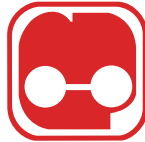


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 PLACING OF NEW SHARES
UNDER GENERAL MANDATE; AND
COMPLETION OF PLACING OF CONVERTIBLE BONDS
UNDER GENERAL MANDATE**

Reference is made to the announcement of Carrianna Group Holdings Company Limited (the “**Company**”) dated 8 March 2021 (the “**Announcement**”) in relation to, among other things, the Share Placing and the CB Placing. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

**COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL
MANDATE**

The Board is pleased to announce that all the conditions precedent of the Share Placing had been fulfilled and completion of Share Placing took place on 31 March 2021 in accordance with the terms and conditions of the Share Placing Agreement.

An aggregate of 125,708,754 Placing Shares, representing (i) approximately 10.00% of the issued share capital of the Company immediately before the Share Placing; and (ii) approximately 9.09% of the issued share capital of the Company as enlarged by the issue of the 125,708,754 Placing Shares as at the date of this announcement have been successfully placed by the Placing Agent to not less than six Share Placees at the Share Placing Price pursuant to the terms and conditions of the Share Placing Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Share Placees and their ultimate beneficial owners (if any) are Independent Third Parties, and none of the Share Placees has become a substantial Shareholder upon completion of the Share Placing.

COMPLETION OF PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions precedent of the CB Placing had been fulfilled and completion of the CB Placing took place on 31 March 2021 in accordance with the terms and conditions of the CB Placing Agreement.

The Convertible Bonds in the aggregate principal amount of HK\$75,425,251.80 have been placed to one CB Placee, namely Great Diamond Developments Limited (“**Great Diamond**”), a company incorporated in the British Virgin Islands with limited liability, the issued share capital of which is owned as to 35% by Wong Shu Yui, 25% by Chan Siu Ying, 20% by Wong Kai Kei and 20% by Wong Yim, pursuant to the terms and conditions of the CB Placing Agreement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Great Diamond and all of its ultimate beneficial owners, Wong Shu Yui, Chan Siu Ying, Wong Kai Kei and Wong Yim are Independent Third Parties.

The net proceeds from the Share Placing and CB Placing (after deduction of placing commission and other relevant costs and expenses) are approximately HK\$55,736,000 and HK\$74,418,000 respectively. The net proceeds from the Share Placing and the CB Placing of approximately HK\$130,154,000 in aggregate are intended to be used for partial repayment of bank borrowings.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before completion of the Share Placing and the CB Placing; (ii) immediately upon completion of the Share Placing and the CB Placing but before conversion of any of the Convertible Bonds; and (iii) immediately upon completion of the Share Placing and the CB Placing and after conversion of all the Convertible Bonds are set out below:

Shareholders	Immediately before completion of the Share Placing and the CB Placing		Immediately upon completion of the Share Placing and the CB Placing but before conversion of any of the Convertible Bonds		Immediately upon completion of the Share Placing and the CB Placing and after conversion of all the Convertible Bonds	
	<i>Number of</i>	<i>Approximate</i>	<i>Number of</i>	<i>Approximate</i>	<i>Number of</i>	<i>Approximate</i>
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Mr. KC Ma	204,288,044	16.25	204,288,044	14.77	204,288,044	13.54
Regent World	184,121,625	14.65	184,121,625	13.32	184,121,625	12.21
Bond Well	75,007,400	5.97	75,007,400	5.43	75,007,400	4.97
Ms. Cheung Lin Kiu	7,050,000	0.56	7,050,000	0.51	7,050,000	0.47
Mr. KY Ma	47,202,772	3.75	47,202,772	3.41	47,202,772	3.13
Grand Wealth	74,651,040	5.94	74,651,040	5.40	74,651,040	4.95
Peaceful World	19,050,000	1.52	19,050,000	1.38	19,050,000	1.26
Real Potential	7,500,000	0.60	7,500,000	0.54	7,500,000	0.50
Ms. Kwok Kit Mei	3,200,000	0.25	3,200,000	0.23	3,200,000	0.21
Mr. John Ma	476,000	0.04	476,000	0.03	476,000	0.03
Ms. Choi Ka Man, Carmen	2,044,000	0.16	2,044,000	0.15	2,044,000	0.14
The Subscribers and parties acting in concert with it	624,590,881	49.69	624,590,881	45.17	624,590,881	41.41
Rainbow Choice (<i>Note</i>)	125,428,754	9.98	125,428,754	9.07	125,428,754	8.32
the Share Placees	–	–	125,708,754	9.09	125,708,754	8.33
Great Diamond	–	–	–	–	125,708,753	8.33
Other public Shareholders	507,067,901	40.33	507,067,901	36.67	507,067,901	33.61
Total	<u>1,257,087,536</u>	<u>100.00</u>	<u>1,382,796,290</u>	<u>100.00</u>	<u>1,508,505,043</u>	<u>100.00</u>

Note:

On 9 October 2018, Rainbow Choice (a company wholly-owned by Ms. Chen Chu Zhen, being the spouse of Mr. Ng Sze Ping) charged (i) 62,714,377 Shares in favour of Mr. KC Ma as security for the RMB50 Million Loan A; and (ii) another 62,714,377 Shares in favour of Mr. KY Ma. as security for the RMB50 million Loan B. Apart from the RMB50 Million Loan A and the RMB50 Million Loan B, the relevant share charges, custodian agreements and the personal guarantees given by Ms. Chen Chu Zhen in respect of the RMB50 Million Loan A and the RMB50 Million Loan B, there is no other relationship between Rainbow Choice, Ms. Chen Zhu Zhen, Mr. Ng Sze Ping, Mr. KC Ma and Mr. KY Ma.

For and on behalf of the Board
Carrianna Group Holdings Company Limited
Dr. Ma Kai Yum
Chairman

Hong Kong, 31 March 2021

As at the date of this announcement, the Board comprises Mr. Ma Kai Cheung (Honorary Chairman), Mr. Ma Kai Yum (Chairman), Mr. Ma Hung Ming, John (Vice-chairman), Mr. Liang Rui and Mr. Chan Francis Ping Kuen as executive Directors; and Mr. Lo Ming Chi, Charles, Mr. Lo Man Kit, Sam and Mr. Wong See King as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.