

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 appears for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities of the Company.

Elephant Holdings Group Limited

大象控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8635)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



亞太證券

APAC Securities

Asia Pacific Securities Limited

On 2 July 2025 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 80,000,000 Placing Shares at the Placing Price of HK\$0.431 per Placing Share to not less than six Placees who and whose ultimate beneficial owner(s) (if applicable) are Independent Third Parties. The Placing Shares will be allotted and issued under the General Mandate.

Assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the Completion Date, the maximum number of the Placing Shares under the Placing represents (i) 20.00% of the existing issued share capital of the Company of 400,000,000 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue and allotment of the maximum number of the Placing Shares. The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$800,000 based on par value of HK\$0.01 per Share.

The Placing Price of HK\$0.431 per Placing Share represents (i) a discount of approximately 12.93% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.89% to the average closing price of HK\$0.538 per Share for the last five trading days immediately prior to the date of the Placing Agreement based on the respective daily closing prices quoted on the Stock Exchange.

It is expected that the maximum gross proceeds and net proceeds from the Placing will be approximately HK\$34.5 million and approximately HK\$33.6 million, respectively. Assuming that all the Placing Shares are successfully placed, the net price per Placing Share will be approximately HK\$0.420.

The Shareholders and the potential investors of the Company should note that Completion is subject to the fulfillment of the condition under the Placing Agreement. As the Placing may or may not proceed, the Shareholders and the potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

THE PLACING AGREEMENT

Date

2 July 2025 (after trading hours)

Issuer

The Company

Placing Agent

Asia Pacific Securities Limited

The Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 80,000,000 Placing Shares to the Placees upon the terms and subject to the condition of the Placing Agreement.

To the best knowledge, information and belief of the Board, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares either by itself or through its sub-placing agents to not less than six Placees, being individual, professional, corporate, institutional or other investor(s), who and whose ultimate beneficial owner(s) (if applicable) are Independent Third Parties. The Placing Agent shall use its best endeavour to ensure that none of the Placees, together with their ultimate beneficial owner(s) (if applicable), will become a substantial Shareholder (as defined in the GEM Listing Rules) as a result of the Placing.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the Completion Date, the maximum number of the Placing Shares under the Placing represents (i) 20.00% of the existing issued share capital of the Company of 400,000,000 Shares as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue and allotment of the maximum number of the Placing Shares. The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$800,000 based on par value of HK\$0.01 per Share.

Ranking of Placing Shares

The Placing Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Shares in issue at the time of issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.431 per Placing Share represents (i) a discount of approximately 12.93% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 19.89% to the average closing price of HK\$0.538 per Share for the last five trading days immediately prior to the date of the Placing Agreement based on the respective daily closing prices quoted on the Stock Exchange.

The estimated expenses for the Placing amounted to approximately HK\$0.9 million, comprising placing commission and other related expenses and professional fees. Assuming that all the Placing Shares are successfully placed, the net price per Placing Share will be approximately HK\$0.420.

The Placing Price was determined with reference to the current market conditions, the prevailing market prices and the liquidity of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing, including the Placing Price, are on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Placing commission

The placing commission to be received by the Placing Agent pursuant to the Placing Agreement is 2.0% of the amount equal to the Placing Price multiplied by the number of Placing Shares actually placed by the Placing Agent.

The placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market commission rate for similar transactions, the size of the Placing as well as the trading performance of the Shares. The Directors consider that the terms of the Placing, including the placing commission, are on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

General Mandate

The Placing Shares will be allotted and issued under the General Mandate pursuant to which the Directors are authorised to allot, issue and deal with up to 80,000,000 new Shares, representing 20% of the then issued Shares as at AGM 2024. As at the date of this announcement, no Shares have been issued under the General Mandate. Therefore, the General Mandate is sufficient for the issue and allotment of the Placing Shares and the Placing is not subject to any Shareholders' approval.

Application for listing of Placing Shares

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the Placing Shares.

Condition of the Placing Agreement

Completion is conditional upon the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Placing Shares.

