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**佳寧娜集團控股有限公司**

**CARRIANNA GROUP HOLDINGS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00126)**

## **COMPLETION OF THE PROPOSED THIRD AMENDMENTS OF THE TERMS AND CONDITIONS OF THE CONVERTIBLE BONDS**

Reference is made to the announcement (the “**Announcement**”) of Carrianna Group Holdings Company Limited (the “**Company**”) dated 31 July 2026 in relation to, among others, the Proposed Amendment of Terms of the Convertible Bonds. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that as all the conditions precedent set out in the Third Amendment Deed have been fulfilled, the Proposed Amendment of Terms took effect on 7 August 2026.

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

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon full conversion of the Convertible Bonds at the initial Conversion Price (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement up to the full conversion of the Convertible Bonds) are as follows:

|                                                                     | (i) As at the date of this announcement |                                      | (ii) Immediately upon full conversion of the Convertible Bonds at the initial Conversion Price |                                      |
|---------------------------------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------------------------------------------------|--------------------------------------|
|                                                                     | <i>No. of Shares</i>                    | <i>Approximate % of shareholding</i> | <i>No. of Shares</i>                                                                           | <i>Approximate % of shareholding</i> |
| Mr. Ma Kai Cheung (“ <b>Mr. KC Ma</b> ”)                            | 361,283,986                             | 22.99                                | 361,283,986                                                                                    | 20.48                                |
| Regent World Investments Limited (“ <b>Regent World</b> ”) (Note 1) | 184,121,625                             | 11.72                                | 184,121,625                                                                                    | 10.44                                |
| Bond Well Investments Limited (“ <b>Bond Well</b> ”) (Note 1)       | 75,007,400                              | 4.77                                 | 75,007,400                                                                                     | 4.25                                 |
| Ms. Cheung Lin Kiu (“ <b>Ms. Cheung</b> ”) (Note 2)                 | 7,050,000                               | 0.45                                 | 7,050,000                                                                                      | 0.40                                 |
| Mr. Ma Kai Yum (“ <b>Mr. KY Ma</b> ”)                               | 204,888,714                             | 13.04                                | 204,888,714                                                                                    | 11.61                                |
| Grand Wealth Investments Limited (“ <b>Grand Wealth</b> ”) (Note 3) | 74,651,040                              | 4.75                                 | 74,651,040                                                                                     | 4.23                                 |
| Peaceful World Limited (“ <b>Peaceful World</b> ”) (Note 3)         | 19,050,000                              | 1.21                                 | 19,050,000                                                                                     | 1.08                                 |
| Real Potential Limited (“ <b>Real Potential</b> ”) (Note 4)         | 7,500,000                               | 0.48                                 | 7,500,000                                                                                      | 0.43                                 |
| Ms. Kwok Kit Mei (“ <b>Ms. Kwok</b> ”) (Note 5)                     | 3,200,000                               | 0.20                                 | 3,200,000                                                                                      | 0.18                                 |
| Mr. Ma Hung Ming, John (“ <b>Mr. John Ma</b> ”)                     | 476,000                                 | 0.03                                 | 476,000                                                                                        | 0.03                                 |
| Mr. KC Ma and Mr. KY Ma and parties acting in concert with them     | 937,228,765                             | 59.64                                | 937,228,765                                                                                    | 53.13                                |
| Subscriber A (Note 6)                                               | —                                       | —                                    | 85,714,285                                                                                     | 4.86                                 |
| Subscriber B (Note 6)                                               | —                                       | —                                    | —                                                                                              | —                                    |
| Subscriber C (Note 6)                                               | —                                       | —                                    | 106,929,290                                                                                    | 6.06                                 |
| Other public Shareholders                                           | 634,130,655                             | 40.36                                | 634,130,655                                                                                    | 35.95                                |
| <b>Total</b>                                                        | <b>1,571,359,420</b>                    | <b>100.00</b>                        | <b>1,764,002,995</b>                                                                           | <b>100.00</b>                        |

*Notes:*

1. Mr. KC Ma and his family are the beneficiaries of a discretionary trust which effectively owns the entire issued share capital of Regent World and 70% of the entire issued share capital of Bond Well. As at the date of this announcement, Regent World owned 184,121,625 Shares and Bond Well owned 75,007,400 Shares.
2. Ms. Cheung is the spouse of Mr. KC Ma.
3. Mr. KY Ma and his family are the beneficiaries of a discretionary trust which effectively owns the entire issued share capital of Grand Wealth and Peaceful World. As at the date of this announcement, Grand Wealth owned 74,651,040 Shares and Peaceful World owned 19,050,000 Shares.
4. Peaceful World owns the entire issued share capital of Real Potential. As at the date of this announcement, Real Potential owned 7,500,000 Shares. The interests of Real Potential in the Company are therefore deemed to be the interests of Peaceful World in which Mr. KY Ma is also deemed to have interests for the reason as stated in note 3 above.
5. Ms. Kwok is the spouse of Mr. KY Ma.
6. Based on the aggregate outstanding principal amount of the Convertible Bonds of HK\$67,425,251.80 and held as to HK\$30,000,000 and HK\$37,425,251.80 by Subscriber A and Subscriber C respectively, upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.35 per Conversion Share, 85,714,285 Conversion Shares and 106,929,290 Conversion Shares will be allotted and issued to Subscriber A and Subscriber C respectively. No fractions of Shares will be issued and no cash adjustments will be made in respect of the remaining outstanding principal amount of the Convertible Bonds of HK\$0.35 owed to each of Subscriber A and Subscriber C pursuant to the terms and conditions of Convertible Bonds.

By order of the Board  
**Carrianna Group Holdings Company Limited**  
**Dr. Ma Kai Yum**  
*Chairman*

Hong Kong, 7 August 2026

*As at the date of this announcement, the Board comprises Mr. Ma Kai Cheung (Honorary Chairman), Mr. Ma Kai Yum (Chairman), Mr. Liang Rui and Mr. Ma Hung Man as executive directors; Mr. Ma Hung Ming, John as non-executive director; and Mr. Wong See King, Mr. Cheung Wah Fung, Christopher and Miss Liu Ling Ling, Samantha as independent non-executive directors.*