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AFFLUENT PARTNERS HOLDINGS LIMITED

錢唐控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1466)

COMPLETION OF MAJOR TRANSACTION IN RELATION TO ACQUISITION OF THE ENTIRE EQUITY INTEREST IN TONNETT JULIS HOLDINGS LIMITED INVOLVING ISSUE OF CONSIDERATION SHARES AND CONVERTIBLE BOND UNDER SPECIFIC MANDATE

References are made to the circular of Affluent Partners Holdings Limited (the “**Company**”) dated 25 January 2024 (the “**Circular**”) and the announcement of the Company dated 8 February 2024 (the “**Announcement**”), in relation to, among other things, the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcement.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all conditions precedent set out in the Sale and Purchase Agreement have been fulfilled and that Completion took place on 9 February 2024 in accordance with the terms and conditions of the Sale and Purchase Agreement. Upon Completion, the Company indirectly owns the entire issued share capital of the Target Company. As such, the Target Company has become an indirectly wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the Group’s financial statements.

Pursuant to the Sale and Purchase Agreement, the Company (i) has allotted and issued the 39,954,338 Consideration Shares at the issue price of HK\$0.2628 per Consideration Share to the Vendor; and (ii) has issued the Convertible Bond to the Vendor in the principal amount of HK\$31.5 million entitling the Vendor to convert into maximum number of 119,863,013 Conversion Shares at the Conversion Price of HK\$0.2628 per Conversion Share (subject to adjustment) to satisfy the Consideration under the Acquisition.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is a summary of the shareholding structure of the Company (i) immediately before Completion; (ii) immediately after Completion and allotment and issue of the Consideration Shares; and (iii) immediately after Completion and allotment and issue of the Consideration Shares and issue of the Convertible Shares upon exercise in full of the conversion rights attaching to the Convertible Bond. Shareholders should take note that the analysis under scenario (iii) is shown for illustration purpose only.

Shareholders	Immediately before Completion		Immediately after Completion and allotment and issue of the Consideration Shares		Immediately after Completion and allotment and issue of the Consideration Shares and issue of the Convertible Shares upon exercise in full of the conversion rights attaching to the Convertible Bond	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Pacific Wish Limited (Note 1)	84,088,691	13.15	84,088,691	12.38	84,088,691	10.52
Vendor (Note 2)	—	—	39,954,338	5.88	159,817,351	20.00
Other public Shareholders	<u>555,209,237</u>	<u>86.85</u>	<u>555,209,237</u>	<u>81.74</u>	<u>555,209,237</u>	<u>69.48</u>
	<u>639,297,928</u>	<u>100.00</u>	<u>679,252,266</u>	<u>100.00</u>	<u>799,115,279</u>	<u>100.00</u>

Notes:

- These 84,088,691 Shares are directly owned by Pacific Wish Limited, which are legally and beneficially owned by Mr. Chan Vincent Wing Sing (“**Mr. Chan**”) as to 50% and Ms. Hui Ka Man Emily (“**Ms. Hui**”) as to 50%. As at the date of this announcement, the board of directors of Pacific Wish Limited comprises Mr. Chan and Ms. Hui.
- The numbers are hypothetical and for illustration purpose only as the conversion of the Convertible Bond is subject to the conversion restrictions and the fulfillment of the Accumulated Profit Guarantees and completion adjustment (if any), pursuant to the Sale and Purchase Agreement and the instrument of the Convertible Bond.

By order of the Board
AFFLUENT PARTNERS HOLDINGS LIMITED
Cheng Chi Kin
Chairman

Hong Kong, 9 February 2024

As at the date of this announcement, the Board comprises Mr. Cheng Chi Kin (Chairman), Mr. Cheung Sze Ming and Mr. Dong Peng as executive Directors; Mr. Zhu Yongjun as non-executive Director; Mr. Wong Siu Keung Joe, Mr. Chang Chunyu and Mr. Lee Ka Leung Daniel as independent non-executive Directors.