If the above condition is not fulfilled on or prior to the Long Stop Date (or such later date as the Company and the Placing Agent may agree in writing), the Placing Agreement will terminate and all obligations of the Placing Agent and of the Company thereunder shall cease and determine and none of the parties thereto shall have any claim against the other for any costs or losses, damages, compensation or otherwise save in respect of any antecedent breaches of the Placing Agreement.

Termination of the Placing

Pursuant to the Placing Agreement, if at any time between the date of the Placing Agreement up to but no later than 10:00 a.m. on the Completion Date, there occurs:

- (a) the introduction of any new law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Placing; or

- (b) the occurrence of any local, national or international event or change occurring after the date of the Placing Agreement of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or financial or trading position or prospects of the Company or adversely prejudices the success of the Placing (such success being the successful placing of the Placing Shares to potential investor(s)) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs after the date of the Placing Agreement which in the reasonable opinion of the Placing Agent materially and adversely affects the success of the Placing (such success being the successful placing of the Placing Shares to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing; or
- (d) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (e) the Company commits any material breach of or omits to observe any of its obligations or undertakings under the Placing Agreement; or
- (f) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate in any respect or would in any respect be untrue or inaccurate, or if repeated the Placing Agent shall determine in its reasonable opinion that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business or financial or trading position or prospects of the Company or will otherwise likely to have a material prejudicial effect on the Placing,

then the Placing Agent may, upon giving a written notice to the Company, terminate the Placing Agreement with immediate effect. If the Placing Agreement shall be terminated pursuant to the above termination clause, the obligations of each of the parties thereto shall cease and determine and no party thereto shall have any claim against the other party for compensation, costs, damages or otherwise except for any breach arising prior to such termination.

Completion

Completion will take place on the Completion Date, subject to the fulfillment of the condition set out in the Placing Agreement. Please refer to the paragraph headed “Condition of the Placing Agreement” above in this announcement for details.

REASONS FOR THE PLACING AND USE OF NET PROCEEDS

The Company is an investment holding company. The Group is principally engaged in (i) development and provision of financial trading solutions; (ii) development and supply of resource allocation, planning, scheduling and management of software and services; (iii) provision of bullion trading services; and (iv) cryptocurrency trading. A significant portion of the Group's revenue is generated from financial trading solutions in the Asia Pacific region.

Global inflation, the ongoing military conflict between Russia and Ukraine, and rising United States interest rates have tightened the international monetary environment, creating challenges for the Group, especially since our transactions are primarily in US\$. We continue to seek business opportunities to maximise shareholder returns.

The e-commerce market in the PRC has shown significant growth, with a compound growth rate of approximately 24.8% from 2015 to 2020 and an estimated approximately 13.2% from 2020 to 2025. By the end of 2025, the PRC e-commerce market is projected to reach approximately US\$1.38 trillion in revenue, with a user penetration rate of approximately 82.2%. In light of this potential, the Group aims to develop the e-commerce sector in the PRC.

The net proceeds from the Placing will strengthen the financial position of the Group by providing additional funding for the business development and operations. In addition, the Placing will broaden both the shareholder base and the capital base of the Company, thereby increasing the liquidity of the Shares within a relatively shorter time frame and at a lower cost compared with other means of fundraising.

Having considered that the terms of the Placing Agreement (including the Placing Price and the placing commission), which were determined after arm's length negotiations between the Company and the Placing Agent, are on normal commercial terms and fair and reasonable, the Directors (including the independent non-executive Directors) consider that the entering into of the Placing Agreement is in the interests of the Company and the Shareholders as a whole.

Assuming that all the Placing Shares are fully placed, the estimated gross proceeds and net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Placing will amount to approximately HK\$34.5 million and approximately HK\$33.6 million, respectively. The net proceeds from the Placing are intended to be applied by the Company as follows: (i) approximately HK\$13.1 million for business development and marketing activities in the PRC; (ii) approximately HK\$4.8 million for the development, maintenance, and regular upgrade of the e-commerce application; (iii) approximately HK\$2.9 million for the arrangement of goods logistics; and (iv) approximately HK\$12.8 million for working capital and general corporate purposes, including payroll for the Group.

