

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.

GOLDEN PONDER HOLDINGS LIMITED

金倫控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

(1) CONNECTED TRANSACTION IN RELATION TO THE DEBT CAPITALISATION INVOLVING ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

AND

(2) SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

(1) CONNECTED TRANSACTION IN RELATION TO THE DEBT CAPITALISATION INVOLVING ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that on 21 March 2023 (after the Stock Exchange trading hours), the Company and Chun Yip entered into the Subscription and Debt Capitalisation Agreement pursuant to which the parties conditionally agreed that Chun Yip shall subscribe for, and the Company shall allot and issue, the Capitalisation Shares at the Capitalisation Price. The aggregate Capitalisation Price of all Capitalisation Shares of HK\$41,460,000 payable by Chun Yip shall be settled by way of capitalisation of the Indebtedness under the Promissory Notes upon completion of the Debt Capitalisation.

The Capitalisation Shares represent (i) approximately 10.80% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 9.75% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Capitalisation Shares.

Completion of the Subscription and Debt Capitalisation Agreement is conditional upon, among other things, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Capitalisation Shares.

The Capitalisation Shares will be allotted and issued by the Company under the Specific Mandate.

Listing Rules Implications

As at the date of this announcement, Chun Yip is wholly-owned by Mr. Kwok, the chairman of the Board and an executive Director. Mr. Kwok directly owns, and is through Chun Yip interested in, 90,000,000 Shares and 441,860,000 Shares respectively, collectively representing approximately 55.43% of the total number of issued Shares as at the date of this announcement. Chun Yip is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Debt Capitalisation will constitute a connected transaction of the Company and is subject to the reporting, announcement, circular and Independent Shareholder's approval requirements under Chapter 14A of the Listing Rules.

As Chun Yip is wholly-owned by Mr. Kwok, Mr. Kwok is considered to have a material interest in the Debt Capitalisation and had abstained from voting on the Board resolution(s) of the Company to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder.

Establishment of Independent Board Committee and Appointment of Independent Financial Adviser

The Independent Board Committee comprising all the independent non-executive Directors has been established to give a recommendation to the Independent Shareholders as to whether the terms of the Subscription and Debt Capitalisation Agreement are on normal commercial terms or better and fair and reasonable, whether the Debt Capitalisation is in the interests of the Company and its shareholders as a whole and as to how to vote at the EGM. Veda Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares.

In accordance with Rule 14A.36 of the Listing Rules, Chun Yip and its associates will be required to abstain from voting on the resolution(s) to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder at the EGM. Save as disclosed above, to the best of the knowledge, information and belief of the Directors, other than Chun Yip and Mr. Kwok, no other Shareholder has a material interest in the transactions contemplated under the Subscription and Debt Capitalisation Agreement and will be required to abstain from voting on the resolution(s) to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder at the EGM.

A circular containing, among other things, (i) details of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; (ii) a letter from the Independent Board Committee containing its opinion and recommendations to the Independent Shareholders in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; and (iv) a notice convening the EGM, will be despatched to the Shareholders on or before 14 April 2023.

(2) SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 21 March 2023 (after the Stock Exchange trading hours), the Company and the Subscribers entered into the Subscription Agreements respectively, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, the Subscription Shares at the Subscription Price.

The Subscription Shares represent (i) approximately 4.69% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 4.48% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares.

Completion of the Subscription Agreements is conditional upon, among other things, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Subscription Shares.

The Subscription Shares will be issued under the General Mandate and is not subject to the Shareholders' approval.

APPLICATION FOR LISTING OF THE CAPITALISATION SHARES AND THE SUBSCRIPTION SHARES

Application(s) will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares and the Subscription Shares.

