

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



PALINDA GROUP HOLDINGS LIMITED

百利達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8179)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO EXISTING SHARES
HELD ON THE RECORD DATE**

Underwriter of the Rights Issue

RaffAello
Securities (HK) Ltd

Raffaello Securities (HK) Limited

Reference is made to the prospectus of Palinda Group Holdings Limited (“**Company**”) dated 13 June 2022 (“**Prospectus**”) in relation to the Rights Issue of 293,288,167 Rights Shares at a subscription price of HK\$0.10 each on the basis of one Rights Share for every two existing Shares held on the Record Date. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that at 4:00 p.m. on Monday, 27 June 2022, being the Latest Time for Acceptance of and payment for the Rights Shares and for application and payment for Excess Rights Shares, a total of 20 valid applications and acceptances had been received, which comprised:

- (i) a total of 11 valid acceptances of provisional allotments under the PALs in respect of 96,458,809 Rights Shares have been received, representing approximately 32.89% of the total number of the Rights Shares available for subscription under the Rights Issue; and
- (ii) a total of 9 valid applications for Excess Rights Shares under the EAFs in respect of 100,041,277 Excess Rights Shares have been received, representing approximately 34.11% of the total number of Rights Shares available for subscription under the Rights Issue.

Pursuant to the Irrevocable Undertaking, Ms. Huang had subscribed for all the Rights Shares provisionally allotted to her under the Rights Issue.

In aggregate, the 196,500,086 Rights Shares validly accepted and applied for under the PALs and EAFs represent approximately 67.00% of the total number of 293,288,167 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was under-subscribed by 96,788,081 Rights Shares, representing approximately 33.00% of the total number of 293,288,167 Rights Shares available for subscription under the Rights Issue.

EXCESS RIGHTS SHARES

Given the under-subscription of the Rights Shares, the Directors consider that it is fair and reasonable to accept all valid EAFs and allot the Excess Rights Shares to such applicants in full. Accordingly, no refund cheques for wholly and partially unsuccessful applications for Excess Rights Shares will be posted.

THE UNDERWRITING AGREEMENT

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Underwriting Agreement became unconditional at 4:00 p.m. on Tuesday, 28 June 2022.

As a result of the under-subscription of the Rights Shares and pursuant to the terms of the Underwriting Agreement, the Underwriter has subscribed for or procured subscribers to subscribe for 96,788,081 Rights Shares, representing approximately 33.00% of the total number of 293,288,167 Rights Shares available for subscription under the Rights Issue. To the best of the Directors' knowledge, information and belief after having made reasonable enquiries, the Underwriter and all the subscribers and their ultimate beneficial owners are independent of the Company and its connected persons.

USE OF PROCEEDS

The gross proceeds from the Rights Issue are approximately HK\$29.3 million and the net proceeds from the Rights Issue after deducting the underwriting commission and all other relevant expenses, are estimated to be approximately HK\$25.9 million. The Company will apply the net proceeds of the Rights Issue as to (i) approximately HK\$18.4 million for the repayment of certain borrowings and other payables due within the period from June 2022 to May 2023; (ii) approximately HK\$4.0 million as business development expenses to further develop the Group's customer network and strengthen brand awareness, expected to be utilised within 6 months; and (iii) approximately HK\$3.5 million as general working capital of the Group, expected to be utilised within 12 months, in accordance with the proposed use of proceeds set out in the section headed "REASONS FOR THE RIGHTS ISSUES AND THE USE OF PROCEEDS" in the Prospectus.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best knowledge and information of the Directors, the shareholding structure of the Company immediately before and after the completion of the Rights Issue is as follows:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Ms. Huang (Note 1)	63,835,200	10.88	95,752,800	10.88
ChinaAMC Absolute Return Fund SP (Notes 2 and 5)	–	–	40,000,000	4.55
RaffAello Opportunity Fund Limited (Notes 3 and 5)	–	–	20,000,000	2.27
Raffles Partners Asset Management Asia Limited (Notes 4 and 5)	–	–	10,000,000	1.14
The Underwriter, and other subscribers procured by it (Note 5)	–	–	26,788,081	3.04
Other public Shareholders	522,741,134	89.12	687,323,620	78.12
	<u>586,576,334</u>	<u>100</u>	<u>879,864,501</u>	<u>100</u>

Notes:

1. Ms. Huang is an executive Director and the chairlady of the Company.
2. ChinaAMC Absolute Return Fund SP is one of the subscribers procured by the Underwriter, and it is a segregated portfolio of ChinaAMC Segregated Portfolio Company, which is an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands.
3. RaffAello Opportunity Fund Limited is one of the subscribers procured by the Underwriter, and it is a company incorporated in Hong Kong.
4. Raffles Partners Asset Management Asia Limited is one of the subscribers procured by the Underwriter, and it is a company incorporated in Hong Kong.
5. To the best of the Director's knowledge, information and belief after having made reasonable enquiries, each of the Underwriter and subscribers procured by the Underwriter is a third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors, chief executive of the Company or substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules), and does not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, holds such number of Shares which would have triggered a mandatory offer obligation under Rule 26 of the Takeovers Code.

DESPATCH OF SHARE CERTIFICATES

It is expected that the certificates for the fully-paid Rights Shares in respect of the valid acceptances of and applications for the Rights Shares will be despatched to the relevant Shareholders by ordinary post to their registered addresses on Wednesday, 6 July 2022 at their own risk.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 7 July 2022.

By order of the Board
Palinda Group Holdings Limited
Huang Wei
Chairlady and executive Director

Hong Kong, 5 July 2022

As at the date of this announcement, the Board of the Company comprises Ms. Huang Wei and Mr. Dou Sheng as executive Directors, and Mr. Lee Lap Keung, Mr. So Yat Chuen and Dr. Wu Wing Kuen, B.B.S., as independent non-executive Directors.

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**HKEx**”) 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 HKEx website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company’s website at www.palinda.com.