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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 COMPLETION OF 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).

Reference is made to the announcement of the Company dated 30 June 2023 (the “**Announcement**”) in respect of the Private Placing. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

COMPLETION OF PRIVATE PLACING

The Board was informed by Mr. Wong that all 278,400,000 Placing Shares, representing 58% of the existing issued share capital of the Company as at the date of this announcement, were successfully placed by the Placing Agent to 5 Placees at HK\$0.1 per Placing Share pursuant to the terms of the Placing Agreement and the settlement of the Placing Shares under the Private Placing (the “**Completion**”) has taken place on 11 July 2023. According to the Placing Agent, each of the Placees had confirmed that he/she/it is independent of and not connected with the Company. As disclosed in the Announcement, it is a term of the Placing Agreement that no Placee, together with parties acting in concert with such Placee, shall, 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.

Upon Completion, Mr. Wong, through the Vendor, holds 81,600,000 Shares, representing 17% of the total issued share capital of the Company. As a result, neither Mr. Wong nor the Vendor is a controlling shareholder (as defined in the GEM Listing Rules) 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.

Shareholders 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, 11 July 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.