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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference are made to the announcements of Palinda Group Holdings Limited (the “**Company**”) dated 18 June 2024 (the “**Announcement**”) in relation to the subscription of new shares under general mandate. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements.

THE CLARIFICATIONS

The Company would like to clarify the information in relation to paragraph under the section headed “The Subscription Price” on page 4 of the Announcement as follow:

The Subscription Price represents: (1) a discount of approximately 9.91% to the closing price of HK\$0.111 per Share as quoted on the Stock Exchange on 18 June 2024, being the date of the Subscription Agreements; and (2) a discount of approximately 11.19% to the average closing prices of HK\$0.1126 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreements.

Save as disclosed above, all other information contained in the Announcement remains unchanged.

COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that the Conditions set out in the Subscription Agreements have been fulfilled and completion of the Subscriptions (“**Completion**”) took place on 28 June 2024.

The 236,832,000 Subscription Shares represent approximately 19.80% of the existing issued share capital of the Company immediately before Completion and approximately 16.53% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately upon Completion.

The net proceeds from the Subscriptions (after deduction of the relevant expenses of the Subscriptions) amounted to approximately HK\$23.62 million, are currently intended to be applied as general working capital and the repayment of borrowings.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion and as at the date of this announcement is as follows:

Non-public Shareholders	Immediately before Completion		Immediately upon Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Huang Wei	199,012,800	16.64	199,012,800	13.89
<i>Subtotal</i>	199,012,800	16.64	199,012,800	13.89
Public Shareholders				
The Subscribers:				
– Subscriber A	25,200,000	2.11	68,784,000	4.80
– Subscriber B	–	–	68,784,000	4.80
– Subscriber C	–	–	31,128,000	2.17
– Subscriber D	–	–	34,716,000	2.42
– Subscriber E	–	–	34,716,000	2.42
– Subscriber F	–	–	23,904,000	1.67
Other public Shareholders	972,023,701	81.25	972,023,701	67.83
<i>Subtotal</i>	997,223,701	83.36	1,234,055,701	86.11
Total	1,196,236,501	100.00	1,433,068,501	100.00

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

Hong Kong, 28 June 2024

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. Wu Chi King, Mr. So Yat Chuen and Ms. Cheng Wai, Iris, 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.