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優創金融
YOUTH CHAMP FINANCIAL

優創金融集團控股有限公司
YOUTH CHAMP FINANCIAL GROUP HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock code: 1160)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE ON A NON-FULLY UNDERWRITTEN BASIS

References are made to the prospectus (the “**Prospectus**”) of Youth Champ Financial Group Holdings Limited (the “**Company**”) dated 24 February 2022 and the announcement of the Company dated 17 March 2022 (the “**Announcement**”) in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the Announcement, as at 4:00 p.m. on Thursday, 10 March 2022, being the Latest Time for Acceptance of and payment for the Rights Shares, a total of 14 valid applications and acceptances under the PAL in respect of a total of 1,971,250 Rights Shares had been received, representing approximately 2.28% of the total number of the Rights Shares available for subscription under the Rights Issue. There will be no fractional entitlements to the Rights Shares arising under the Rights Issue.

Based on the subscription results, the Rights Issue was undersubscribed by 84,428,750 Rights Shares, representing approximately 97.72% of the total number of the Rights Shares available for subscription under the Rights Issue. As at the Record Date, there were no Excluded Shareholders and the number of the ES Unsold Rights Shares is therefore nil.

PLACING ARRANGEMENT OF THE UNSUBSCRIBED RIGHTS SHARES UNDER THE COMPENSATORY ARRANGEMENTS

As disclosed in the Announcement, 84,428,750 Unsubscribed Rights Shares, representing approximately 97.72% of the total number of the Rights Shares available for subscription under the Rights Issue, were subject to the Compensatory Arrangements.

The Board is pleased to announce that as at 5:00 p.m. on Friday, 25 March 2022, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, 62,500,000 Unsubscribed Rights Shares, representing approximately 26.34% of the issued Shares immediately upon completion of the Rights Issue, were successfully placed at the placing price of HK\$0.68 per Share, representing nil premium over the Subscription Price, to independent placees. Accordingly, the amount of the Net Gain under the Compensatory Arrangements is nil and no Net Gain were realised and to be received by any No Action Shareholder on 25 April 2022.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owners, is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) none of the Placees has become a Substantial Shareholder upon completion of the Placing.

THE RIGHTS ISSUE AND THE PLACING BECOMING UNCONDITIONAL

All conditions with respect to the Rights Issue and the Placing set out in the Prospectus have been fulfilled and the Rights Issue and the Placing became unconditional at 5:00 p.m. on Friday, 25 March 2022. The gross proceeds and the net proceeds (after deducting expenses) raised from the Rights Issue (including the Placing) are approximately HK\$43.8 million and approximately HK\$41.6 million, respectively.

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

To the best knowledge, information and belief of the Directors 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:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of Rights Issue	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Renown Future Limited	88,129,080	51.00	88,129,080	37.14
Treasure Isle Global Limited	25,954,878	15.02	25,954,878	10.94
Dr. Chan Man Fung	14,916,042	8.63	14,916,042	6.29
Sub-total:	<u>129,000,000</u>	<u>74.65</u>	<u>129,000,000</u>	<u>54.37</u>
Underwriter	–	–	–	–
Independent Places	–	–	62,500,000	26.34
Other public Shareholders	<u>43,800,000</u>	<u>25.35</u>	<u>45,771,250</u>	<u>19.29</u>
Sub-total:	<u>43,800,000</u>	<u>25.35</u>	<u>108,271,250</u>	<u>45.63</u>
Total:	<u><u>172,800,000</u></u>	<u><u>100.00</u></u>	<u><u>237,271,250</u></u>	<u><u>100.00</u></u>

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates in respect of the valid acceptances of the Rights Shares under the PAL and the Unsubscribed Rights Shares successfully placed by the Placing Agent are expected to be despatched to those entitled thereto by ordinary post to their respective registered address at their own risks on Tuesday, 29 March 2022.

ODD LOT MATCHING ARRANGEMENT

Upon completion of the Rights Issue, the board lots of the Company will remain as 100,000 Shares. In order to facilitate the trading of odd lots of Shares (if any), the Company has arranged odd lot matching services during the period from Wednesday, 30 March 2022 to Friday, 22 April 2022 (both days inclusive). Shareholders who wish to take advantage of this service should contact Gransing Securities Co., Limited at Unit 2508, 25/F., Cosco Tower, 183 Queen's Road Central, Hong Kong or at telephone number (852) 3162 6883 during office hours (i.e. 9:30 a.m. to 4:00 p.m.) of such period. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is on a "best effort" basis and successful matching of the sale and purchase of such odd lots is not guaranteed. Shareholders who are in doubt about this service are recommended to consult their professional advisors.

COMMENCEMENT OF DEALINGS OF THE RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 30 March 2022.

For and on behalf of the Board
Youth Champ Financial Group Holdings Limited
Xu Yanfa
Chairman

Tianjin, the PRC, 28 March 2022

As at the date of this announcement, the Board comprises Ms. Chan Mei Yan as executive Director; Mr. Yip Hoi Chung (Vice Chairman) and Mr. Lee Hung Yuen as non-executive Directors; and Mr. Xu Yanfa (Chairman), Ms. Ma Yin Fan and Ms. Yan Yan as independent non-executive Directors.