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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



Fortune (HK) Securities Limited

Reference is made to the announcements (the “**Announcements**”) issued by Guan Chao Holdings Limited (the “**Company**”) dated 30 May 2025, 17 June 2025, 20 June 2025, 27 June 2025, 4 July 2025 and 11 July 2025 in relation to the placing by Fortune (HK) Securities Limited of up to 90,195,000 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 Announcements.

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 18 July 2025.

The Board is pleased to report that a total of 90,195,000 Revised Placing Shares have been successfully placed by the Placing Agent with no less than six Placees at a Placing Price of HK\$4.30 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 (the “**Net Proceeds**”), after deduction of the placing commission and other related expenses, amounted to approximately HK\$383.96 million. The Company intends to apply the net proceeds as follows:

- (i) approximately HK\$74.94 million, representing approximately 20% of the Net Proceeds, to support the business development of Guangzhou Jinghong New Materials Co., Ltd.* (廣州晶鴻新材料有限公司);
- (ii) approximately HK\$70 million, representing approximately 19% of the Net Proceeds, for a possible investment in the AIMI Group;
- (iii) approximately HK\$95.59 million, representing approximately 25% of the Net Proceeds, towards the production and distribution of hair growth products;
- (iv) approximately HK\$47.81 million, representing approximately 12% of the Net Proceeds, to support marketing initiatives for both the Group's existing and prospective business ventures; and
- (v) approximately HK\$95.62 million, representing approximately 24% of the Net Proceeds, to enhance the Group's working capital for supporting ongoing business operations, administrative needs, and compliance obligations.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

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

Shareholders	Number of Shares	Approximately shareholding percentage
Gatehouse Ventures Limited	98,140,000	15.06%
The Placees	90,195,000	13.84%
Other public Shareholders	463,366,081	71.10%
Total	651,701,081	100.00%

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

Hong Kong, 18 July 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. Tam Yat Kin Ken and Mr. Wu Qing as independent non-executive Directors.

** for identification purposes only*