

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.

GOLDEN PONDER HOLDINGS LIMITED

金 倫 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

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

INTRODUCTION

Reference is made to the announcements of Golden Ponder Holdings Limited (the “**Company**”) dated 21 March 2023 and 9 May 2023 and the circular dated 14 April 2023 (the “**Circular**”) in relation to, among other things, the Debt Capitalisation.

Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

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

The Board is pleased to announce that as all conditions precedent set out in the Subscription and Debt Capitalisation Agreement have been fulfilled, the completion of the Debt Capitalisation (“**Completion**”) took place on 15 May 2023 in accordance with the terms and conditions of the Subscription and Debt Capitalisation Agreement.

An aggregate of 103,650,000 Capitalisation Shares, representing approximately 9.35% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares immediately after Completion, have been successfully issued and allotted to Chun Yip at the Capitalisation Price of HK\$0.40 per Capitalisation Share.

Since the Capitalisation Shares were issued to settle the Indebtedness, no cash proceeds were generated through the issue.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this announcement:

	Immediately before Completion		Immediately after Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Shareholders				
Mr. Kwok ⁽¹⁾⁽²⁾	531,860,000	52.95%	635,510,000	57.35%
Mr. Tang Chi Kin ⁽²⁾	40,320,000	4.01%	40,320,000	3.64%
Mr. Zhan Zhi Hao ⁽²⁾	6,950,000	0.69%	6,950,000	0.63%
Public Shareholders	425,357,500	42.35%	425,357,500	38.38%
Total	1,004,487,500	100.00%	1,108,137,500	100.00%

Notes:

1. Mr. Kwok directly owns 90,000,000 Shares. Mr. Kwok is also interested through Chun Yip in 441,860,000 Shares immediately before Completion and 545,510,000 Shares immediately after Completion and as at the date of this announcement.
2. Each of Mr. Kwok, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao is an executive Director.

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

Hong Kong, 15 May 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.