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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 SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

INTRODUCTION

Reference is made to the announcement of Golden Ponder Holdings Limited (the “**Company**”) dated 20 July 2023 (the “**Announcement**”) in relation to, among other things, the Subscription.

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

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that as all conditions precedent set out in the Subscription Agreements have been fulfilled and completion of the Subscription (“**Completion**”) took place on 1 August 2023 in accordance with the terms and conditions of the Subscription Agreements.

An aggregate of 146,890,000 Subscription Shares, representing approximately 11.70% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares immediately after Completion, have been successfully issued and allotted to the Subscribers at the Subscription Price of HK\$0.245 per Subscription Share.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Subscribers and its ultimate beneficial owner are Independent Third Parties; and (ii) each of the Subscribers are independent from, not connected or associated with, and not acting in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong) with one another.

The net proceeds from the Subscription, after deduction of all professional fees and related expenses, is amounted to approximately HK\$35.79 million. The Company intends to apply the net proceeds from the Subscription in the EV-charging station infrastructure projects and the Energy Storage System business.

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	
	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares
Shareholders				
Mr. Kwok ⁽¹⁾	635,510,000	57.35%	635,510,000	50.64%
Mr. Tang Chi Kin	40,320,000	3.64%	40,320,000	3.21%
Mr. Zhan Zhi Hao	6,950,000	0.63%	6,950,000	0.55%
Public Shareholders				
The Subscribers ⁽²⁾	4,500,000	0.41%	151,390,000	12.06%
Other public Shareholders	420,857,500	37.98%	420,857,500	33.53%
Total	1,108,137,500	100.00%	1,255,027,500	100.00%

Notes:

1. Mr. Kwok directly owns, and is through his wholly-owned company, Chun Yip International Investment Limited, interested in, 90,000,000 Shares and 545,510,000 Shares, respectively.
2. Information of the Subscribers is available in the Company's announcement dated 20 July 2023.
3. The sum of the above percentages do not add up to 100% due to rounding.

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

Hong Kong, 1 August 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 four independent non-executive Directors, namely Mr. Hau Wing Shing Vincent, Mr. Wan Simon, Mr. Zhang Jue and Mr. Lam John Cheung-wah.