Completion of the Debt Capitalisation and the Subscription are subject to the satisfaction of the conditions precedent in the Subscription and Debt Capitalisation Agreement and the Subscription Agreements, and the Debt Capitalisation and the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Board is pleased to announce that on 21 March 2023 (after the Stock Exchange trading hours), the Company and Chun Yip entered into the Subscription and Debt Capitalisation Agreement pursuant to which the parties conditionally agreed that Chun Yip shall subscribe for, and the Company shall allot and issue, 103,650,000 Capitalisation Shares at the Capitalisation Price.

Pursuant to the Promissory Notes in the principal amount of HK\$41,460,000 dated 15 July 2022, the Company has promised to pay to Chun Yip the principal amount of HK\$41,460,000 bearing simple interest at the rate of 5.0% per annum payable annually in arrears. As at the date of this announcement and pursuant to the terms of the Subscription and Debt Capitalisation Agreement, the Indebtedness under the Promissory Notes is HK\$41,460,000. The aggregate Capitalisation Price of all Capitalisation Shares of HK\$41,460,000 payable by Chun Yip shall be settled by way of capitalisation of the Indebtedness under the Promissory Notes upon completion of the Debt Capitalisation.

(1) THE SUBSCRIPTION AND DEBT CAPITALISATION AGREEMENT

The principal terms of the Subscription and Debt Capitalisation Agreement are as follows:

Date

21 March 2023 (after the Stock Exchange trading hours)

Parties

- (i) the Company (as the issuer); and
- (ii) Chun Yip (as the holder of the Promissory Notes and the subscriber)

Number of Capitalisation Shares

The Capitalisation Shares represent (i) approximately 10.80% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 9.75% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Capitalisation Shares. The aggregate nominal value of the Capitalisation Shares is HK\$1,036,500 and the market value of the Capitalisation Shares is HK\$48,715,500, based on the closing price of HK\$0.47 per Share on the date of the Subscription and Debt Capitalisation Agreement.

The Capitalisation Shares will be allotted and issued under the Specific Mandate.

Capitalisation Price

The Capitalisation Price is HK\$0.40 per Capitalisation Share, and the aggregate Capitalisation Price of all Capitalisation Shares of HK\$41,460,000 payable by Chun Yip shall be settled by way of capitalisation of the Indebtedness under the Promissory Notes upon completion of the Debt Capitalisation.

The Capitalisation Price represents:

- (i) a discount of approximately 14.89% to the closing price of HK\$0.47 per Share as quoted on the Stock Exchange on 21 March 2023, the date of the Subscription and Debt Capitalisation Agreement; and
- (ii) a discount of approximately 17.86% to the average closing price of HK\$0.487 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day.

The net Capitalisation Price (after deduction of all professional fees and related expenses), is estimated to be approximately HK\$0.40 per Capitalisation Share.

The Capitalisation Price was arrived at after arm's length negotiations between the Company and Chun Yip with reference to, among other things, the prevailing market price of the Shares and the market conditions, and the funding needs and financial position of the Group.

Ranking of the Capitalisation Shares

The Capitalisation Shares when allotted and issued, shall rank *pari passu* in all respects among themselves free from all liens, charges, guarantee, adverse interests and adverse claims, and with the Shares in issue on the date of allotment and issue of the Capitalisation Shares including all dividends declared or payable or distribution made or proposed on or after the date of completion of the Debt Capitalisation.

Conditions Precedent

Completion of the Debt Capitalisation is conditional upon the following conditions being fulfilled on or before the Long Stop Date:

- (A) the Board having passed and approved the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder;
- (B) the Independent Shareholders having approved and passed at the EGM, of the necessary resolutions to approve the Subscription and Debt Capitalisation Agreement and the transaction contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);
- (C) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Capitalisation Shares and such approval and permission having not subsequently been revoked or withdrawn prior to the commencement of dealings in the Capitalisation Shares on the Stock Exchange;

- (D) the allotment, issue and subscription of the Capitalisation Shares not being prohibited by any statute, order, rule, regulation, ruling, directive or request promulgated or issued after the date of the Subscription and Debt Capitalisation Agreement by any legislative, executive or regulatory body or authority (including the Stock Exchange and the Securities and Futures Commission of Hong Kong) which is applicable to the Company;
- (E) the representations and warrants given by the parties under the Subscription and Debt Capitalisation Agreement being true and accurate and not misleading when made and remaining true and accurate and not misleading until the date of completion; and
- (F) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder having been obtained.

