

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



Vision International Holdings Limited

威誠國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8107)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

CHEONG LEE SECURITIES LIMITED

THE PLACING

On 29 May 2023 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 12,000,000 Placing Shares at the Placing Price of HK\$1.80 per Placing Share.

The Placing Shares represents: (a) 10% of the total existing issued Shares as at the date of this announcement; and (b) approximately 9.09% of the total issued Shares as enlarged by the allotment and issue of the Placing Shares (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the Completion Date other than the issue of the Placing Shares).

The Placing Price of HK\$1.80 per Placing Share represents (i) a discount of approximately 18.18% to the closing price of HK\$2.20 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 17.81% to the average of the closing prices of approximately HK\$2.19 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the Last Trading Day.

Assuming that all Placing Shares are placed, the gross proceeds from the Placing are expected to be approximately HK\$21,600,000, and the net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) are expected to be approximately HK\$20.9 million, representing a net issue price of approximately HK\$1.74 per Placing Share.

The Company intends to apply the net proceeds of the Placing as to HK\$5,000,000 for the repayment of loans and the balance as general working capital of the Group.

As Completion is conditional upon fulfilment of the conditions precedent set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

On 29 May 2023 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the Placing.

The principal terms and conditions of the Placing Agreement are as follows:

Date

29 May 2023 (after trading hours of the Stock Exchange)

Parties

- (1) The Company as issuer; and
- (2) The Placing Agent as placing agent

The Placing Agent

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 2.5% of the amount which is equal to the Placing Price multiplied by the total number of Placing Shares successfully placed by the Placing Agent in accordance with the Placing Agreement.

The placing commission was negotiated on arm's length basis between the Company and the Placing Agent, and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents, the size of the Placing and the price performance of the Shares. The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

Number of the Placing Shares

The Placing Agent has conditionally agreed to act as agent of the Company to procure, on a best effort basis, not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 12,000,000 new Shares at the Placing Price, upon the terms and subject to the conditions set out in the Placing Agreement.

The Placing Shares represents: (a) 10% of the total existing issued Shares as at the date of this announcement; and (b) approximately 9.09% of the total issued Shares as enlarged by the allotment and issue of the Placing Shares (assuming there will be no change to the total number of Shares in issue from the date of this announcement to the Completion Date other than the issue by the Company of the Placing Shares).

Rights of the Placing Shares

The Placing Shares will rank *pari passu* in all respects among themselves and with the other existing Shares upon issuance.

Placees

The Placing Shares are expected to be placed to not less than six Placees, who and whose respective ultimate beneficial owners are Independent Third Parties.

Placing Price

The Placing Price is HK\$1.80 per Placing Share and represents:

- (i) a discount of approximately 18.18% to the closing price of HK\$2.20 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 17.81% to the average closing price of approximately HK\$2.19 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the Last Trading Day.

The net Placing Price (after deducting the costs and expenses of the Placing) is approximately HK\$1.74 per Placing Share. Based on a nominal value of HK\$0.10 per Share, the aggregate nominal value of the Placing Shares is HK\$1,200,000.

The Placing Price was negotiated on an arm's length basis between the Company and the Placing Agent after taking into account the prevailing market price of the Shares and the recent trading performance of the Shares.

Conditions of the Placing

The Placing Completion is conditional upon the satisfaction of the following conditions:

- (i) the GEM Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange (and such listing approval not subsequently being revoked prior to Completion); and
- (ii) the Placing Agreement not having been terminated in accordance with the terms of the Placing Agreement.

The conditions above are incapable of being waived. In the event any of the conditions is not fulfilled on or before 19 June 2023 (or such later date as may be agreed between the Company and the Placing Agent in writing), all rights, obligations and liabilities of the parties hereto shall cease and terminate and none of the parties to the Placing Agreement shall have any claim against the other save for any antecedent breach of any right or obligation under the Placing Agreement prior to such termination.

Application for listing

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the grant of the listing of, and the permission to deal in, the Placing Shares.

