

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 the 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.

PineStone 鼎石

Pinestone Capital Limited

鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 804)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2)
EXISTING SHARES HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS**

Reference is made to the prospectus (the “**Prospectus**”) of Pinestone Capital Limited Holdings Limited (the “**Company**”) dated 15 June 2023 and the announcement (the “**Announcement**”) of the Company dated 4 July 2023 in relation to, among other things, the Rights Issue and the Placing. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE AND THE PLACING

As disclosed in the Announcement, as at 4:00 p.m. on Friday, 30 June 2023, being the Latest Time for Acceptance, a total of 1 valid acceptance and application had been received for a total of 105,597,944 Rights Shares, representing approximately 78.01% of the total number of Rights Shares offered under the Rights Issue. As at the Record Date, there were no Non-Qualifying Shareholders and the number of the NQS Unsold Shares is nil. Based on the above results of valid acceptance and application, the total number of Unsubscribed Rights Shares subject to the Compensatory Arrangements shall be 29,758,756 Rights Shares. The Company has, pursuant to Rule 7.21(1)(b) of the Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company conditionally appointed the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, places to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 6:00 p.m. on Thursday, 6 July 2023, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, all the 29,758,756 Unsubscribed Rights Shares were successfully placed at the price of HK\$0.225 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders and Non-Qualifying Shareholder under the Placing.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Friday, 7 July 2023.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 135,356,700 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees and where appropriate, their respective ultimate beneficial owner(s), is an Independent Third Party; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing.

Accordingly, the gross proceeds raised from the Rights Issue were approximately HK\$30.46 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK\$29.95 million. As disclosed in the Prospectus, the Company intends to utilise the net proceeds from the Rights Issue for the expansion of the Key Businesses in order to increase the revenue of the Group by (i) providing more fundings to the potential customers; and (ii) the recovery of market landscape. The Company intends to utilise the net proceeds from the Rights Issue by providing funding to clients and apply the net proceeds from the Rights Issues for as follows:

- (i) As to approximately 50% of the net proceeds, for securities-backed lending services including providing margin financing; and
- (ii) As to approximately 50% of the net proceeds, for other money lending services.

Intended uses of the estimated net proceeds from the Rights Issue	Allocation HK\$'000	Expected time for full utilization of the estimated net proceeds from the Rights Issue
Securities-backed lending services	14,975	By 31 December 2023
Other secured lending services	<u>14,975</u>	By 31 December 2023
	<u>29,950</u>	

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Name of the Shareholder	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Ultimate Vantage Group Limited <i>(Note 1)</i>	64,557,500	23.85	96,836,250	23.85
Public shareholders:				
Independent placees	–	–	29,758,756	7.33
Other public Shareholders	<u>206,155,900</u>	<u>76.15</u>	<u>279,475,094</u>	<u>68.82</u>
Total	<u>270,713,400</u>	<u>100.00</u>	<u>406,070,100</u>	<u>100.00</u>

Note:

- (1) Ultimate Vantage Group Limited is wholly-owned by Mr. Hong Zhaohong, executed a deed of settlement to enforce 64,557,500 existing shares.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Tuesday, 11 July 2023 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 12 July 2023.

By order of the Board
Pinestone Capital Limited
Lee Chun Tung
Executive Director

Hong Kong, 10 July 2023

As at the date of this announcement, the Board comprises Mr. Lee Chun Tung as the executive Director; Mr. Cheung Yan Leung Henry and Mr. Yau Tung Shing as non-executive Directors; and Mr. Lau Kelly, Mr. Wong Chun Peng Stewart and Mr. Cheng Man Pan as independent non-executive Directors.