**”).

Details of the Adjustments are set out below:

Date of grant	Exercise period	Immediately before the Rights Issue	Number of Shares to be issued upon exercise of the outstanding Share Options	Immediately after completion of the Rights Issue	Adjusted number of Shares to be issued upon exercise of the outstanding Share Options
		Exercise price per Share (HK\$)		Adjusted exercise price per Share (HK\$)	
27/1/2016	28/1/2019- 27/1/2026	1.812	6,071,000	1.564	7,034,963
	28/1/2021- 27/1/2026				
	28/1/2023- 27/1/2026				
26/1/2017	27/1/2020- 26/1/2027	2.620	9,370,000	2.261	10,857,784
	27/1/2022- 26/1/2027				
	27/1/2024- 26/1/2027				
21/7/2017	22/7/2020- 21/7/2027	4.550	2,500,000	3.927	2,896,954
	22/7/2022- 21/7/2027				
	22/7/2024- 21/7/2027				
25/1/2018	26/1/2021- 25/1/2028	5.880	13,320,000	5.074	15,434,971
	26/1/2023- 25/1/2028				
	26/1/2025- 25/1/2028				

Date of grant	Exercise period	Immediately before the Rights Issue	Number of Shares to be issued upon exercise of the outstanding Share Options	Immediately after completion of the Rights Issue	Adjusted number of Shares to be issued upon exercise of the outstanding Share Options
		Exercise price per Share (HK\$)		Adjusted exercise price per Share (HK\$)	
24/1/2019	25/1/2022- 24/1/2029	3.650	15,480,000	3.150	17,937,939
	25/1/2024- 24/1/2029				
	25/1/2026- 24/1/2029				
22/1/2020	23/1/2023- 22/1/2030	4.274	20,948,000	3.688	24,274,157
	23/1/2025- 22/1/2030				
	23/1/2027- 22/1/2030				
28/1/2021	29/1/2024- 28/1/2031	2.774	28,725,000	2.394	33,286,001
	29/1/2026- 28/1/2031				
	29/1/2028- 28/1/2031				

Save for the Adjustments, all other terms and conditions of the outstanding Share Options granted under the Share Option Schemes remain unchanged.

The Company's independent financial adviser has confirmed in writing that the Adjustments made to the exercise price and the number of Shares to be issued upon the exercise of the outstanding Share Options are in compliance with (i) the terms and conditions of the Share Option Scheme; (ii) Rule 17.03(13) of the Listing Rules; and (iii) the Stock Exchange Supplementary Guidance.

By order of the Board  
**Yuzhou Group Holdings Company Limited**  
**Kwok Ying Lan**  
*Chairman*

Hong Kong, 15 July 2025

*As at the date of this announcement, the executive directors of the Company are Ms. Kwok Ying Lan (Chairman) and Mr. Lin Conghui, the non-executive directors of the Company are Mr. Lam Lung On (J.P.) and Mr. Liang Xingchao, and the independent non-executive directors of the Company are Mr. Lam Kwong Siu, Mr. Wee Henny Soon Chiang and Mr. Yu Shangyou.*