None of the conditions set out above may be waived by the Company or Chun Yip. If the conditions set out above are not fulfilled on or before the Long Stop Date, the Subscription and Debt Capitalisation Agreement shall terminate and neither of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of such Subscription and Debt Capitalisation Agreement.

Upon completion of the Debt Capitalisation, all the payment obligation on the part of the Company under the Promissory Notes shall be discharged and the repayment of any interest accrued under the Promissory Notes will be waived by Chun Yip.

Lock-up Period

Chun Yip agrees that Chun Yip shall not, and shall procure that none of its nominees, permitted assigns or any person acting on its behalf shall, without the prior written consent of the Company, (i) offer, sell, lend, contract to sell, pledge, grant any option over or otherwise transfer or dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition (whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by Chun Yip), directly or indirectly, any of the Capitalisation Shares, (ii) enter into any swap, hedging or similar agreement that transfers to another, in whole or in part, the economic risks or consequences of ownership of any of the Capitalisation Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of any Capitalisation Share or such other securities, in cash or otherwise, or (iii) announce an intention to effect any such transaction described in (i) or (ii) above, for a period beginning on the date of completion of the Debt Capitalisation and ending on the date being the expiry of 12 months after completion of the Debt Capitalisation (both days inclusive).

Establishment of the Independent Board Committee and appointment of the Independent Financial Adviser

The Independent Board Committee comprising all the independent non-executive Directors has been established to give a recommendation to the Independent Shareholders as to whether the terms of the Subscription and Debt Capitalisation Agreement are on normal commercial terms or better and fair and reasonable, whether the Debt Capitalisation is in the interests of the Company and its shareholders as a whole and as to how to vote at the EGM. Veda Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares.

A circular containing, among other things, (i) details of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; (ii) a letter from the Independent Board Committee containing its opinion and recommendations to the Independent Shareholders in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder; and (iv) a notice convening the EGM, will be despatched to the Shareholders on or before 14 April 2023.

Completion of the Debt Capitalisation is subject to the satisfaction of the conditions precedent in the Subscription and Debt Capitalisation Agreement, and the Debt Capitalisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

(2) SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 21 March 2023 (after the Stock Exchange trading hours), the Company and the Subscribers entered into the Subscription Agreements respectively, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for, an aggregate of 45,000,000 Subscription Shares at the Subscription Price.

The principal terms of the Subscription Agreements are as follows:

Date

21 March 2023 (after the Stock Exchange trading hours)

Parties

- (i) the Company; and
- (ii) the Subscribers

The Subscribers

There are not less than six subscribers (including a corporate investor and individuals) subscribing for the Subscription Shares. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Subscribers and its ultimate beneficial owner are Independent Third Parties.

Number of Subscription Shares

The Subscribers will subscribe in aggregate 45,000,000 Subscription Shares, representing (i) approximately 4.69% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 4.48% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no changes in the total number of issued Shares between the date of this announcement and the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK\$450,000 and the market value of the Subscription Shares is HK\$21,150,000, based on the closing price of HK\$0.47 per Share on the date of the Subscription Agreements.

Subscription Price

The Subscription Price of HK\$0.40 per Subscription Share represents:

- (i) a discount of approximately 14.89% to the closing price of HK\$0.47 per Share as quoted on the Stock Exchange on 21 March 2023, the date of the Subscription Agreements; and
- (ii) a discount of approximately 17.86% to the average closing price of HK\$0.487 per Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day.

