

*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.*

**EJE (HONG KONG) HOLDINGS LIMITED**  
**壹家壹品 (香港) 控股有限公司 \***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8101)**

**PROPOSED AMENDMENT OF THE TERMS OF  
THE CONVERTIBLE BOND**

References are made to (i) the announcement of EJE (Hong Kong) Holdings Limited (the “**Company**”) dated 29 March 2017, (ii) the Company’s circular dated 23 June 2017, and (iii) the Company’s announcements dated 30 June 2017, 1 August 2017 and 3 July 2020 (the “**Announcements**”) in relation to, among other things, the issue of the Convertible Bond due 1 August 2020 by the Company to Legendary Idea Limited (the “**Bondholder**” or “**LIL**”) in the principal amount of HK\$212,000,000 and the proposed extension of the maturity date of the Convertible Bond for two years to 1 August 2022. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the announcement of the Company dated 3 July 2020, the Company and the Bondholder entered into the Extension Deed to extend the Original Maturity Date of the outstanding Convertible Bond for two years to the New Maturity Date of 1 August 2022, and the conversion period and the early redemption period of the Convertible Bond will accordingly be further extended for two years to 1 August 2022 (i.e. the Alteration).

**THE SUPPLEMENTAL DEED**

The Company and the Bondholder entered into the supplemental deed (the “**Supplemental Deed**”) on 24 July 2020 to further amend the terms of the Convertible Bond (the “**Proposed Amendment**”) for the purpose of removing an adjustment event to the Conversion Price. Under the Supplemental Deed, the Company and the Bondholder agreed that, subject to the fulfilment of the conditions precedent set out in the section headed “Conditions Precedent” below, the following adjustment event in relation to the Convertible Bond, which was set out on page 6 of the Company’s announcement dated 3 July 2020, shall be removed in its entirety:

*\* For identification purpose only*

(vi) where the Company and the holder(s) of the Convertible Bond consider that it would be appropriate for an adjustment to be made to the Conversion Price in the circumstances other than those referred to in (i) to (v) above.

Apart from the Proposed Amendment above and the Alteration, the remaining terms and conditions of the Convertible Bond remain intact and unchanged.

### **Conditions Precedent**

The Supplemental Deed shall only become effective upon all the following conditions having been fulfilled:

- i. the approval of the Proposed Amendment as stipulated under the Supplemental Deed by the Stock Exchange;
- ii. the passing of an ordinary resolution to approve the Proposed Amendment as stipulated under the Supplemental Deed by the Independent Shareholders at the EGM to be held and convened to approve the Supplemental Deed and the transactions contemplated thereunder; and
- iii. all necessary consents and approvals required to be obtained on the part of the Company and the Bondholder in respect of the Proposed Amendment as stipulated under the Supplemental Deed.

The Proposed Amendment shall take effect on the date when all the conditions above are fulfilled.

In the event that the above conditions are not fulfilled by 30 September 2020 (or such later date as may be agreed by the Company and the Bondholder), the provisions of the Supplemental Deed shall become null and void. For the avoidance of doubt, the Convertible Bond shall remain valid and effective in accordance with its terms. The Supplemental Deed and all rights and obligations thereunder shall cease and terminate and none of the parties thereto shall have any claim against the other.

### **REASONS FOR THE PROPOSED AMENDMENT**

The Proposed Amendment in effect provides more certainty as to the circumstances that would lead to adjustment to the Conversion Price. The Proposed Amendment was arrived at after arm's length negotiations between the Company and the Bondholder. Accordingly, the Board considered that the Proposed Amendment is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

According to Rule 34.05 of the GEM Listing Rules, any alterations in the terms of convertible debt securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible debt securities. An application for the said approval will be made by the Company to the Stock Exchange.

## **GENERAL**

The Supplemental Deed and the transactions contemplated thereunder (including but not limited to the Proposed Amendment) are subject to the approval of the Shareholders at the EGM.

A circular containing, among other matters, (i) further details of the Supplemental Deed and the transactions contemplated thereunder; and (ii) a notice of the EGM is expected to be despatched to the Shareholders on or before 31 July 2020 in accordance to the GEM Listing Rules.

By order of the Board  
**EJE (Hong Kong) Holdings Limited**  
**Mr. Chau Tsz Kong Alan**  
*Executive Director*

Hong Kong, 24 July 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Qin Yuquan, Mr. Hung Cho Sing and Mr. Chau Tsz Kong Alan; and the independent non-executive Directors are Mr. Tang Kin Chor, Mr. Chan Chun Wing and Mr. Yiu Shung Kit.*

*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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.ejeliving.com>*