

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 securities of the Company.

ANCHORSTONE

Anchorstone Holdings Limited

基石控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1592)

CONVERSION OF TRANCHE 1 NOTES

On 31 March 2023, the Company received conversion notices from AOF I and AOF, respectively, in respect of the exercise of the Conversion Right attached to Tranche 1 Notes in the principal amount of HK\$1,000,000 held by AOF I and in the principal amount of HK\$1,000,000 held by AOF, each at the Conversion Price of HK\$0.0742 per Conversion Share, which equals to 90% of the average closing price per Share of HK\$0.0824 on the five consecutive Business Days from 24 March 2023 to 30 March 2023 as selected by AOF I and AOF during the 45 Business Days immediately preceding the relevant Conversion Date on which Shares were traded on the Stock Exchange. As a result of this conversion, the Company allotted and issued a total of 13,477,088 Conversion Shares to AOF I and 13,477,088 Conversion Shares to AOF on 3 April 2023.

CONVERSION OF TRANCHE 1 NOTES

Reference is made to the circular of the Company dated 8 July 2022 (the “**Circular**”) and the announcement dated 18 August 2022 (the “**Announcement**”) in relation to the issue of the Convertible Notes. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Announcement unless otherwise stated herein.

On 31 March 2023, the Company received conversion notices from AOF I and AOF, respectively, in respect of the exercise of the Conversion Right attached to Tranche 1 Notes in the principal amount of HK\$1,000,000 held by AOF I and in the principal amount of HK\$1,000,000 held by AOF, each at the Conversion Price of HK\$0.0742 per Conversion Share, which equals to 90% of the average closing price per Share of HK\$0.0824 on the five consecutive Business Days from 24 March 2023 to 30 March 2023 as selected by AOF I and AOF during the 45 Business Days immediately preceding the relevant Conversion Date on which Shares were traded on the Stock Exchange. As a result of this conversion, the Company allotted and issued a total of 13,477,088 Conversion Shares to AOF I and 13,477,088 Conversion Shares to AOF on 3 April 2023.

As disclosed in the Circular, the Conversion Price shall be 90% of the average closing price per Share (subject to adjustment) on any five consecutive Business Days as selected by the relevant Noteholder during the 45 Business Days immediately preceding the relevant Conversion Date on which Shares were traded on the Stock Exchange.

The Conversion Shares will rank *pari passu* with all the existing Shares at the date of allotment and among themselves in all respects. The issued share capital of the Company will be increased to 1,358,423,837 Shares upon allotment and issue of the Conversion Shares under this conversion and the Conversion Shares under this conversion represent approximately 2.024% of the issued share capital of the Company immediately before the allotment and issue of the Conversion Shares under this conversion and approximately 1.984% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares under this conversion.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief and assuming there is no other change in the shareholding structure of the Company, the shareholding structure of the Company immediately before and after the allotment and issue of the Conversion Shares under this conversion is set out as follows:

Name of Shareholders	Shareholding immediately before the allotment and issue of the Conversion Shares		Shareholding immediately after the allotment and issue of the Conversion Shares	
	Number of Shares	Approximate % of the entire	Number of Shares	Approximate % of the entire
		issued Shares		issued Shares
PMG Investments Limited	792,305,000	59.51	792,305,000	58.33
Mr. Lui Yue Yun Gary	560,000	0.04	560,000	0.04
AOF I	15,004,774	1.13	28,481,862	2.10
AOF	8,060,000	0.61	21,537,088	1.59
Other Shareholders	<u>515,539,887</u>	<u>38.72</u>	<u>515,539,887</u>	<u>37.95</u>
Total (Note)	<u>1,331,469,661</u>	<u>100.00</u>	<u>1,358,423,837</u>	<u>100.00</u>

Note: Percentage figures may not add up to the total due to rounding.

By Order of the Board
Anchorstone Holdings Limited
Fung Wai Hang
Executive Director and Company Secretary

Hong Kong, 3 April 2023

As at the date of this announcement, the executive Directors are Mr. Lui Yue Yun Gary, Mr. Lui Edwin Wing Yiu and Mr. Fung Wai Hang; the non-executive Director is Ms. Lui Natalie Po Wai; and the independent non-executive Directors are Mr. Ko Tsz Kin, Mr. Ng Yau Wah Daniel and Mr. Nie Kin Kwok Kevin.