EQUITY FUNDRAISING ACTIVITY IN THE PAST TWELVE MONTHS

The Company has not conducted any fundraising activity involving the issue of its equity securities in the past twelve (12) months immediately preceding the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 400,000,000 Shares in issue. Set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the Completion Date and all 80,000,000 Placing Shares have been successfully placed):

Shareholders	As at the date of this announcement		Immediately upon Completion	
	Number of Shares	Approximate % (Note 2)	Number of Shares	Approximate % (Note 2)
Controlling Shareholder				
Ever Persist Holdings Limited (永續控股有限公司) ("Ever Persist") (Note 1)	300,135,000	75.03	300,135,000	62.53
Public Shareholders				
The Placees	—	—	80,000,000	16.67
Other public Shareholders	99,865,000	24.97	99,865,000	20.80
<i>Sub-total:</i>	<u>99,865,000</u>	<u>24.97</u>	<u>179,865,000</u>	<u>37.47</u>
Total	<u>400,000,000</u>	<u>100.00</u>	<u>480,000,000</u>	<u>100.00</u>

Notes:

- As at the date of this announcement, Ever Persist is legally, beneficially and wholly owned by Ms. Di Xiaoguang, an executive Director and the chairlady of the Board.
- The percentage figures shown in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

The Shareholders and the potential investors of the Company should note that Completion is subject to the fulfillment of the condition under the Placing Agreement. As the Placing may or may not proceed, the Shareholders and the potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

“AGM 2024”	the annual general meeting of the Company held on 29 July 2024
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays, Sundays, public holidays and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong, or “extreme conditions” are announced by the Hong Kong Government at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for banking business in Hong Kong
“Company”	Elephant Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (Stock Code: 8635)
“Completion”	completion of the Placing pursuant to the terms and condition of the Placing Agreement
“Completion Date”	a day falling within four (4) Business Days following the fulfillment of the condition precedent under the Placing (or such other date as the Company and the Placing Agent may agree in writing) and on which Completion will take place
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the AGM 2024 to allot, issue and deal with up to 80,000,000 new Shares, representing 20% of the then issued Shares as at the date of the AGM 2024

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of, and not connected with, the Company and its connected person(s) (as defined under the GEM Listing Rules)
“Long Stop Date”	22 July 2025, or such later date as the Company and the Placing Agent shall agree in writing
“Placee(s)”	any individual, professional, corporate, institutional or other investor(s), who and whose ultimate beneficial owner(s) (if applicable) is/are Independent Third Party(ies), procured by the Placing Agent or its agent(s) to subscribe for any of the Placing Shares
“Placing”	the placing of the Placing Shares by the Placing Agent pursuant to the Placing Agreement upon the terms and subject to the condition set out in the Placing Agreement
“Placing Agent”	Asia Pacific Securities Limited, the placing agent of the Company for the Placing and a corporation licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts) and Type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the conditional placing agreement dated 2 July 2025 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	the placing price of HK\$0.431 per Placing Share
“Placing Shares”	up to 80,000,000 new Shares to issued and allotted under the General Mandate and to be placed under the Placing
“PRC”	the People’s Republic of China, which for the purpose of this announcement shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	United States of America
“US\$”	the United States dollars, the lawful currency of the United States
“%”	per cent

By order of the Board
Elephant Holdings Group Limited
Di Xiaoguang
Chairlady and Executive Director

Hong Kong, 2 July 2025

As at the date of this announcement, the Board comprises Ms. Di Xiaoguang as the chairlady of the Board and an executive Director; Mr. Sen Zen as an executive Director and the chief executive officer of the Company; Ms. Qin Yue and Mr. Wong Wing Hoi as the executive Directors; and Ms. Li Xinjuan, Ms. Lau Wai Hing and Ms. Ho Sze Man Kristie as the independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for a minimum period of 7 days from the date of its publication and will also be published on the Company’s website at www.elephant8635.com.