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WALNUT CAPITAL LIMITED
胡桃資本有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

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

Placing Agent to the Rights Issue



Reference is made to the prospectus (the “**Prospectus**”) of Walnut Capital Limited (the “**Company**”) dated 30 April 2024 in relation to the Rights Issue and the announcement (the “**Announcement**”) of the Company dated 20 May 2024 in relation to, among other things, the Rights Issue and the placing of the Unsubscribed Rights Shares (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 Thursday, 16 May 2024 being the Latest Time for Acceptance, a total of 3 valid acceptances and applications had been received for a total of 110,332,122 Rights Shares, representing approximately 31.5% of the total number of Rights Shares offered under the Rights Issue. As at the Record Date, there was no Non-Qualifying Shareholder and the number of the NQS Unsold Rights Shares was 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 239,834,840 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, placees to subscribe for the Unsubscribed Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 4:00 p.m. on Thursday, 23 May 2024, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, 239,834,840 Unsubscribed Rights Shares were successfully placed to not less than six (6) placees at the price of HK\$0.162 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 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 Thursday, 23 May 2024.

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 350,166,962 Rights Shares, representing the maximum 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 are Independent Third Parties and not acting in concert with the connected persons of the Company and their respective associates; and (ii) the placees have not 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\$57 million and the net proceeds (after deduction of expenses) from the Rights Issue were approximately HK\$55 million. The Company intends to utilise the net proceeds from the Rights Issue of approximately HK\$55 million as to HK\$15 million for general working capital and the remaining balance of approximately HK\$40 million for future investments.

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:

	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of issued Shares</i>	<i>Approximate %</i>	<i>Number of issued Shares</i>	<i>Approximate %</i>
Non-public Shareholders				
China Lead Investment (Note)	525,191,925	74.99	588,327,925	56.00
Public Shareholders				
Independent placees	–	–	239,834,840	22.83
Other public Shareholders	<u>175,142,000</u>	<u>25.01</u>	<u>222,338,122</u>	<u>21.17</u>
Total	<u>700,333,925</u>	<u>100.00</u>	<u>1,050,500,887</u>	<u>100.00</u>

Note: China Lead Investment, which will be the registered holder of 588,327,925 Shares immediately after the completion of the Rights Issue, is wholly-owned by Mr. Mung Bun Man, Alan. Accordingly, Mr. Mung Bun Man, Alan is deemed to be interested in 588,327,925 Shares directly held by China Lead Investment under the SFO.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on Thursday, 30 May 2024 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 Friday, 31 May 2024.

By order of the Board
Walnut Capital Limited
Mung Kin Keung
Chairman

Hong Kong, 29 May 2024

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Mung Kin Keung (Chairman) and Mr. Mung Bun Man, Alan; one non-executive Director, namely, Mr. Wang Mingmin; and three independent non-executive Directors, namely, Mr. Fung Wai Ching, Ms. Lui Sau Lin and Mr. Chung Wang Hei.