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Million Stars

MILLION STARS HOLDINGS LIMITED

萬星控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8093)

**SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

THE SUBSCRIPTION

On 17 March 2023 (after trading hours), the Company entered into Subscription Agreements with the Subscribers pursuant to which the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 20,000,000 Subscription Shares at the Subscription Price of HK\$0.15 per Subscription Share in accordance with the terms and conditions as set out in the Subscription Agreements.

The number of Subscription Shares represents (i) 4.10% of the total number of the issued Shares as at the date of this announcement; and (ii) approximately 3.94% of the total number of the issued Shares as enlarged by the allotment and issue of the Subscription Shares immediately following the completion of Subscription (assuming that there will be no other changes in the issued share capital of the Company between the date of this announcement and the Completion Date).

Completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreements. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENT

On 17 March 2023 (after trading hours), the Company and the Subscribers entered into the Subscription Agreements, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for 20,000,000 Subscription Shares at the Subscription Price of HK\$0.15 per Subscription Share in accordance with the terms and conditions as set out in the Subscription Agreements.

Save for the parties to the Subscription Agreements and the number of the Subscription Shares being subscribed for, the principal terms of the Subscription Agreements are substantially the same and are summarised below:

The Subscription Agreement

Date: 17 March 2023

Issuer: The Company

Subscriber: 深圳萬星時代投資合夥企業(有限合夥)
Shenzhen Wanxing Times Investment Partnership
(Limited Partnership)*

Number of Subscription Shares to be subscribed for: 20,000,000 shares

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Subscriber and its ultimate beneficial owners is the Independent Third Party of the Company.

Pursuant to the Subscription Agreements, the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 20,000,000 Subscription Shares, representing:

- (i) 4.10% of the total number of the issued Shares as at the date of this announcement; and
- (ii) approximately 3.94% of the total number of the issued Shares as enlarged by the allotment and issue of the Subscription Shares immediately following the completion of Subscription (assuming that there will be no other changes in the issued share capital of the Company between the date of this announcement and the Completion Date).

Subscription Price

The Subscription Price of HK\$0.15 per Subscription Share represents:

- (i) a discount of approximately 2.60% to the closing price of HK\$0.154 per Share as quoted on the Stock Exchange on the date of the Subscription Agreements; and
- (ii) a discount of approximately 15.35% to the average closing price of approximately HK\$0.177 per Share as quoted on the Stock Exchange for the last five (5) trading days immediately prior to the date of the Subscription Agreements.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscribers with reference to the prevailing market conditions and the recent share price performance and liquidity of the Shares. The Board considers that the terms of the Subscription Agreements (including the Subscription Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The total Subscription Price of HK\$3,000,000 will be payable by the Subscribers in cash at the completion of the Subscription.

Ranking of the Subscription Shares

The Subscription Shares will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

Conditions precedent

Completion of the Subscription is subject to the fulfilment or waiver (as the case may be) of the following conditions:

- (i) the Stock Exchange having approved the issue of the Subscription Shares and the GEM Listing Committee of the Stock Exchange having granted the listing of, and the permission to deal in, the Subscription Shares and such listing and permission having not been revoked;
- (ii) all the required approvals, authorisations, consents having been obtained from, and all the required registrations and filings having been completed with (if applicable), the government authorities or regulatory bodies or any relevant third party in connection with the transactions contemplated under the Subscription Agreements;
- (iii) the warranties and representations of the Company contained in the Subscription Agreements remaining true, accurate and not misleading in each case in all material respects at any time between the date of the Subscription Agreements and the Completion Date (both dates inclusive) and as if made at such time; and
- (iv) the warranties and representations of the Subscribers contained in the Subscription Agreements remaining true, accurate and not misleading in each case in all material respects at any time between the date of the Subscription Agreements and the Completion Date (both dates inclusive) and as if made at such time.

The Company is entitled to waive condition (iv) above at its absolute discretion by way of written notice to the Subscribers, and the Subscribers is entitled to waive condition (iii) above at its absolute discretion by way of written notice to the Company.

In the event that any of the above conditions is not fulfilled or waived in accordance with the above clause on or before 10 April 2023 (or such other date as may be agreed by the Company and the Subscribers), the Subscription Agreements may be terminated by either party by notice in writing to the other party and all rights and obligations thereunder shall cease and terminate and none of the parties thereto shall have any claim against the other, save for any antecedent breach thereof.

Completion

Completion of the Subscription shall take place on the fifteenth Business Day after the date that the conditions precedent of the Subscription Agreements have been fulfilled or waived (as the case may be) or such other date as may be agreed by the Company and the Subscribers.

NOMINAL VALUE OF THE SUBSCRIPTION SHARES

The aggregate nominal value of the Subscription Shares is HK\$2,000,000.

GENERAL MANDATE

The Subscription Shares will be allotted and issued by the Company pursuant to the General Mandate and is therefore not subject to Shareholders' approval. The Company is authorised to allot, issue or otherwise deal with up to 97,600,000 new Shares under the General Mandate. As at the date of this announcement, the Company has not allotted or issued any Share under the General Mandate. After completion of issue and allotment of the Subscription Shares, there will be no Share remaining which can be allotted by the Company under the General Mandate.

