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ST INTERNATIONAL HOLDINGS COMPANY LIMITED

智紡國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8521)

**INSIDE INFORMATION –
PRIVATE PLACING OF EXISTING SHARES
BY CONTROLLING SHAREHOLDER**

Placing Agent



This announcement is made by ST International Holdings Company Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Mr. Wong Kai Hung Kelvin (“**Mr. Wong**”), the chairman of the Board, an executive Director and a controlling shareholder (as defined in the GEM Listing Rules) of the Company that Cosmic Bliss Investments Limited (the “**Vendor**”), a company wholly and beneficially owned by Mr. Wong, has entered into a placing agreement (the “**Placing Agreement**”) on 30 June 2023 (after trading hours) with Kingston Securities Limited (the “**Placing Agent**”) pursuant to which the Placing Agent has agreed to procure investor(s) (the “**Placee(s)**”) on a best efforts basis to purchase up to 278,400,000 existing shares of the Company (the “**Placing Shares**”) held by the Vendor at a price of not less than HK\$0.1 each (the “**Private Placing**”). The Private Placing period will commence from the date of the Placing Agreement and end on the earlier of (i) 5:00 p.m. on Monday, 31 July 2023; or (ii) the time and date on which purchase orders from Placees for no less than 278,400,000 Placing Shares in aggregate have been received by the Placing Agent, or at such other time and/or date as the Vendor and the Placing Agent may agree in writing.

Pursuant to the Placing Agreement, the Placing Agent shall use reasonable endeavours to ensure that (i) the Placees and their ultimate beneficial owners shall be third parties independent of and not connected nor acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”)) with the Company or any of its connected persons (as defined in the GEM Listing Rules); and (ii) no Placee, together with parties acting in concert (as such term is defined in the Takeovers Code) with such Placee, will, immediately upon completion of the Private Placing, hold 30% or more of the total issued share capital of the Company or otherwise trigger a mandatory general offer under Rule 26.1 of the Takeovers Code in respect of the shares of the Company (the “**Shares**”).

As at the date of this announcement, the 278,400,000 Placing Shares represent 58% of the existing issued share capital of the Company. Upon completion of the Private Placing and assuming all of the Placing Shares are placed to the Placees, the shareholding held by Mr. Wong in the Company, through Cosmic Bliss Investments Limited, will be reduced to 81,600,000 Shares, representing 17% of the entire issued share capital of the Company. As a result, neither Mr. Wong nor the Vendor will continue to be a controlling shareholder of the Company.

The Company does not expect that the Private Placing will have any adverse effect on the operations of the Company and its subsidiaries.

As the Private Placing may or may not proceed and the number of Placing Shares may not be placed in full, shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By order of the Board
ST International Holdings Company Limited
Wong Kai Hung Kelvin
Chairman

Hong Kong, 30 June 2023

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Wong Kai Hung Kelvin and Mr. Xi Bin; one non-executive Director, namely, Mr. Hung Yuk Miu; and three independent non-executive Directors, namely Mr. Ng Wing Heng Henry, Mr. Sze Irons BBS JP and Mr. Fong Kin Tat.

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 at least seven days from the date of publication and on the Company’s website at www.smart-team.cn.