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THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of the Company dated 31 May 2021 (the “**Announcement**”) in relation to the Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the condition precedent of the Subscription set out in the Subscription Agreements has been fulfilled. As a result, completion of the Subscription took place and an aggregate of 815,000,000 new Shares were issued and allotted under the General Mandate to the Subscribers on 29 June 2021.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, and save as disclosed in the Announcement, the Subscribers (and the ultimate beneficial owner of the Subscribers, if applicable) are third parties independent of the Company and its connected persons, and none of the Subscribers (and the ultimate beneficial owner of the Subscribers, if applicable) has become a substantial Shareholder as a result of the Subscription.

The net proceeds from the Subscription, after deducting related expenses, are approximately HK\$611.1 million.

Pursuant to the information on shareholdings available to the Company as at the date of this announcement, the shareholding structure of the Company immediately before and immediately after completion of the Subscription is as follows:

Name of shareholder	As at the date of this announcement		Immediately after the completion of the Subscription	
	Number of Shares	Approximate % (Note 1)	Number of Shares	Approximate % (Note 1)
You Zhenhua (Note 1)	8,498,747,176	67.15	8,498,747,176	63.09
Subscribers	856,740,000	6.77	1,671,740,000	12.41
Other public shareholders	<u>3,300,857,455</u>	<u>26.08</u>	<u>3,300,857,455</u>	<u>24.50</u>
Total:	<u>12,656,344,631</u>	<u>100</u>	<u>13,471,344,631</u>	<u>100</u>

Notes:

1. According to the disclosure of interests published on the website of the Stock Exchange:

These 8,498,747,176 Shares comprise (i) 8,494,907,176 Shares held and owned by Wide Bridge Limited (“Wide Bridge”); and (ii) 3,840,000 Shares directly held and owned by Mr. You Zhenhua (“Mr. You”). Mr. You indirectly holds 100% interest in Wide Bridge. According to SFO, Mr. You is deemed to be interested in the Shares held by Wide Bridge.

By order of the Board
Theme International Holdings Limited
Wu Lei
Executive Director

Hong Kong, 29 June 2021

As at the date of this announcement, there are (i) three Executive Directors, namely Mr. Jiang Jiang, Mr. Wu Lei and Ms. Chen Jing; (ii) two Non-Executive Directors, namely Mr. Ding Lin and Mr. Kang Jian; and (iii) three Independent Non-Executive Directors, namely Mr. Liu Song, Mr. Chan Chi Ming, Tony and Mr. Wu Shiming.