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THEME INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 990)

EXERCISE OF THE CALL OPTION FOR ACQUISITION OF 120,000,000 ORDINARY SHARES OF GREEN ESTEEL

INTRODUCTION

Reference is made to the announcements of the Company dated 5 May 2023 and 28 July 2023 (“Announcements”) and the circular of the Company dated 30 June 2023 (“Circular”), in which the Company entered into the Call Option Agreement with Green Esteel pursuant to which Green Esteel has granted the Call Option to the Company. The Call Option is exercisable in whole or in parts at any time during the Exercise Period at the Option Price. Unless otherwise specified in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

The grant of the Call Option had been duly passed by independent shareholders of the Company at the special general meeting on 28 July 2023.

EXERCISE OF THE CALL OPTION

Pursuant to the Call Option Agreement, the Company was granted the Call Option to subscribe for up to 120,000,000 ordinary shares of Green Esteel during the Exercise Period.

The Board is pleased to announce that on 17 December 2023, the Company exercised the Call Option by giving notice to Green Esteel. The exercise of the Call Option entitles the Company to subscribe for 120,000,000 ordinary shares of Green Esteel at the exercise price of US\$1.00 per Option Share for an aggregate consideration of US\$120,000,000. The consideration will be funded from internal resources of the Group.

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

Hong Kong, 18 December 2023

As at the date of this announcement, the executive Directors are Mr. Jiang Jiang and Mr. Wu Lei; the non-executive Directors are Mr. Ding Lin, Mr. Wang Zhenhui and Mr. Kang Jian; and the independent non-executive Directors are Mr. Liu Song, Ms. Kent Shun Ming and Ms. Chan Lai Ping.