

*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 appears for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities of the Company.*



platt nera

**Platt Nera International Limited**

**佰達國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1949)**

**PLACING OF NEW SHARES  
UNDER GENERAL MANDATE**

**Placing Agent**



**THE PLACING**

On 17 March 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners and parties acting in concert with them shall be Independent Third Parties to subscribe for a maximum of 120,000,000 Placing Shares at the Placing Price of HK\$0.08 per Placing Share.

The Placing Shares represent: (a) 17.65% of the total existing issued Shares as at the date of this announcement; and (b) approximately 15.00 % of the total issued Shares as enlarged by the allotment and issue of the Placing Shares (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the Completion Date other than the issue of the Placing Shares).

The Placing Price of HK\$0.08 per Placing Share represents (i) a discount of approximately 2.44% to the closing price of HK\$0.082 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 4.76% to the average closing price of approximately HK\$0.084 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

Assuming that all Placing Shares are placed, the gross proceeds from the Placing are expected to be HK\$9,600,000, and the net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) are expected to be approximately HK\$9,251,000, representing a net issue price of approximately HK\$0.077 per Placing Share.

The Placing Shares will be allotted and issued pursuant to the General Mandate and is not subject to further Shareholders' approval. An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

The Company intends to apply all the net proceeds from the Placing as general working capital of the Group, representing an opportunity to raise additional funding for the business development and operations of the Group including but not limited to implementing the Group's business projects or expanding its operation scale.

#### **WARNING**

**As Completion is conditional upon fulfilment of the Conditions set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

### **THE PLACING AGREEMENT**

On 17 March 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners and parties acting in concert with them shall be Independent Third Parties to subscribe for a maximum of 120,000,000 Placing Shares at the Placing Price of HK\$0.08 per Placing Share.

The principal terms and conditions of the Placing Agreement are as follows:

#### **Date**

17 March 2025 (after trading hours)

#### **Parties**

- (1) the Company; and
- (2) the Placing Agent.

#### **The Placing Agent**

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 2% of the amount which is equal to the Placing Price multiplied by the total number of Placing Shares successfully placed by the Placing Agent in accordance with the Placing Agreement.

The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents, the size of the Placing and the price performance of the Shares.

The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on current market conditions.

### **Number of the Placing Shares**

The Placing Agent has conditionally agreed to act as agents of the Company to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners and parties acting in concert with them shall be Independent Third Parties to subscribe for up to 120,000,000 new Shares at the Placing Price (excluding brokerage, the SFC transaction levy, the Accounting and Financial Reporting Council transaction levy, the Stock Exchange trading fee and stamp duty(if any)), upon the terms and subject to the conditions set out in the Placing Agreement.

The Placing Shares represent: (a) 17.65% of the total existing issued Shares as at the date of this announcement; and (b) approximately 15.00% of the total issued Shares as enlarged by the allotment and issue of the Placing Shares (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the Completion Date other than the issue of the Placing Shares).

### **Rights of the Placing Shares**

The Placing Shares will rank pari passu in all respects among themselves and with the other existing Shares upon issuance.

### **Placees**

The Placing Shares are expected to be placed to not less than six Placees, who and whose respective ultimate beneficial owners and parties acting in concert with them are Independent Third Parties.

Upon Completion, it is expected that none of the Placees will become a substantial shareholder (as defined under the Listing Rules) of the Company.

### **Placing Price**

The Placing Price is HK\$0.08 per Placing Share and represents:

- (i) a discount of approximately 2.44% to the closing price of HK\$0.082 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

- (ii) a discount of approximately 4.76% to the average closing price of approximately HK\$0.084 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

The net Placing Price (after deducting the costs and expenses of the Placing) is approximately HK\$0.077 per Placing Share. Based on a nominal value of HK\$0.01 per Share, the aggregate nominal value of the Placing Shares is HK\$1,200,000.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agent after taking into account factors including the recent market price of the Shares and current market conditions.

### **Conditions of the Placing**

The Completion is conditional upon the satisfaction of the following Conditions:

- (a) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange (and such listing approval not subsequently being revoked prior to Completion);
- (b) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained; and
- (c) the Placing Agreement not having been terminated in accordance with the terms of the Placing Agreement

All of the Conditions are incapable of being waived. In the event any of the Conditions is not fulfilled on or before 7 April 2025 (or such later date as may be agreed between the Company and the Placing Agent in writing), all rights, obligations and liabilities of the parties hereto shall cease and terminate and none of the parties to the Placing Agreement shall have any claim against the other save for any antecedent breach of any right or obligation under the Placing Agreement prior to such termination.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Placing Shares.

### **Completion**

Completion of the Placing shall take place within four (4) Business Days after the day on which the conditions as set out in the paragraph headed "Conditions of the Placing" above are fulfilled (or another time or date as the Company and the Placing Agent shall agree in writing).

## Termination

The Placing Agent may terminate the Placing Agreement (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the Completion Date provided that such notice is received prior to 9:00 a.m. on the Completion Date if there develops, occurs or comes into force:

- (i) force majeure events, which in the absolute opinion of the Placing Agent, would materially and adversely affect the success of the Placing including:
  - (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date hereof) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the Placing of the Shares by potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
  - (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction or trading in securities) occurs which affect the success of the Placing (such success being the placing of the Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing; or
- (ii) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
- (iii) any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days; or
- (iv) the Placing Agent becomes aware that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate if repeated, the Placing Agent shall determine whether such untrue representation or warranty represents or is likely to represent a

material adverse change in the financial or trading position or prospects of the Group taken as a whole, or will otherwise likely to have a material prejudicial effect on the Placing, or

- (v) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or
- (vi) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole.