Completion

Completion of the Placing shall take place within three (3) Business Days after the day on which the conditions as set out in the paragraph headed “Conditions of the Placing” above are fulfilled (or another time or date as the Company and the Placing Agent shall agree in writing).

Termination

The Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the Completion Date provided that such notice is received prior to 8:00 a.m. on the Completion Date:

- (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole;

- (b) any event or circumstance (whether or not forming part of a series of events or circumstances occurring or continuing before, on and/or after the date of the Placing Agreement) or material change or deterioration in local, national, international, political, military, financial, economic, market or trading conditions or any other conditions (whether or not ejusdem generis with any of the foregoing) in any part of the world in which the Company or any of its subsidiaries carries on business which, in the reasonable opinion of the Placing Agent, is or may be materially adverse to the business or financial position of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;
- (c) any event, or series of events beyond the reasonable control of the Placing Agent, including but not limited to acts of government, strikes, labour disputes, lockouts, fire, explosion, flooding, storm, tempest, typhoon, accident, civil commotion, economic sanctions, epidemic, outbreak of infectious disease, pandemic, outbreak or escalation of hostilities (local, national, international or otherwise), acts of war, terrorism, and acts of God, in the reasonable opinion of the Placing Agent, making it inexpedient or inadvisable to proceed with the Placing;
- (d) any material breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the Completion Date which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement;
- (e) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing; or
- (f) any suspension of dealings in the Shares for any period of five (5) consecutive trading days or more except for suspension relating to any transaction under the Placing Agreement.

Upon termination of the Placing Agreement, the Placing Agreement shall thereupon cease to have effect and none of the parties shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination.

GENERAL MANDATE TO ISSUE THE PLACING SHARES

The Placing Shares will be allotted and issued under the General Mandate granted to the Directors by resolution of the Shareholders passed at the annual general meeting held on 19 May 2023 subject to the limit up to 20% of the total number of the then issued Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. As such, the maximum number of new Shares that could be allotted and issued under the General Mandate is 24,000,000 Shares. The allotment and issue of the Placing Shares will be allotted and issued under the General Mandate, and are not subject to Shareholders' approval.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company and the Group is principally engaged in the sales of apparel and related products with the provision of supply chain management services and provision of agency services for construction and related materials.

As disclosed in the annual report of the Group for the year ended 31 December 2022, the Group has bank balances and cash of approximately HK\$656,000 as at 31 December 2022. In order to strengthen the cash position of the Group and to cope with the ongoing working capital needs of the Group's operation, the Directors are of the view that the Placing represents a good opportunity to raise additional funds for repayment of the Group's loans and for the Group's operation, as well as to broaden the capital and shareholder base of the Company. As such, the Directors consider the terms of the Placing Agreement, including the Placing Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Upon Completion, the gross proceeds from the Placing are expected to be approximately HK\$21,600,000. The net proceeds from the Placing (after deduction of the placing commission in respect of the Placing and other related expenses including, among others, the professional fees) are estimated to be approximately HK\$20.9 million, representing a net issue price of approximately HK\$1.74 per Placing Share. The Company intends to apply the net proceeds of the Placing as to HK\$5,000,000 for the repayment of loans and the balance as general working capital of the Group.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

On 23 December 2022, the Company entered into a placing agreement under which the Company agreed to allot and issue 20,000,000 new Shares to certain placees at a placing price of HK\$0.213 per placing shares pursuant to the general mandate granted at the annual general meeting of the Company held on 20 May 2022. It was completed on 13 January 2023, whereby the net proceeds of approximately HK\$4.06 million were raised for the purpose of general working capital of the Group. Up to this date of this announcement, approximately HK\$4.0 million has been utilised as general working capital of the Group. The unutilised proceeds are currently placed in bank deposits.

