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platt nera

Platt Nera International Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1949)

INSIDE INFORMATION

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Platt Nera International Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

THE PLACING AGREEMENT

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company was informed by Pynk Holding Limited (“**Pynk Holding**”), the controlling shareholder (as defined in the Listing Rules) of the Company, that Pynk Holding has entered into a placing agreement (the “**Placing Agreement**”) with Lego Securities Limited (the “**Placing Agent**”) on 5 January 2024 (after trading hours). Pursuant to the Placing Agreement, the Placing Agent has agreed to procure purchaser(s) (the “**Placee(s)**”) on a best effort basis to purchase up to 180,000,000 shares of the Company (the “**Placing Share(s)**”), representing 30.0% of the existing issued share capital of the Company, held by Pynk Holding, at a price no less than HK\$0.45 per share of the Company (the “**Share(s)**”) during the period from the date of the Placing Agreement up to 11 January 2024 or such other dates as may be agreed between the parties to the Placing Agreement (the “**Placing**”).

Pursuant to the Placing Agreement, the Placing Agent undertakes that it will use its best endeavours to confirm with the Placee(s) that he/she/it and/or his/her/its ultimate beneficial owner(s) is/are third parties independent of and not acting in concert with (as defined under the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong) Pynk Holding, any directors, chief executives, senior management or substantial shareholders of the Company, its subsidiaries or any of their respective associates (as defined under the Listing Rules).

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the issued share capital of the Company before the completion of the Placing) are set out below:

	As at the date of this announcement		Immediately after the completion of the Placing (assuming all the Placing Shares are fully placed)	
	Number of Shares	Approx. % (Note 2)	Number of Shares	Approx. % (Note 2)
Pynk Holding Limited (Note 1)	282,000,000	47.0	102,000,000	17.0
Public shareholders	318,000,000	53.0	318,000,000	53.0
Independent places	—	—	180,000,000	30.0
Total	<u>600,000,000</u>	<u>100.0</u>	<u>600,000,000</u>	<u>100.0</u>

Notes:

- As at the date of this announcement, Mr. Prapan Asvaplunghrohm, Mr. Wison Archadechopon and Ms. Aranya Talomsin own 96%, 2% and 2% equity interest of Pynk Holding, respectively, and Mr. Prapan Asvaplunghrohm, Mr. Wison Archadechopon and Ms. Aranya Talomsin together control all the Shares held by Pynk Holding.
- Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Upon completion of the Placing, Pynk Holding shall cease to be a controlling shareholder (as defined under the Listing Rules) of the Company.

The Board does not expect that the Placing by Pynk Holding will have any adverse effect on the operations of the Company and its subsidiaries.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Platt Nera International Limited
Prapan Asvaplunghrohm
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 5 January 2024

As at the date of this announcement, the Board comprises Mr. Prapan Asvaplunghrohm and Mr. Wison Archadechopon as executive Directors, Ms. Hong Yiwen as non-executive Director, and Mr. Tong Yee Ming, Mr. Cheung Pan and Mr. Julapong Vorasontharosoht as independent non-executive Directors.