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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)

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;**
- (2) PROPOSED CHANGE OF COMPANY NAME;**
- (3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES; AND**
- (4) PROPOSED ADOPTION OF THE 2023 SHARE AWARD SCHEME AND TERMINATION OF THE 2018 SHARE OPTION SCHEME**

INTRODUCTION

The board of directors of the Company (the “**Board**”) announces that the Board proposes to (1) increase the authorised share capital of the Company; (2) change the Company name; (3) amend the Existing Memorandum and Articles and adopt the Amended Memorandum and Articles; and (4) adopt the 2023 Share Award Scheme and terminate the 2018 Share Option Scheme, subject to the approval of the Shareholders at the AGM to be convened by the Company.

(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 Shares of a nominal or par value of HK\$0.01 each, among which, 1,255,027,500 are issued Shares.

In order to enable the Company to have greater flexibility in raising funds and to promote future business growth, the Board proposes to increase the authorized share capital of the Company by the creation of additional 1,500,000,000 additional Shares, each ranking pari passu in all respects with the Shares in issue, thus increasing the authorised share capital of the Company from HK\$15,000,000 (divided into 1,500,000,000 Shares of a nominal or par value of HK\$0.01 each) to HK\$30,000,000 (divided into 3,000,000,000 Shares of a nominal or par value of HK\$0.01 each) (the “**Increase in Authorised Share Capital**”).

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company for future investment opportunities and facilitate the Company in determining its future business plan and development, and is therefore in the interests of the Company and the Shareholders as a whole. An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the Increase in Authorized Share Capital.

(2) PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Golden Ponder Holdings Limited” to “Envision Greenwise Holdings Limited” and the dual foreign name in Chinese of the Company from “金侖控股有限公司” to “晉景新能控股有限公司”, subject to the conditions set out below being fulfilled (the “**Change of Company Name**”).

Conditions for the Proposed Change of Company Name

The Change of Company Name is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the AGM to approve the Change of Company Name; and
- (ii) the Registrar approving the Change of Company Name by issuing a certificate of incorporation on change of name of the Company.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar enters the new English name and the new dual foreign name in Chinese of the Company in the register of companies maintained by the Registrar in the Cayman Islands in place of the existing names, and issues a certificate of incorporation on change of name of the Company. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

Following the change in controlling shareholder of the Company in December 2022, the core management team of the Company has continued to strengthen its existing business in traditional superstructure building and repair, maintenance, alteration and addition works service as a main contractor in Hong Kong, whilst actively seeking to develop and expand its business scope in reverse supply chain management and environmental-related business, by blending in more green and smart elements into its core construction business, such as environmental, quality and safety management systems, smart energy, green construction, and application of environmental protection and smart technologies. Looking ahead, the Company will continue to positively cope with any challenges and capture suitable opportunities. The proposed Change of Company Name will better reflect the Company’s future strategic direction.

The Board considers that the Change of Company Name will better reflect the current status of the Group's business and its direction of future development. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company's business development in the best interest of the Company and Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of legal title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration, and delivery purposes.

There will not be any arrangement for exchange of the existing share certificates for new share certificates bearing the new name of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the new company name becomes effective. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

A special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the proposed Change of Company Name.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the effective date of the proposed Change of Company Name and the change of English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange.

(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES

The Stock Exchange has amended the Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under Appendix 3 to the Listing Rules with effect from 1 January 2022 in relation to which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation.

The Board proposes to amend the Existing Memorandum and Articles for the purposes of (i) bringing the Existing Memorandum and Articles in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules, particularly to conform to the Core Standards as set out in Appendix 3 to the Listing Rules; (ii) providing flexibility to the Company in relation to the holding of hybrid meetings of Shareholders; (iii) reflecting the new authorised share capital and company name of the Company pursuant to the Increase of Authorised Share Capital and the Change of Company Name, respectively; and (iv) making other consequential and housekeeping amendments.

Details regarding the proposed amendments to the Existing Memorandum and Articles will be set out in the circular to be despatched to the Shareholders in due course. A special resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the proposed amendments to the Existing Memorandum and Articles and adoption of the Amended Memorandum and Articles.