Save as disclosed above, the Company has not conducted any equity fund raising activities in the past twelve months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming all the Placing Shares are fully placed and there are no other changes in the share capital of the Company from the date of this announcement up to the date of issue of the Placing Shares, to the best knowledge and belief of the Directors and based on the disclosure of interest filed by the substantial shareholder, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the issue of the Placing Shares:

| Shareholders | As at the date of this announcement | | Immediately upon Completion | |
|------------------------------------|-------------------------------------|--------------------------------------|-----------------------------|--------------------------------------|
| | Number of Shares held | Approximate % of total issued Shares | Number of Shares held | Approximate % of total issued Shares |
| Metro Vanguard Limited (Note 1) | 75,000,000 | 62.50 | 75,000,000 | 56.82 |
| Public Shareholders | | | | |
| Places | — | — | 12,000,000 | 9.09 |
| Other public Shareholders | <u>45,000,000</u> | <u>37.50</u> | <u>45,000,000</u> | <u>34.09</u> |
| Total | <u>120,000,000</u> | <u>100.00</u> | <u>132,000,000</u> | <u>100.00</u> |

Note:

1. Metro Vanguard Limited is the beneficial owner of 75,000,000 Shares and is a company wholly-owned by Mr. Ko Sin Yun, chairman and executive Director.

GENERAL

As Completion is conditional upon fulfilment of the conditions precedent set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

Unless otherwise stated or the context requires otherwise, the terms in this announcement have the following meanings:

| | |
|-------------------|--|
| “Board” | the board of Directors |
| “Business Day(s)” | a day (other than a Saturday, Sunday or statutory holiday and days on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for ordinary banking business throughout their normal business hours |

| | |
|--------------------------------|---|
| “Company” | Vision International Holdings Limited, incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (stock code: 08107) |
| “Completion” | completion of the Placing in accordance with the terms and conditions as set out in the Placing Agreement |
| “Completion Date” | the date of Completion, being not later than the 4th Business Day after the fulfillment of the conditions set out in the Placing Agreement or such later date as the parties to the Placing Agreement may agree in writing |
| “connected person(s)” | has the same meaning as ascribed to it under the GEM Listing Rules |
| “Director(s)” | director(s) of the Company from time to time |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Committee” | has the meaning ascribed to it under the GEM Listing Rules |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “General Mandate” | the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the Company’s annual general meeting held on 19 May 2023 to allot, issue and deal with up to 20% of the then issued Shares |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Independent Third Party(ies)” | third party(ies) independent of and not connected with the Company and its connected persons |
| “Last Trading Day” | 29 May 2023, being the last full trading day for the Shares before publication of this announcement |
| “Long Stop Date” | 19 June 2023, or such later date as the parties to the Placing Agreement may agree in writing |
| “Placee(s)” | any professional, institutional or other investor(s) procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares pursuant to the Placing Agreement |
| “Placing” | the placing, on a best effort basis, of up to 12,000,000 Placing Shares on and subject to the terms and conditions set out in the Placing Agreement |

| | |
|---------------------|--|
| “Placing Agent” | Cheong Lee Securities Limited, being a corporation licensed under the Securities Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to perform Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) of the regulated activities |
| “Placing Agreement” | the conditional placing agreement dated 29 May 2023 (after trading hours of the Stock Exchange) entered into between the Company and the Placing Agent in relation to the Placing |
| “Placing Price” | HK\$1.80 per Placing Share |
| “Placing Share(s)” | up to 12,000,000 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate, each a “Placing Share” |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the share capital of the Company |
| “Shareholder(s)” | shareholder(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

By order of the Board
Vision International Holdings Limited
Mr. Ko Sin Yun
Chairman and Executive Director

Hong Kong, 29 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. Ko Sin Yun, Mr. Ko Man Ho, Mr. Cheng Ka Wing and Ms. Ng Hoi Yung Yo Yo; and the independent non-executive directors of the Company are Mr. To King Yan, Adam, Mr. Kwok Chee Kin and Mr. Chan Kim Sun.

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 on the “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least seven days from the date of publication and on the website of the Company at www.vision-holdings.com.hk.