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GOLDEN PONDER HOLDINGS LIMITED

金 倫 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

INTRODUCTION

Reference is made to the announcements of Golden Ponder Holdings Limited (the “**Company**”) dated 21 March 2023 and 23 March 2023 (the “**Announcements**”) in relation to, among others things, the Subscription.

Capitalised terms used in this announcement shall have the same meanings as defined in the Announcements unless otherwise stated.

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that as all conditions precedent set out in the Subscription Agreements have been fulfilled and the completion of the Subscription (“**Completion**”) took place on 11 April 2023 in accordance with the terms and conditions of the Subscription Agreements.

An aggregate of 45,000,000 Subscription Shares, representing approximately 4.48% of the total number of issued Shares as enlarged by the allotment and issue of the Subscription Shares immediately after Completion, have been successfully issued and allotted to the Subscribers at the Subscription Price of HK\$0.40 per Subscription Share.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) each of the Subscribers and its ultimate beneficial owner are Independent Third Parties; and (ii) each of the Subscribers are independent from, not connected or associated with, and not acting in concert (as defined under the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong) with one another.

The net proceeds from the Subscription, after deduction of all professional fees and related expenses, amounted to approximately HK\$17.7 million. The Company intends to use the net proceeds from the Subscription for the EV-charging station infrastructure projects.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this announcement:

	Immediately before Completion		Immediately after Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Directors				
Mr. Kwok ^{(1) (2)}	531,860,000	55.43%	531,860,000	52.95%
Mr. Tang Chi Kin ⁽²⁾	40,320,000	4.20%	40,320,000	4.01%
Mr. Zhan Zhi Hao ⁽²⁾	6,950,000	0.72%	6,950,000	0.69%
Public Shareholders				
The Subscribers ⁽³⁾	—	0%	45,000,000	4.48%
Other public Shareholders	380,357,500	39.64%	380,357,500	37.87%
Total⁽⁴⁾	959,487,500	100.00%	1,004,487,500	100.00%

Notes:

1. Mr. Kwok directly owns 90,000,000 Shares. Mr. Kwok is also interested through Chun Yip in 441,860,000 Shares as at the date of this announcement.
2. Each of Mr. Kwok, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao is an executive Director.
3. Additional information of the Subscribers is available in the Company's supplemental announcement dated 23 March 2023.
4. Due to rounding, the percentage figures shown above may not add up to the total percentage figure.

By Order of the Board
Golden Ponder Holdings Limited
KWOK Chun Sing
Chairman

Hong Kong, 11 April 2023

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Kwok Chun Sing, Mr. Tang Chi Kin and Mr. Zhan Zhi Hao, and three independent non-executive Directors, namely Mr. Hau Wing Shing Vincent, Mr. Wan Simon and Mr. Zhang Jue.