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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 24 March 2023 (after trading hours), the Company entered into Subscription Agreement with the Subscriber pursuant to which the Subscriber have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 77,600,000 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) 15.90% of the total number of the issued Shares as at the date of this announcement; and (ii) approximately 13.72% 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 save for the allotment and issuance of the Subscription Shares and Previous Subscription Shares from the date of this announcement and up to the Completion Date).

Shareholders and potential investors should note that Completion is subject to the fulfillment of the conditions under the Subscription Agreement as set out in the section headed “Conditions”. As the Subscription may or may not proceed to Completion, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE SUBSCRIPTION AGREEMENT

On 24 March 2023 (after trading hours), the Company and the Subscriber entered into the Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for 77,600,000 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 Agreement and the number of the Subscription Shares being subscribed for, the principal terms of the Subscription Agreement are summarised below:

The Subscription Agreement

Date:	24 March 2023
Issuer:	The Company
Subscriber:	Lyu XinYuan
Number of Subscription Shares to be subscribed for:	77,600,000 shares
Subscription Price:	HK\$0.15 per Subscription Share

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

Pursuant to the Subscription Agreement, the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue 77,600,000 Subscription Shares, representing:

- (i) 15.90% of the total number of the issued Shares as at the date of this announcement; and
- (ii) approximately 13.72% 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 from the date of this announcement and up to the Completion Date).
- (iii) approximately 13.25% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares and the Previous Subscription Shares, subject to Completion (assuming that there will not be any changes in the issued share capital of the Company save for the allotment and issue of the Subscription Shares and the Previous Subscription Shares from the date of this announcement and up to the Completion Date).

Subscription Price

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

- (i) the closing price of HK\$0.15 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and
- (ii) a discount of approximately 13.59% to the average closing price of approximately HK\$0.174 per Share as quoted on the Stock Exchange for the last five (5) trading days immediately prior to the date of the Subscription Agreement.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber 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 Agreement (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\$11,640,000 will be payable by the Subscriber 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 Agreement;
- (iii) the warranties and representations of the Company contained in the Subscription Agreement remaining true, accurate and not misleading in each case in all material respects at any time between the date of the Subscription Agreement and the Completion Date (both dates inclusive) and as if made at such time; and
- (iv) the warranties and representations of the Subscriber contained in the Subscription Agreement remaining true, accurate and not misleading in each case in all material respects at any time between the date of the Subscription Agreement 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 Subscriber, and the Subscriber 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 30 April, 2023 (or such other date as may be agreed by the Company and the Subscriber), the Subscription Agreement 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 Agreement 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\$11,640,000.

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. Up to the date of this announcement, save for the Previous Subscription Shares, no other new Shares will be issued under the General Mandate and 77,600,000 new Shares available for subscription. Accordingly, the allotment and issuance of the Subscription Shares is not subject to the approval of the shareholders.

As at the date of this announcement, except for the Previous Subscription Shares to be issued, 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

According to the information provided by the Subscriber:

The Subscriber is a merchant operating financial investment business and currently residing in the United States of America.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiry, the Subscriber is independent and third party 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 proceeds from the Subscription will be used for repayment of the Group's certain outstanding loans while the remaining balance will be used 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\$11,640,000 and HK\$11,590,000 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%	2,399,130.00	Before 30 June 2023
General working capital	41.4%	4,798,260.00	Before 30 June 2024
Operating expenses for new business including Million Stars Promotion Machine	<u>37.9%</u>	<u>4,392,610.00</u>	Before 30 June 2024
Total	<u>100%</u>	<u>11,590,000.00</u>	

The net price of each Subscription Share will be approximately HK\$0.149.

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

Saved as disclosed below, the Company has not conducted any equity fund raising activities in the past 12 months immediately preceding the date of this announcement.

Date of Announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
17 March 2023	Subscription of 20,000,000 shares	HK\$2,950,000	Please refer to the announcement dated 17 March, 2023 for details	Completion has not been taken place as at 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 the completion of the Previous Subscription Agreement (assuming that there will not be any changes in the issued share capital of the Company)		Immediately after the Completion (assuming that there will not be any changes in the issued share capital of the Company save for the allotment and issue of the Previous Subscription Shares)	
	Number of Shares	Approximately %	Number of Shares	Approximately %	Number of Shares	Approximately %
Directors						
Zhu Yongjun	38,398,786	7.87%	38,398,786	7.56%	38,398,786	6.56%
Gan Xiaohua	8,005,000	1.64%	8,005,000	1.58%	8,005,000	1.37%
Substantial Shareholders						
7 Road Holdings Limited	54,000,000	11.07%	54,000,000	10.63%	54,000,000	9.22%
Shanghai Hutong Investments Centre Limited Partnership	72,497,169	14.86%	72,497,169	14.27%	72,497,169	12.38%
Jia Heng Tai Feng Co. Limited	52,000,000	10.66%	52,000,000	10.24%	52,000,000	8.88%
Wang Fei	40,000,000	8.20%	40,000,000	7.87%	40,000,000	6.83%
Jiang Peijie	29,150,000	5.97%	29,150,000	5.74%	29,150,000	4.98%
Shenzhen Wanxing Times Investment Partnership	—	—	20,000,000	3.94%	20,000,000	3.41%
Lyn XinYuan	—	—	—	—	77,600,000	13.25%
Other Public Shareholders	193,949,045	39.74%	193,949,045	38.18%	193,949,045	33.12%
Total	488,000,000	100.00%	508,000,000	100.00%	585,600,000	100.00%

GENERAL

Completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreement. 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
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM 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

“Previous Subscription Agreement”	the subscription agreement dated 17 March 2023 entered into between the Company and 深圳萬星時代投資合夥企業(有限合夥) Shenzhen Wanxing Times Investment Partnership (Limited Partnership)* in relation to the Previous Subscription
“Previous Subscription Shares”	the 20,000,000 new Shares to be issued and allotted by the Company to 深圳萬星時代投資合夥企業(有限合夥) Shenzhen Wanxing Times Investment Partnership (Limited Partnership)* pursuant to the terms and conditions of the Previous Subscription Agreement
“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”	Mr. Lyu XinYuan
“Subscription Agreement”	the subscription agreement dated 23 March 2023 entered into between the Company and Subscriber in respect of the subscription of 77,600,000 new Shares at the Subscription Price
“Subscription”	subscription by the Subscriber for the Subscription Shares pursuant to and in accordance with the terms and conditions of the Subscription Agreement
“Subscription Price”	HK\$0.15 per Subscription Share
“Subscription Share(s)”	the 77,600,000 new Shares to be subscribed for by the Subscriber and to be issued and allotted by the Company pursuant to and in accordance with the terms and conditions of the Subscription Agreement
“%”	per cent.

* *For identification only*

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

Hong Kong, 24 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 Stock Exchange website at <http://www.hkexnews.hk> on the “Latest Listed 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>.