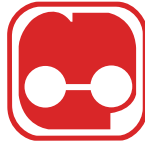


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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

SETTLEMENT DEED IN RELATION TO THE PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements of Carrianna Group Holdings Company Limited (the “**Company**”) dated 8 March 2021, 31 March 2021, 13 April 2021 and 16 April 2021 in relation to, among other things, the CB Placing (the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

As disclosed in the announcement of the Company dated 16 April 2021, as Mr. Wong was a Shareholder as at 31 March 2021, Mr. Wong, being one of the ultimate beneficial owners of Great Diamond was not an Independent Third Party as defined under the CB Placing Agreement as at 31 March 2021 and the placing of the Convertible Bonds to Great Diamond was not in compliance with the terms and conditions of the CB Placing Agreement.

In view of the above, the Board announces that on 21 April 2021, the Company, the Placing Agent and Great Diamond entered into a deed of settlement (the “**Deed of Settlement**”) for the full and final settlement of the obligations and liabilities of the parties thereto under the Convertible Bonds and the CB Placing Agreement.

Pursuant to the terms of the Deed of Settlement, (i) the Placing Agent has returned the whole amount of the placing commission in the sum of HK\$754,252.52 received from the Company under the CB Placing Agreement to the Company and all the certificates of the Convertible Bonds to the Company; (ii) the Company has cancelled the Convertible Bonds in full; and (iii) the Company has returned the whole amount of the principal amount of the Convertible Bonds in the sum of HK\$75,425,251.80 to Great Diamond.

The Board considers that the entering into of the Deed of Settlement and the cancellation of the Convertible Bonds will not have any material adverse impact on the business, operation and financial position of the Group.

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

Hong Kong, 21 April 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.