APPLICATION FOR LISTING

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

INFORMATION OF THE GROUP

The Company mainly engaged in the provision of Internet advertising agency services. Along with subsidiaries, the Company operates its business. The Internet Advertising Agency Services segment is involved in provision of Internet advertising agency services which included promotion of online game.

INFORMATION OF THE SUBSCRIBER

深圳萬星時代投資合夥企業(有限合夥) (Shenzhen Wanxing Times Investment Partnership (Limited Partnership*)) (“Shenzhen Wanxing”) is an investment holding company and a limited partnership established in PRC. To the best of the knowledge of the Directors and based on publicly available information and information provided by Shenzhen Wanxing is ultimately held as to 60% by Mr. Qiao Feng* (喬峰) and 39% held by Mr. Qiao Shi* (喬石), and (iii) having made all reasonable enquiries, Shenzhen Wanxing and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries the Subscribers are independent third parties of the Company and its connected persons (as defined in the GEM Listing Rules).

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Directors consider that the Subscription represent an opportunity to raise additional funding for the Group's business operation. The Subscription to be used for repayment of the Group's certain outstanding loans while the remaining balance for general working capital and business development of the Group.

The Directors consider that the Subscription represents an opportunity for the Group to reduce its liabilities and broaden the capital base and Shareholder base of the Company. Accordingly, the Directors consider that the Subscription is in the interest of the Company and the Shareholders as a whole.

USE OF PROCEEDS

Each of the gross proceeds and net proceeds from the issue of the Subscription Shares is estimated to be approximately HK\$3,000,000 and HK\$2,950,000 respectively. The Company intends to use the net proceeds (i) for future business development, (ii) for repayment of borrowings and (iii) for general working capital of the Group.

The table below is a summary of the use of net proceeds:

Intended use of proceeds	Percentage	Allocation of net proceeds (HK\$)	Expected timeline for use
Repayment of certain borrowings	20.7%	610,650.00	Before 30 June 2023
General working capital	41.4%	1,221,300.00	Before 30 June 2023
Operating expenses for new business including Million Stars Promotion Machine	<u>37.9%</u>	<u>1,118,050.00</u>	Before 30 June 2023
Total	<u>100%</u>	<u>2,950,000.00</u>	

The net price of each Subscription Share will be approximately HK\$0.148.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company, in each case assuming that no new Shares are issued or repurchased between the date of this announcement and the Completion Date save for the Subscription: (i) as at the date of this announcement; and (ii) immediately after completion of the Subscription:

	As at the date of this announcement		Immediately after completion of subscription	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
Directors				
Zhu Yongjun	38,398,786	7.87%	38,398,786	7.56%
Gan Xiaohua	8,005,000	1.64%	8,005,000	1.58%
Substantial Shareholders				
7 Road Holdings Limited	54,000,000	11.07%	54,000,000	10.63%
Shanghai Hutong Investments Centre Limited Partnership	72,497,169	14.86%	72,497,169	14.27%
Jia Heng Tai Feng Co. Limited	52,000,000	10.66%	52,000,000	10.24%
Wang Fei	40,000,000	8.20%	40,000,000	7.87%
Jiang Peijie	29,150,000	5.97%	29,150,000	5.74%
Subscriber	—		20,000,000	3.94%
Other Public Shareholders	<u>193,949,045</u>	<u>39.74%</u>	<u>193,949,045</u>	<u>38.18%</u>
Total	<u>488,000,000</u>	<u>100.00%</u>	<u>508,000,000</u>	<u>100.00%</u>

GENERAL

Completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreements. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business

“Company”	Million Stars Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on GEM of the Stock Exchange
“Completion Date”	the date of completion of the Subscription pursuant to the Subscription Agreements
“Director(s)”	director(s) of the Company
“GEM Listing Committee”	the GEM listing committee of the Stock Exchange
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 10 October, 2022 to allot, issue and deal with up to 97,600,000 Shares, being 20% of the then number of issued shares of the Company as at 10 October 2022
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	深圳萬星時代投資合夥企業(有限合夥), a limited company incorporated in PRC
“Subscription”	subscription by the Subscribers for the Subscription Shares pursuant to and in accordance with the terms and conditions of the Subscription Agreements

“Subscription Agreement”	the subscription agreement dated 17 March 2023 entered into between the Company and Subscriber in respect of the subscription of 20,000,000 new Shares at the Subscription Price
“Subscription Price”	HK\$0.15 per Subscription Share
“Subscription Share(s)”	the 20,000,000 new Shares to be subscribed for by the Subscribers and to be issued and allotted by the Company pursuant to and in accordance with the terms and conditions of the Subscription Agreements
“%”	per cent.

* For identification only

By Order of the Board
Million Stars Holdings Limited
Zhu Yongjun
Chairman and Chief Executive Officer

Hong Kong, 17 March 2023

As at the date of this announcement, the Board comprises Mr. Zhu Yongjun, Mr. Gan Xiaohua and Ms. Tian Yuan as executive Directors; and Mr. Chen Ce, Ms. Jiang Ying and Ms. Zhu Minli as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its publication and on the website of the Company at <http://www.millionstars.hk>.