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## **JIADING INTERNATIONAL GROUP HOLDINGS LIMITED**

**嘉鼎國際集團控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 08153)**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **Placing Agent**



#### **QUAM SECURITIES LIMITED**

On 24 August 2023, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 305,691,261 new Shares at a price of HK\$0.10 per Placing Share, for and on behalf of the Company.

The Placing is conditional upon, among others, listing of and permission to deal in all the Placing Shares being granted by the Listing Committee of the Stock Exchange. If such conditions are not fulfilled, the Placing will not proceed.

The maximum number of 305,691,261 Placing Shares represents approximately 20% of the entire issued share capital of the Company of 1,528,456,305 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The net proceeds from the Placing of approximately HK\$29.8 million (assuming the Placing Shares are fully placed and after all relevant expenses) will be used for repayment of debts, expansion of the Group's business and general working capital.

## THE PLACING AGREEMENT

- Date: 24 August 2023.
- Placing Agent: Quam Securities Limited. To the best of the Company's knowledge, information and belief, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.
- Placees: The Placing Shares will be placed to not less than six Placees being individual(s), corporate(s), institutional investor(s) or other investors who and their ultimate beneficial owners will be Independent Third Parties. No Placee will become a substantial Shareholder (as such term is defined in the GEM Listing Rules) immediately following completion of the Placing.
- Number of Placing Shares: Up to 305,691,261 new Shares, to be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 20% of the entire issued share capital of the Company of 1,528,456,305 Shares as at the date of this announcement and approximately 16.67% of the Company's entire issued share capital as enlarged by the Placing. The nominal value of the Placing Shares is HK\$1,222,765.04.
- Placing Price: HK\$0.10 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on GEM. The Placing Price represents:
- (a) a discount of approximately 18.03% to the closing price of HK\$0.122 per Share as quoted on the GEM on 24 August 2023, being the date of the Placing Agreement;
  - (b) a discount of approximately 18.30% to the average closing price of approximately HK\$0.1224 per Share as quoted on the GEM for the last 5 full trading days of the Shares immediately before 24 August 2023 being the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$29.8 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.097.

Placing Commission: The Placing Agent will receive a placing commission of 2% on the gross proceeds of the Placing.

General Mandate: The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's annual general meeting held on 25 July 2023 up to 305,691,261 Shares. As at the date of this announcement, no Share has been issued pursuant to the general mandate.

Ranking of Placing Shares: The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue an allotment of the Placing Shares.

Conditions to the Placing: The Placing is conditional upon (i) the granting of approval by the Stock Exchange for the listing of, and permission to deal in, all of the Placing Shares on GEM being obtained and not subsequently being revoked and (ii) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

If the above conditions are not fulfilled on or prior to 14 September 2023 or such later date as may be agreed between the Company and the Placing Agent, all rights, obligations and liabilities of the Placing Agent and of the Company shall cease and terminate and the Placing Agent shall be released from all obligation thereunder and none of the parties shall have any claim against the other in relation thereto (save in respect of any antecedent breach of any obligation under the Placing Agreement).

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

No Shareholders approval is required for the Placing.

Completion of the Placing: Subject to the satisfaction of the condition set out above, the Placing shall be completed within 5 Business Days after fulfillment of the said conditions or such later time and/or such other date as the Placing Agent and the Company may agree.

Termination: The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement (without liability) by notice in writing to the Company at any time prior to 12:00 noon on the date of completion of the Placing upon the occurrence of the following events:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in this Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (3) there is any new law and regulation or change in existing laws and regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the reasonable opinion any such new law or change may adversely affect the business or financial position of the Group; or
- (4) any litigation or claim being instigated against the Group, which has or may have an adverse material effect on the business or financial position of the Group and which in the Placing Agent's reasonable opinion would adversely affect the success of the Placing.

## EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing is and will be as follows:

Shareholders	As at the date of this announcement		Immediately after completion of the Placing assuming the Placing Shares are fully placed	
	No. of Shares	%	No. of Shares	%
Mou Zhongwei ( <i>note</i> )	146,500,000	9.58	146,500,000	7.99
Wang Dongmei ( <i>note</i> )	2,926,000	0.19	2,926,000	0.16
Liu Ying ( <i>note</i> )	10,100,000	0.66	10,100,000	0.55
Mu Ruifeng ( <i>note</i> )	10,000,000	0.65	10,000,000	0.55
Places	0	0.00	305,691,261	16.67
Other public Shareholders	<u>1,358,930,305</u>	<u>88.91</u>	<u>1,358,930,305</u>	<u>74.09</u>
Total	<u>1,528,456,305</u>	<u>100.00</u>	<u>1,834,147,566</u>	<u>100.00</u>

*Note:* Mr. Mou Zhongwei, Ms. Wang Dongmei, Ms. Liu Ying are Directors. Mr. Mu Ruifeng is chief executive officer of the Group.

## REASONS FOR AND BENEFITS OF THE PLACING AND USE OF THE PROCEEDS

The Group is principally engaged in advertising, sales of new energy vehicle and sales of new energy battery.

The Directors consider that the Placing represents a good opportunity to broaden the shareholders base and capital base of the Company and to raise capital for the Group's business operation and expansion and working capital requirements. The Directors consider the terms of the Placing Agreement to be fair and reasonable and in the interest of the Group and the Shareholders as a whole.

The Company will bear all costs and expenses of approximately HK\$0.8 million in connection with the Placing. The net proceeds of approximately HK\$29.8 million from the Placing will be used for repayment of debts, expansion of the Group's business and general working capital.

## EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities for the 12 months immediately before the date of this announcement:

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds as at the date of this announcement</b>
28 December 2022	Rights issue on the basis of one (1) Rights Share for every two (2) Shares held by issuing 509,485,435 Rights Shares at the Subscription Price of HK\$0.10 per Rights Share	Approximately HK\$48.5 million	(i) approximately HK\$23 million will be used for the repayment of debts of the Group;  (ii) approximately HK\$20 million will be used for the expansion and R&D of the New Battery Technology Business; and  (iii) approximately HK\$5.5 million will be used as general working capital of the Group	approximately HK\$23 million used for repayment of debts;  approximately HK\$20 million used as expansion of new energy batteries business;  approximately HK\$5.5 million used as working capital
7 October 2022	Placing of new shares under general mandate	Approximately HK\$26 million	Repayment of debts and general working capital	approximately HK\$5.8 million used for repayment of debts;  approximately HK\$20.2 million used as working capital

## DEFINITIONS:

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	board of Directors
“Business Day”	a day (other than a Saturday, a Sunday or public holiday or any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	Jiading International Group Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules)
“Placee”	any individual(s), corporate(s), institutional investor(s) or other investors procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Quam Securities Limited

“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 24 August 2023 in relation to the Placing
“Placing Price”	HK\$0.10 per Placing Share
“Placing Shares”	a maximum of 305,691,261 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of par value of HK\$0.004 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board of  
**Jiading International Group Holdings Limited**  
**Mou Zhongwei**  
*Chairman*

Hong Kong, 24 August 2023

*As of the date of this announcement, the executive Directors are Mr. Mou Zhongwei, Ms. Liu Ching Man and Mr. Li Guangying; the non-executive Directors are Ms. Wang Dongmei and Ms. Liu Ying; and the independent non-executive Directors are Mr. Luo Ji, Mr. Lui Chi Kin, Ms. Sun Naimeng and Mr. Shin Ho Chuen.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 of the website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at [www.jiadingint.com](http://www.jiadingint.com).*