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Imperium Financial Group Limited
帝國金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8029)

VOLUNTARY ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING IN RESPECT OF
THE PROPOSED SUBSCRIPTION AND
GRANTING OF LOAN FACILITIES

The Board is pleased to announce that on 8 November 2023, the Subscriber, an indirect wholly owned subsidiary of the Company, as subscriber, has entered into a non-legally binding memorandum of understanding (the “**MOU**”) with the Target Company, in which (i) the Target Company has intended to issue and the Subscriber, as subscriber, has intended to subscribe for new shares (the “**Subscription Shares**”) of the Target Company to be determined upon negotiations between the Target Company and the Subscriber; and (ii) upon completion of the Subscription Agreement, the Subscriber, as lender, intends to grant to the Target Company, as borrower, loan facilities (the “**Loan Facilities**”) to be determined upon negotiations between the Target Company and the Subscriber.

THE MOU

The major terms of the MOU are set out as follows:

Date : 8 November 2023

Parties : (1) the Subscriber; and

(2) the Target Company.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, each of the Target Company and its ultimate beneficial owners, Mr. Chan Man Fai and Mr. Wong Ka Wa, are Independent Third Parties.

The Subscription

The Subscriber shall or shall procure its nominee(s) to subscribe for the Subscription Shares and the Target Company shall allot and issue the Subscription Shares subject to the negotiations between the Target Company and the Subscriber. The Target Company and the Subscriber, as subscriber, shall negotiate in good faith towards one another in ensuring that the Subscription Agreement be entered into.

The Loan Facilities

Upon completion of the Subscription Agreement, the Subscriber, as lender, intends to grant to the Target Company, as borrower, the Loan Facilities to be determined upon negotiations between the Target Company and the Subscriber. The Target Company and the Subscriber, as lender, shall negotiate in good faith towards one another in ensuring that the Loan Agreement be entered into.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong with limited liability and is principally engaged in the production and sales of portable electronic appliances and home appliances, such as power banks, smart phone accessories and Bluetooth devices, across Hong Kong, the Macau Special Administrative Region and Taiwan.

REASONS FOR AND BENEFITS OF THE PROPOSED SUBSCRIPTION AND GRANTING OF LOAN FACILITIES

The Company is an investment holding company and the Group is principally engaged in the provision of human resources and administrative services for the Group, property investment holding, the money lending business, the provision of asset management and advising services on securities and futures contracts, the provision of securities brokerage services, the provision of equine related services and cryptocurrency mining.

The Board considers that if the proposed Subscription and the granting of the Loan Facilities (collectively, the “**Proposed Transactions**”) materialises, the Group will be able to expand into new market segments and diversify its business portfolio, thereby broadening the Group’s reach and income streams. As such, the Board is of the view that the entering into of the MOU is in the interests of the Company and the Shareholders as a whole.

GENERAL

As at the date of this announcement, the terms and conditions of the Proposed Transactions under the MOU are still being negotiated and no legally binding agreement(s) have been entered into. The Proposed Transactions, if materialised, may constitute notifiable transaction(s) for the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

As the Proposed Transactions may or may not proceed, Shareholders and investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“Board”	the board of Directors
“Company”	Imperium Financial Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8029)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	Person(s) or company(ies) who/which is/are independent of and not connected with the Company and its connected persons
“Loan Agreement”	agreement for the Loan Facilities to be entered into between the Target Company, as borrower, and the Subscriber, as lender
“PRC”	the People’s Republic of China
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Fuxi Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Subscription”	the proposed subscription of the Subscription Shares by the Subscriber
“Subscription Agreement”	agreement for the Subscription of the Subscription Shares to be entered into between the Target Company and the Subscriber, as subscriber
“Target Company”	Infinity Technology International Limited (無限制科技國際有限公司), a company incorporated in Hong Kong with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board
Imperium Financial Group Limited
Cheng Ting Kong
Chairman

Hong Kong, 8 November 2023

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Cheng Ting Kong (Chairman), Ms. Cheng Mei Ching and Mr. Chim Tak Lai and three independent non-executive Directors, namely, Mr. Chan Tin Lup, Trevor, Mr. Tou Kin Chuen and Mr. Hong Haiji.

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 issuer. 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 Stock Exchange website at <http://www.hkexnews.hk> “Latest Listed Company Information” for at least 7 days from the date of posting and on the designated website of the Company at www.8029.hk.