

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 purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



Mansion International Holdings Limited
民 信 國 際 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8456)

**RESULTS OF THE RIGHTS ISSUE
ON THE BASIS OF THREE (3) RIGHTS SHARES FOR
EVERY ONE (1) SHARE HELD ON THE RECORD DATE**

Placing Agent to the Company



Reference is made to the prospectus of Mansion International Holdings Limited (the “**Company**”) dated 4 January 2022 (the “**Prospectus**”), the circular of the Company dated 25 November 2021, the announcements of the Company dated 5 November 2021 and 16 December 2021 and the announcement of the Company dated 25 January 2022 (the “**Announcement**”) in relation to the Rights Issue on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date on a non-underwritten basis. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the Announcement, a total of four valid applications and acceptance under the PAL in respect of a total of 112,853,469 Rights Shares had been received, representing approximately 71.1% of the total number of 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 under-subscribed by 45,790,071 Rights Shares, representing approximately 28.9% of the total number of the Rights Shares available for subscription under the Rights Issue.

As at the Record Date, there was no Excluded Shareholders. As such, the number of the ES Unsold Rights Shares is nil.

PLACING ARRANGEMENT OF THE UNSUBSCRIBED RIGHTS SHARES AND ES UNSOLD RIGHTS SHARES AND COMPENSATORY ARRANGEMENTS

As disclosed in the Announcement, the Unsubscribed 45,790,071 Rights Shares (the “**Placing Shares**”), representing approximately 28.9% of the total number of the Rights Shares available for subscription under the Rights Issue, were subject to the Placing Arrangement.

The Board is pleased to announce that the Placing Shares, representing approximately 21.65% of the Company’s issued Shares immediately upon completion of the Placing Arrangement, had been successfully placed to not less than six placees at the placing price of HK\$0.35 per Placing Share, representing nil premium over the Subscription Price. Accordingly, the amount of the Net Gain per Unsubscribed Rights Share and the ES Unsold Rights Share under the Compensatory Arrangements is nil and no Net Gain were realised and to be received by any No Action Shareholder and Excluded Shareholder on Wednesday, 2 March 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 (as defined under the GEM Listing Rules) upon completion of the Placing.

THE RIGHTS ISSUE AND THE PLACING BECOMING UNCONDITIONAL

All conditions with respect to the Rights Issue and the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares set out in the Prospectus have been fulfilled and the Rights Issue and the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares became unconditional at 4:00 p.m. on Friday, 4 February 2022. The gross proceeds raised from the Rights Issue (including the Placing) are approximately HK\$55.5 million before expenses.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDINGS IN THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue.

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Directors				
Ms. Wong Ka Man	400,000	0.76	400,000	0.19
Mr. Yao Ruhe	400,000	0.76	400,000	0.19
Public Shareholders				
Public Shareholders	52,081,180	98.48	164,934,649	77.97
Independent placees	–	–	45,790,071	21.65
Total	<u>52,881,180</u>	<u>100.00</u>	<u>211,524,720</u>	<u>100.00</u>

Notes:

The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates in respect of valid acceptances of the Rights Shares under the PALs and the Placing Shares are expected to be despatched to those entitled thereto by ordinary post to their respective registered address at their own risks on Tuesday, 8 February 2022.

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

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

For and on behalf of the Board
Mansion International Holdings Limited
Cheung Desmond Lap Wai
Chairman, Executive Director and
Acting Chief Executive Officer

Hong Kong, 7 February 2022

As at the date of this announcement, the executive Directors are Mr. Cheung Desmond Lap Wai (chairman and acting chief executive officer), Mr. Kwan Kar Man, Ms. Wong Ka Man and Mr. Yao Ruhe; and the independent non-executive Directors are Mr. Wu Chi King, Mr. Wang Rongqian and Ms. Wong Ying Yu.

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 GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published and will remain on the Company’s website at www.mansionintl.com.