(4) PROPOSED ADOPTION OF THE 2023 SHARE AWARD SCHEME AND TERMINATION OF THE 2018 SHARE OPTION SCHEME

The 2018 Share Option Scheme was adopted by the Company on 25 July 2018 and is valid for a period of 10 years commencing from the date of adoption, subject to early termination. Save for the 2018 Share Option Scheme, the Company had no other subsisting share scheme which has not expired as at the date of this announcement.

The amendments of Chapter 17 of the Listing Rules have taken effect from 1 January 2023. In this connection, the Company proposes to terminate the 2018 Share Option Scheme and adopt the 2023 Share Award Scheme. The provisions of the 2023 Share Award Scheme will comply with the requirements of amended Chapter 17 of the Listing Rules which has taken effect from 1 January 2023.

Pursuant to the terms of the 2018 Share Option Scheme, the Board may at any time terminate the 2018 Share Option Scheme and in such event, no further share options may be offered or granted but, the rules of the 2018 Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of options granted prior to its termination or otherwise as may be required in accordance with the rules of the 2018 Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the rules of the 2018 Share Option Scheme.

As at the date of this announcement, no share option had been granted and no share option was outstanding under the 2018 Share Option Scheme.

Proposed adoption of the 2023 Share Award Scheme

The Board proposes the adoption of the 2023 Share Award Scheme, which will be valid for a period of 10 years from the date of adoption of the 2023 Share Award Scheme.

The purposes of the 2023 Share Award Scheme are to recognise and acknowledge the contributions which the eligible participants under the scheme have made or may make to the Group. The 2023 Share Award Scheme will provide the eligible participants with an opportunity to acquire proprietary interests in the Company, with the view to achieving the following principal objectives:

- (1) motivating the eligible participants to optimise their performance and efficiency for the benefit of the Group; and
- (2) attracting and retaining or otherwise maintaining ongoing business relationships with the eligible participants whose contributions are, or, will or are expected to be, beneficial to the Group.

Conditions precedent of the 2023 Share Award Scheme

The adoption of the 2023 Share Award Scheme is conditional upon:

- (i) the passing of resolutions by the Shareholders and resolutions by the Board to approve and adopt the 2023 Share Award Scheme and to authorise the Board to grant awards under the scheme and to allot and issue Shares;
- (ii) the appointment of a trustee and the settling of the rules of the 2023 Share Award Scheme with the trustee; and
- (iii) the approval for the listing of, and permission to deal in, the Shares in issue and to be issued, and any Shares to be transferred upon vesting of the awards granted under the 2023 Share Award Scheme, being granted by the Stock Exchange.

Details regarding the proposed adoption of the 2023 Share Award Scheme and termination of the 2018 Share Option Scheme will be set out in the circular to be despatched to the Shareholders in due course. An ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the adoption of the 2023 Share Award Scheme and termination of the 2018 Share Option Scheme.

GENERAL

A circular of the AGM containing, among other things, further details of the (1) Increase in Authorised Share Capital; (2) Change of Company Name; (3) proposed amendments to the Existing Memorandum and Articles and adoption of the Amended Memorandum and Articles; and (4) proposed adoption of the 2023 Share Award Scheme and termination of the 2018 Share Option Scheme and the notice convening the AGM will be despatched by the Company to the Shareholders in due course.

DEFINITIONS

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

“2018 Share Option Scheme”	the share option scheme adopted by the Company on 25 July 2018
“2023 Share Award Scheme”	the share award scheme to be adopted by the Company at the AGM
“AGM”	the forthcoming annual general meeting to be convened and held to consider and, if thought fit, approving, among others, (1) the Increase in Authorised Share Capital; (2) the Change of Company Name; (3) the proposed amendments to the Existing Memorandum and Articles and adoption of the Amended Memorandum and Articles; and (4) the proposed adoption of the 2023 Share Award Scheme and termination of the 2018 Share Option Scheme
“Amended Memorandum and Articles”	the second amended and restated memorandum and articles of association of the Company, details of the proposed amendments shall be set out in the circular to be despatched to the Shareholders in due course
“Board”	The board of Directors
“Company”	Golden Ponder Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on Main Board of the Stock Exchange (Stock Code: 1783)
“Director(s)”	director(s) of the Company
“Existing Memorandum and Articles”	the amended and restated memorandum and articles of association of the Company currently in force
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Registrar of Companies in the Cayman Islands

“Shareholders”	the holder(s) of the Share(s)
“Shares”	ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 5 September 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.