Upon termination of the Placing Agreement, the Placing Agreement shall thereupon cease to have effect and none of the parties shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination.

### **GENERAL MANDATE TO ISSUE THE PLACING SHARES**

As disclosed in the Company's poll results announcement dated 21 June 2024, the grant of the General Mandate was approved by the Shareholders at the annual general meeting of the Company held on 21 June 2024. Under the General Mandate, the Company is authorised to issue up to 120,000,000 new Shares.

As of the date of this announcement, no new Share has been allotted and issued under the General Mandate. The Placing Shares will be allotted and issued pursuant to the General Mandate and is not subject to further Shareholders' approval.

### **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group is principally engaged in the provision of IT integrated solutions and IT support services, and the sale of related equipment in Thailand.

Assuming that all Placing Shares are placed, the gross proceeds from the Placing are expected to be HK\$9,600,000, and the net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) are expected to be approximately HK\$9,251,000, representing a net issue price of approximately HK\$0.077 per Placing Share.

The Company intends to apply all the net proceeds for general working capital of the Group. The Directors consider that the Placing represents an opportunity to raise additional funding for the business development and operations of the Group including but not limited to implementing the Group's business projects or expanding its operation scale and will strengthen the Group's financial position, and enlarge shareholders' base of the Company which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

The Board has considered other alternative fund-raising methods such as debt financing, rights issue or open offer. The Board considered that debt financing may incur interest burden on the Group and may be subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position and the then financial market condition and it may be relatively uncertain and time-consuming. On the other hand, rights issue or open offer may also involve relatively substantial time and cost to complete as compared to the equity financing through issue of the new Shares under General Mandate. Hence, after duly considered relevant market and other factors pertinent to the Company, the Board considers the equity financing through issue of the new Shares under the Company's General Mandate to be most appropriate fundraising option for the Company at this juncture.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Placing (assuming that all of the 120,000,000 Placing Shares will be placed in full and there will be no change in the issued share capital of the Company between the date of this announcement and the Completion) are set out below:

	<b>As at the date of this announcement</b>		<b>Immediately upon Completion</b>	
	<i>Number of shares</i>	<i>Approximate %</i>	<i>Number of shares</i>	<i>Approximate %</i>
Pynk Holding Limited ("Pynk") (note 1)	102,000,000	15.0%	102,000,000	12.75%
The Placees (note 2)	—	—	120,000,000	15.00%
Other public Shareholders	<u>578,000,000</u>	<u>85.0%</u>	<u>578,000,000</u>	<u>72.25%</u>
	<u><u>680,000,000</u></u>	<u><u>100.0%</u></u>	<u><u>800,000,000</u></u>	<u><u>100.00%</u></u>

*Notes:*

1. Pynk is beneficially owned as to 98% and 2% by Mr. Prapan Asvaplunghprohm and Ms. Aranya Talomsin respectively. Accordingly, Prapan Asvaplunghprohm is interested in the 102,000,000 Shares through Pynk. Mr. Prapan Asvaplunghprohm is the Chairman of the Board, the Chief Executive Officer and an executive Director of the Company.
2. Pursuant to the Placing Agreement, the Placing Agent warrants and undertakes to the Company that it shall use its best endeavours to procure that the Placees will not become a substantial shareholder (as defined under the Listing Rules) of the Company upon Completion. Accordingly, the Placees will become the public Shareholders upon Completion.



## **EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS**

The following are fund raising activities of the Company during the past 12 months immediately preceding this announcement:

<b>Date of announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds raised</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
14 June 2024	Placing of new Shares under general mandate	HK\$28.8 million	the Company intended to apply the net proceeds from the Placing for provision of general working capital and support the business development and operations of the Group including but not limited to implementing the Group's business projects.	use as intended

Save as disclosed above, the Company did not conduct any fundraising activities involving the issue of equity securities within the 12 months immediately prior to the date of this announcement.

### **WARNING**

**As Completion is conditional upon fulfilment of the Conditions set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.**

### **DEFINITIONS**

Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as set forth below:

“associate”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Platt Nera International Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 1949)



“Completion”	completion of the Placing in accordance with the terms and conditions of the Placing Agreement
“Completion Date”	within four (4) Business Day after the fulfillment of the Conditions (or such other date and place as the Company and the Placing Agent may agree in writing)
“Condition(s)”	the conditions precedent set out in the Placing Agreement
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the Company’s annual general meeting held on 21 June 2024 to allot, issue and deal with up to 20% of the then issued Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons and not acting in concert with any of the connected persons of the Company or any of their respective associates
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on Main Board of the Stock Exchange
“Placees”	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 120,000,000 Placing Shares on and subject to the terms and condition set out in the Placing Agreement
“Placing Agent”	Fortune Origin Securities Limited, a licensed corporation to carry out businesses in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)

“Placing Agreement”	the conditional placing agreement dated 17 March 2025 (after trading hours) entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.08 per Placing Share (exclusive of any brokerage, the SFC transaction levy, the Accounting and Financial Reporting Council transaction levy, the Stock Exchange trading fee and stamp duty as may be payable)
“Placing Share(s)”	a total of up to 120,000,000 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate, each a “Placing Share”
“PRC”	People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board  
**Platt Nera International Limited**  
**Prapan Asvaplunghprohm**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 17 March 2025

*As at the date of this announcement, the Board comprises Mr. Prapan Asvaplunghprohm, Ms. Hong Yiwen and Ms. Liu Guixiang as executive Directors, and Mr. Yuen Kwok Kuen, Mr. Cheung Pan and Mr. Choi Sum Shing Samson as independent non-executive Directors.*

\* *For identification purposes only*