The net Subscription Price (after deduction of all professional fees and related expenses), is estimated to be approximately HK\$0.39 per Subscription Share.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers respectively with reference to, among other things, the prevailing market price of the Shares and the market conditions, and the funding needs and financial position of the Group. The aggregate Subscription Price for the 45,000,000 Subscription Shares is HK\$18,000,000, which shall be satisfied by the Subscribers by payment to the Company in cash upon completion of the Subscription.

Ranking of the Subscription Shares

The Subscription Shares when allotted and issued, shall rank *pari passu* in all respects among themselves free from all liens, charges, guarantee, adverse interests and adverse claims, and with the Shares in issue on the date of allotment and issue of the Subscription Shares including all dividends declared or payable or distribution made or proposed on or after the date of completion of the Subscription.

Conditions precedent

Completion of the Subscription Agreements is conditional upon the fulfillment of the following conditions on or before the Long Stop Date:

- (A) the Board having passed and approved the Subscription Agreements and the transactions contemplated hereunder;
- (B) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Subscription Shares and such approval and permission having not subsequently been revoked or withdrawn prior to the commencement of dealings in the Subscription Shares on the Stock Exchange;
- (C) the allotment, issue and subscription of the Subscription Shares not being prohibited by any statute, order, rule, regulation, ruling, directive or request promulgated or issued after the date of the Subscription Agreements by any legislative, executive or regulatory body or authority (including the Stock Exchange and the Securities and Futures Commission of Hong Kong) which is applicable to the Company;
- (D) the representations and warranties given by the parties under the Subscription Agreements being true and accurate and not misleading when made and remaining true and accurate and not misleading until the date of completion of the Subscription; and
- (E) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Subscription Agreements and the transactions contemplated thereunder having been obtained.

The Subscription Agreements are not inter-conditional to each other. None of the conditions set out above may be waived by the Company or any of the Subscribers. If the conditions set out above are not fulfilled on or before the Long Stop Date, the Subscription Agreements shall terminate and neither of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of such Subscription Agreements.

General Mandate

The Subscription Shares will be issued under the General Mandate approved on 19 August 2022 and is not subject to the Shareholders' approval. The maximum number of Shares that can be issued under the General Mandate is 191,897,500 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting of the Company held on 19 August 2022.

As at the date of this announcement, the Company has not allotted or issued any Share under the General Mandate and the General Mandate is sufficient for the allotment and issue of all Subscription Shares.

As completion of the Subscription is subject to the fulfilment of the conditions precedent as stated in the Subscription Agreements, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

APPLICATION FOR LISTING OF THE CAPITALISATION SHARES AND THE SUBSCRIPTION SHARES

Application(s) will be made by the Company to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Capitalisation Shares and the Subscription Shares.

INFORMATION ON THE GROUP

The Company is a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Stock Exchange (stock code: 1783). The principal activity of the Group is the provision of superstructure building and repair, maintenance, alteration and addition (“RMAA”) work service as a main contractor in Hong Kong and provision of reverse supply chain management and environmental-related service.

INFORMATION ON CHUN YIP

Chun Yip is an investment holding company incorporated in the BVI with limited liability. Chun Yip is wholly-owned by Mr. Kwok, who is the chairman of the Board and an executive Director.

REASONS FOR AND BENEFITS OF THE DEBT CAPITALISATION AND THE SUBSCRIPTION AND THE USE OF PROCEEDS

The Group is principally engaged in the provision of superstructure building and RMAA works service as a main contractor in Hong Kong. It is also engaged in the business of reverse supply chain management and environmental-related service.

In November 2022, the Group has been awarded a construction project valued at HK\$421.8 million which is located at 33 Hung To Road, Kwun Tong, Hong Kong. In addition, as part of its RMAA works, the Group is engaged in the construction and installation of Electric Vehicle (EV) charging facilities for existing structures and plans to actively participate in tenders relating to EV-charging station infrastructure projects for the carpark of private residential buildings under Hong Kong Government's "EV-charging at Home Subsidy Scheme".

