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**EEKA Fashion Holdings Limited**

**贏家時尚控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3709)**

**COMPLETION OF PLACING OF EXISTING SHARES  
AND  
TOP-UP SUBSCRIPTION OF NEW SHARES  
UNDER GENERAL MANDATE**

**Placing Agent**



The Board is pleased to announce that completion of the Placing and Top-up Subscription took place on 5 May 2021 and 11 May 2021 respectively, in accordance to the terms of the Placing and Subscription Agreement.

An aggregate of 19,000,000 Placing Shares were placed by the Placing Agent to not less than six (6) Placees who are not connected persons of the Company and are independent of and not connected with the Vendor or any connected persons of the Company, at the Placing Price of HK\$10.50 per Placing Share. In addition, an aggregate of 19,000,000 Top-up Subscription Shares, representing approximately 2.70% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-Up Subscription Shares, have been allotted and issued to the Vendor by the Company at the Top-up Subscription Price of HK\$10.50 per Top-up Subscription Share.

Reference is made to the announcement of the Company dated 30 April 2021 in relation to placing of existing Shares and top-up subscription of new Shares under General Mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the respective meaning as those defined in the Announcement.

## COMPLETION OF THE PLACING

The Board is pleased to announce that completion of the Placing and Top-up Subscription took place on 5 May 2021 and 11 May 2021 respectively, in accordance to the terms of the Placing and Subscription Agreement.

An aggregate of 19,000,000 Placing Shares were placed by the Placing Agent to not less than six (6) Placees who are not connected persons of the Company and are independent of and not connected with the Vendor or any connected persons of the Company, at the Placing Price of HK\$10.50 per Placing Share. In addition, an aggregate of 19,000,000 Top-up Subscription Shares, representing approximately 2.70% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-Up Subscription Shares, have been allotted and issued to the Vendor by the Company at the Top-up Subscription Price of HK\$10.50 per Top-up Subscription Share.

The gross proceeds from the Placing and the Top-up Subscription are approximately HK\$199.50 million and the net proceeds from the Placing and the Top-up Subscription after deducting the placing fee, brokerage, professional fees and all related expenses which are borne by the Company, are approximately HK\$198.09 million. The net proceeds from the Placing and the Top-up Subscription will be used by the Company as stated in the Announcement (i) as to approximately HK\$178.29 million for the settlement of the existing debts of the Group; and (ii) as to the remaining HK\$19.80 million for the Group's general working capital.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The Board wishes to clarify that there was a typographical error in the Announcement as to the shareholding of Ms. He Hongmei (a) as at the date of the Placing and Subscription Agreement; (b) immediately after the completion of the Placing but before the completion of the Top-Up Subscription and (c) immediately after completion of the Placing and the Top-Up Subscription.

The shareholding structure of the Company (a) as at the date of the Placing and Subscription Agreement; (b) immediately after the completion of the Placing but before the completion of the Top-Up Subscription; and (c) immediately after completion of the Placing and the Top-Up Subscription are as follows:

	As at the date of the Placing and Subscription Agreement (i.e. 30 April 2021)		Immediate after completion of the Placing but before completion of the Top-Up Subscription		Immediately after completion of the Placing and the Top-Up Subscription	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
The Vendor (Note 1)	279,715,000	40.83	260,715,000	38.06	279,715,000	39.73
Apex Noble Holdings Limited (Note 2)	198,713,195	29.01	198,713,195	29.01	198,713,195	28.22
He Hongmei (Note 3)	168,873	0.02	168,873	0.02	168,873	0.02
Alpha Cosmo Holdings Limited (Note 4)	21,910,884	3.20	21,910,884	3.20	21,910,884	3.11
<b>Public Shareholders</b>						
Placees	–	–	19,000,000	2.77	19,000,000	2.70
Other Public Shareholders	184,542,243	26.94	184,542,243	26.94	184,542,243	26.22
<b>Total</b>	<b>685,050,195</b>	<b>100.00</b>	<b>685,050,195</b>	<b>100.00</b>	<b>704,050,195</b>	<b>100.00</b>

*Note:*

1. The entire issued share capital of the Vendor is wholly-owned by Mayberry Marketing Limited, the entire issued share capital of which is in turn wholly-owned by BOS Trustee Limited as trustee of the Fiona Trust. The Fiona Trust is a discretionary trust set up by Mr. Jin Ming as settlor. The beneficiaries of Fiona Trust are Mr. Jin Ming, his spouse and his children. Mr. Jin Ming is the chairman, chief executive officer and executive director of the Company.
2. The entire issued share capital of Apex Noble Holdings Limited is wholly-owned by Heritage Holdings Limited, the entire issued share capital of which is in turn wholly-owned by BOS Trustee Limited as trustee of the Jin's Heritage Trust. Jin's Heritage Trust is a discretionary trust set up by Mr. Jin Rui as settlor. The beneficiaries of Jin's Heritage Trust are Mr. Jin Rui, his spouse and his children. Mr. Jin Rui is an executive director of the Company.
3. Ms. He Hongmei is an executive director of the Company.
4. These Shares are held by Alpha Cosmo Holdings Limited as trustee under the share award scheme adopted by the Company on 2 December 2019.

Save as disclosed, the Board confirms that all information in the Announcement remains unchanged.

By order of the Board  
**EEKA Fashion Holdings Limited**  
**JIN MING**  
*Chairman*

Hong Kong, 11 May 2021

*As at the date of this announcement, the Board comprises Mr. Jin Ming, Ms. He Hongmei and Mr. Jin Rui as executive Directors; and Mr. Zhong Ming, Mr. Zhou Xiaoyu and Mr. Zhang Guodong as independent non-executive Directors.*