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**Global Uin Intelligence Holdings Limited**  
**環球友飲智能控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8496)**

**SUPPLEMENTAL AGREEMENT IN RELATION  
TO SUBSCRIPTION OF  
NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcements of the Company dated 22 September 2023, 27 September 2023, 11 January 2024 and 28 February 2024, respectively, (the “**Announcements**”). The Company and the Subscribers, on 22 September 2023 (after trading hours), entered into the subscription agreement (as supplemented and amended by the supplemental agreements entered into between the Company and the Subscribers on 11 January 2024 and 28 February 2024, respectively) (the “**Subscription Agreement**”). Pursuant to the Subscription Agreement, the Subscribers had conditionally agreed to subscribe for, and the Company had conditionally agreed to allot and issue, an aggregate of 48,000,000 Subscription Shares at the Subscription Price of HK\$0.32 per Subscription Share, and the Long Stop Date was last extended to 31 March 2024. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

**THE THIRD SUPPLEMENTAL AGREEMENT**

The Board announces that, after trading hours on 25 March 2024, the Company and the Subscribers entered into the third supplemental agreement (the “**Third Supplemental Agreement**”) to (i) amend the number of Shares to be allotted and issued by the Company to the Subscribers under the Subscription Agreement; and (ii) further extend the Long Stop Date. Pursuant to the Third Supplemental Agreement, the aggregate number of Shares the Subscribers have conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, shall be reduced from 48,000,000 Shares to 26,175,000 Shares (the “**Amended Subscription**”) and the Long Stop Date shall be further extended to 19 April 2024.

Save as aforesaid, all other terms and conditions of the Subscription Agreements shall remain unchanged and shall continue to be in full force and effect.

## **The Amended Subscription Shares**

The Subscribers have agreed to subscribe for, and the Company has agreed to allot and issue, a total of 26,175,000 Shares (the “**Amended Subscription Shares**”) which represent approximately 10.91% of the issued share capital of the Company as at 22 September 2023 (being the date of the Subscription Agreement) and the date of this announcement, and approximately 9.83% of the issued share capital of the Company as enlarged by the Amended Subscription Shares (assuming there are no other changes in the share capital of the Company between the date of this announcement and the Completion Date). The aggregate nominal value of the 26,175,000 Amended Subscription Shares is HK\$261,750.

## **Ranking of Amended Subscription Shares**

The Amended Subscription Shares, when fully paid and allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Amended Subscription Shares.

## **General Mandate**

The Amended Subscription Shares will be issued under the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the annual general meeting of the Company on 19 February 2024 (the “**2024 General Mandate**”). As at the date of this announcement, no Shares have been issued by the Company under the 2024 General Mandate, thus the maximum number of new Shares which could be issued by the Company under the 2024 General Mandate is 48,000,000 Shares (not exceeding 20% of the total number of Shares in issue (i.e. 240,000,000 Shares) as at the date of the annual general meeting of the Company on 19 February 2024). As such, no Shareholders’ approval is required for the allotment and issue of the Amended Subscription Shares.

## **Application for Listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Amended Subscription Shares.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING COMPLETION OF THE AMENDED SUBSCRIPTION

	<b>As at 22 September 2023 (being date of the Subscription Agreement) and the date of this announcement</b>		<b>Immediately after the Completion (assuming that there will not be any change in the issued share capital of the Company from the date of this announcement to the Completion Date)</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
China Uwin Technology Co., Limited <sup>(Note)</sup>	180,000,000	75.00	180,000,000	67.63
The Subscribers	—	—	26,175,000	9.83
Other public Shareholders	<u>60,000,000</u>	<u>25.00</u>	<u>60,000,000</u>	<u>22.54</u>
	<u>240,000,000</u>	<u>100.00</u>	<u>266,175,000</u>	<u>100.00</u>

*Note:* China Uwin Technology Co., Limited, a company incorporated in Hong Kong with limited liability, is wholly-owned by UIN HOLDINGS LIMITED, which is wholly-owned by Mr. Zhang Yang, the chairman and an executive Director of the Company.

### USE OF PROCEEDS

The aggregate gross proceeds of the Amended Subscription will be HK\$8,376,000 and the aggregate net proceeds of the Amended Subscription, after the deduction of the related expenses, are estimated to be approximately HK\$8.38 million, representing a net issue price of approximately HK\$0.32 per Amended Subscription Share. The Company intends to use the net proceeds from the Amended Subscription in the following manners:

- (i) approximately HK\$2.73 million (being approximately 32.55% of the net proceeds from the Amended Subscription) will be used for acquisition of products for expansion in the new intelligent drink vending machines related business in the PRC, research and development and procurement of hardware products, which is expected to be fully utilised within 18 months from the Completion Date;
- (ii) approximately HK\$2.73 million (being approximately 32.55% of the net proceeds from the Amended Subscription) will be used for expenses for expansion in the existing bakery related business in the PRC, which is expected to be fully utilised within 18 months from the Completion Date. The Group has been actively negotiating with potential business partners regarding opportunities for possible expansion of our bakery brand; and

(iii) approximately HK\$2.92 million (being approximately 34.90% of the net proceeds from the Amended Subscription) will be used for replenishment of general working capital of the Group which is expected to be fully utilised within 18 months from the Completion Date.

The information contained in this announcement does not affect the other information contained in the Announcements. Save as disclosed in this announcement, all the other information and contents in the Announcements remain unchanged.

**Since completion of the Amended Subscription is subject to the fulfilment of the Conditions Precedent as set out in the Subscription Agreement, the Subscription may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

By order of the Board  
**Global Uin Intelligence Holdings Limited**  
**Zhang Yang**  
*Chairman and executive Director*

Beijing, PRC, 25 March 2024

*As at the date of this announcement, the executive Directors are Mr. Zhang Yang, Ms. Shi Minyue and Mr. Sing Hob Ming; and the independent non-executive Directors are Mr. Zhao Shiwei, Mr. Wong Wah and Mr. Kuan Hong Kin Daniel.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 of Hong Kong Limited’s website at <http://www.hkexnews.hk> for at least seven days from the date of its posting and on the Company’s website at <https://youyinzhinengkeji.com/tzzgx>.*