

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)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 1 JUNE 2021**

Reference is made to the circular (the “**Circular**”) of Carrianna Group Holdings Company Limited (the “**Company**”) dated 10 May 2021 and the notice of special general meeting (the “**SGM**”) of the same date as set out in the Circular (the “**SGM Notice**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce the poll results in respect of the resolutions proposed at the SGM held on 1 June 2021 as follows:

Ordinary resolutions		Number of Votes (%)	
		For	Against
1.	To approve, confirm and ratify the Shares Subscription Agreement and the transactions contemplated thereunder (including the allotment and issue of Subscription Shares and the grant of the Specific Mandate).	188,919,839 (98.37%)	3,124,000 (1.63%)

Ordinary resolutions		Number of Votes (%)	
		For	Against
2.	To re-elect Mr. Liang Rui as an executive director of the Company.	886,493,077 (99.65%)	3,118,000 (0.35%)

Note: Full text of the resolutions is set out in the SGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 and 2, all the above resolutions numbered 1 and 2 were duly passed as ordinary resolutions of the Company at the SGM.

Special resolution		Number of Votes (%)	
		For	Against
3.	To approve the Whitewash Waiver.	188,921,839 (98.37%)	3,122,000 (1.63%)

As more than 75% of the votes were cast in favour of the above resolution numbered 3, the above resolution numbered 3 was duly passed as a special resolution of the Company at the SGM.

As at the date of the SGM, the total number of issued shares of the Company was 1,382,796,290 Shares. As disclosed in the Circular, the Subscribers, their concert parties and their respective associates, and Rainbow Choice shall and they did, abstain from voting on the resolutions approving the Shares Subscription, the Specific Mandate and the Whitewash Waiver at the SGM. As at the date of the SGM, (i) the Subscribers and parties acting in concert with them and their respective associates held an aggregate of 624,590,881 Shares, representing approximately 45.17% of the issued share capital of the Company; and (ii) Rainbow Choice held an aggregate of 125,428,754 Shares, representing approximately 9.07% of the issued share capital of the Company.

Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against (i) resolutions numbered 1 and 3 at the SGM was 632,776,655 Shares; and (ii) resolution numbered 2 at the SGM was 1,382,796,290 Shares.

Save as disclosed above, no other Shareholder was required to abstain from voting on the above resolutions at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the SGM under the Listing Rules and there were no Shares only entitling the holders thereof to attend and vote only against the resolutions at the SGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the SGM.

At the SGM held on 1 June 2021, the voting on the proposed resolutions as set out in the SGM Notice were taken by poll. Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the poll at the SGM for the purpose of vote-taking.

CHANGES IN THE SHAREHOLDING OF THE COMPANY

Set out below are the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Shares Subscription (assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares):

Shareholders	As at the date of this announcement		Immediately after completion of the Shares Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. KC Ma	204,288,044	14.77	298,569,609	19.00
Regent World	184,121,625	13.32	184,121,625	11.72
Bond Well	75,007,400	5.43	75,007,400	4.77
Ms. Cheung Lin Kiu	7,050,000	0.51	7,050,000	0.45
Mr. KY Ma	47,202,772	3.41	141,484,337	9.01
Grand Wealth	74,651,040	5.40	74,651,040	4.75
Peaceful World	19,050,000	1.38	19,050,000	1.21
Real Potential	7,500,000	0.54	7,500,000	0.48
Ms. Kwok Kit Mei	3,200,000	0.23	3,200,000	0.20
Mr. John Ma	476,000	0.03	476,000	0.03
Ms. Choi Ka Man, Carmen	<u>2,044,000</u>	<u>0.15</u>	<u>2,044,000</u>	<u>0.13</u>

	As at the date of this announcement		Immediately after completion of the Shares Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Shareholders				
The Subscribers and parties acting in concert with them	624,590,881	45.17	813,154,011	51.75
Rainbow Choice (<i>Note</i>)	125,428,754	9.07	125,428,754	7.98
the Share Placees	125,708,754	9.09	125,708,754	8.00
Other Shareholders	<u>507,067,901</u>	<u>36.67</u>	<u>507,067,901</u>	<u>32.27</u>
Total	<u><u>1,382,796,290</u></u>	<u><u>100.00</u></u>	<u><u>1,571,359,420</u></u>	<u><u>100.00</u></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.

GRANT OF THE WHITEWASH WAIVER

On 31 May 2021, the Executive has conditionally granted the Whitewash Waiver, which is subject to (i) the Whitewash Waiver and the Shares Subscription being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the SGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscribers and their concert parties between the announcement of the Shares Subscription and the completion of the Shares Subscription.

As at the date of this announcement, except conditions (a) and (e) as referred to in the Circular, all other conditions have been fulfilled. Further announcement(s) will be made by the Company upon completion of the Shares Subscription.

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

Hong Kong, 1 June 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.