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Guan Chao Holdings Limited

冠轆控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1872)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcement (the “**Announcement**”) issued by Guan Chao Holdings Limited (the “**Company**”) dated 17 March 2025 in relation to the placing by Imperium International Securities Limited of up to 21,600,000 new shares of the Company under general mandate. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that as of the date of this announcement, all Conditions Precedent have been duly fulfilled, and the Completion took place on 8 April 2025.

The Board is pleased to report that a total of 21,600,000 Placing Shares have been successfully placed by the Placing Agent with no less than six Placees at a Placing Price of HK\$0.73 per Placing Share, in accordance with the terms and conditions outlined in the Placing Agreement.

The Placing Shares, when issued and fully paid up, shall rank *pari passu* in all respects and inter se and with all other Shares then in issue.

To the best of the Directors' knowledge, having made all reasonable enquiries, (i) each of the Placees and/or their respective ultimate beneficial owner(s) is a third party independent of and not connected with, and is not acting in concert with the Company and its connected persons; and (ii) immediately after the Placing, none of the Placees will become a substantial shareholder of the Company.

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK\$15.6 million. The Company intends to utilize these net proceeds to enhance the Group's working capital reserve.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately after the Completion.

Shareholders	<i>Number of Shares</i>	<i>Approximately shareholding percentage</i>
Gatehouse Ventures Limited	98,140,000	17.48%
The Placees	21,600,000	3.85%
Other public Shareholders	441,766,081	78.67%
Total	561,506,081	100.00%

By Order of the Board
Guan Chao Holdings Limited
Tan Shuay Tarng Vincent
Co-chairman and executive Director

Hong Kong, 8 April 2025

As at the date of this announcement, the Board comprises Mr. Tan Shuay Tarng Vincent, Mr. Zhang Xiaoyang, Ms. Ng Hui Bin Audrey, Ms. Beng Lee Ser Marisa and Mr. Jin Zhehui as executive Directors; and Mr. Chow Wing Tung, Mr. Zhong Lili and Mr. Tam Yat Kin Ken as independent non-executive Directors.*

* *For identification purposes only*