However, due to the Group's net losses over the years, its cash level had been reducing from approximately HK\$109 million as at 31 March 2020 to approximately HK\$66 million as at 30 September 2022. Moreover, the Promissory Notes in the principal amount of HK\$41,460,000 held by Chun Yip shall be due for payment on 14 July 2023. As at the date of this announcement, no repayment has been made by the Company and the interest accrued amounted to approximately HK\$1.42 million pursuant to the Promissory Notes.

In view of the Group's current cash level and financing needs for future business development, the management of the Group is considering both equity and debt financing. Therefore, the Group intends to conduct the Debt Capitalisation and the Subscription to preserve its cash outlay and raise additional capital. The interest accrued under the Promissory Notes will be waived upon completion of the Debt Capitalisation. The Group is also actively seeking for loan and credit facilities to support its working capital needs.

For the reasons stated above, in respect of the Debt Capitalisation, the Directors (excluding the independent non-executive Directors whose view will be provided after taking into account the advice of the Independent Financial Adviser and Mr. Kwok who has a material interest in the Debt Capitalisation) consider that the terms of the Subscription and Debt Capitalisation Agreement are on normal commercial terms, fair and reasonable and the entering into of the Subscription and Debt Capitalisation Agreement is in the interests of the Company and its shareholders as a whole; and in respect of the Subscription, the Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreements are on normal commercial terms, fair and reasonable and the entering into of the Subscription Agreements is in the interests of the Company and its shareholders as a whole.

It is expected that the aggregate gross proceeds of the Subscription will be HK\$18.0 million and the aggregate net proceeds of the Subscription, after the deduction of all professional fees and related expenses, is estimated to be approximately HK\$17.7 million. The Company intends to use the net proceeds from the Subscription for the EV-charging station infrastructure projects mentioned above.

FUND RAISING ACTIVITY BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any fund-raising activities involving the issue of its equity securities in the 12 months immediately preceding the date of this announcement.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Subscription; and (iii) immediately after completion of the Subscription and the Debt Capitalisation, assuming that there are no changes in the total number of issued Share between the date of this announcement and the allotment and issue of the Subscription Shares and the Capitalisation Shares, for illustration purposes only:

	As at the date of this announcement		Immediately after completion of the Subscription		Immediately after completion of the Subscription and the Debt Capitalisation	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Directors						
Mr. Kwok ⁽¹⁾	531,860,000	55.43%	531,860,000	52.95%	635,510,000	57.35%
Mr. Tang Chi Kin	40,590,000	4.23%	40,590,000	4.04%	40,590,000	3.66%
Mr. Zhan Zhi Hao	6,950,000	0.72%	6,950,000	0.69%	6,950,000	0.63%
Public Shareholders						
The Subscribers	–	0%	45,000,000	4.48%	45,000,000	4.06%
Other public Shareholders	380,087,500	39.61%	380,087,500	37.84%	380,087,500	34.30%
Total	959,487,500	100.00%	1,004,487,500	100.00%	1,108,137,500	100.00%

Notes:

- Mr. Kwok directly owns, and is through Chun Yip interested in, 90,000,000 Shares and 441,860,000 Shares, respectively.
- Due to rounding, the percentage figures shown above may not add up to the sub-total or total.

LISTING RULES IMPLICATION

As at the date of this announcement, Chun Yip is wholly-owned by Mr. Kwok, the chairman of the Board and an executive Director. Mr. Kwok directly owns, and is through Chun Yip interested in, 90,000,000 Shares and 441,860,000 Shares respectively, collectively representing approximately 55.43% of the total number of issued Shares of the Company as at the date of this announcement. Chun Yip is therefore a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the Debt Capitalisation will constitute a connected transaction of the Company and is subject to the reporting, announcement, circular and Independent Shareholder's approval requirements under Chapter 14A of the Listing Rules.

As Chun Yip is wholly-owned by Mr. Kwok, Mr. Kwok is considered to have a material interest in the Debt Capitalisation and had abstained from voting on the Board resolution(s) of the Company to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder.

In accordance with Rule 14A.36 of the Listing Rules, Chun Yip and its associates will be required to abstain from voting on the resolution(s) to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder at the EGM. Save as disclosed above, to the best of the knowledge, information and belief of the Directors, other than Chun Yip and Mr. Kwok, no other Shareholder has a material interest in the transactions contemplated under the Subscription and Debt Capitalisation Agreement and will be required to abstain from voting on the resolution(s) to approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder at the EGM.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Capitalisation Price”	HK\$0.40 per Capitalisation Share
“Capitalisation Shares”	an aggregate of 103,650,000 new Shares to be subscribed by Chun Yip pursuant to the Subscription and Debt Capitalisation Agreement, each a Capitalisation Share
“Chun Yip”	Chun Yip International Investment Limited, a company incorporated in the BVI with limited liability and wholly-owned by Mr. Kwok, a substantial shareholder of the Company

“Company”	Golden Ponder Holdings Limited (金倫控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1783)
“Debt Capitalisation”	the capitalisation of the Indebtedness by issuing and allotting to Chun Yip the Capitalisation Shares subject to the terms and conditions of the Subscription and Debt Capitalisation Agreement
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate to allot and issue the Capitalisation Shares
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 19 August 2022, under which up to a total of 191,897,500 Shares, being 20% of the total number of Shares in issue as at the date of the annual general meeting of the Company held on 19 August 2022, can be allotted and issued by the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Indebtedness”	the sum payable pursuant to the Promissory Notes and the Subscription and Debt Capitalisation Agreement, being HK\$41,600,000
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors

“Independent Financial Adviser”	Veda Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Subscription and Debt Capitalisation Agreement and the transactions contemplated thereunder
“Independent Shareholders”	Shareholder(s) other than those who are required under the Listing Rules to abstain from voting on the resolution(s) to be proposed at the EGM
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company in accordance with the Listing Rules
“Last Trading Day”	20 March 2023, being the last full trading day in the Shares prior to the date of the Subscription and Debt Capitalisation Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	the date upon the expiry of three (3) months from the date of the Subscription and Debt Capitalisation Agreement and the Subscription Agreements, or such other date as the parties may agree in writing
“Mr. Kwok”	Mr. Kwok Chun Sing, the chairman of the Board, an executive Director and the sole beneficial owner of Chun Yip
“Promissory Notes”	the promissory notes in the principal amount of HK\$41,460,000 dated 15 July 2022 between the Company as the payer and Chun Yip as the beneficiary
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the EGM and to be granted to the Board for the allotment and issue of the Capitalisation Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	Independent Third Parties who entered into the Subscription Agreements respectively, each a Subscriber
“Subscription”	the subscription of an aggregate of 45,000,000 Subscription Shares by the Subscribers in accordance with the terms and conditions of the Subscription Agreements
“Subscription Agreements”	the subscription agreements dated 21 March 2023 entered into between the Company and the Subscribers respectively in relation to the Subscription
“Subscription and Debt Capitalisation Agreement”	the subscription and debt capitalisation agreement dated 21 March 2023 entered into between the Company and Chun Yip for the Debt Capitalisation
“Subscription Price”	HK\$0.40 per Subscription Share
“Subscription Shares”	an aggregate of 45,000,000 new Shares to be subscribed by the Subscribers pursuant to the Subscription Agreements, each a Subscription Share
“%”	per cent

By Order of the Board
Golden Ponder Holdings Limited
KWOK Chun Sing
Chairman

Hong Kong, 21 March 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao, and three independent non-executive Directors, namely Mr. Hau Wing Shing Vincent, Mr. Wan Simon and Mr. Zhang Jue.