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Ocean Star Technology Group Limited

海納星空科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

uSMART Securities
盈立證券

On 23 February 2023 (after trading hours), the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 120,000,000 Placing Shares at the Placing Price of HK\$0.15 per Placing Share to not less than six Placees who and whose beneficial owners shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the date of Completion, the maximum number of Placing Shares under the Placing represents (i) approximately 13.33% of the existing issued share capital of the Company of 900,000,000 Shares as at the date of this announcement; and (ii) approximately 11.76% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares upon Completion. The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$1,200,000 based on par value of HK\$0.01.

The Placing Price of HK\$0.15 per Placing Share represents (i) a premium of approximately 13.64% over the closing price of HK\$0.132 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a premium of approximately 10.29% over the average closing price of approximately HK\$0.136 per Share in the last five trading days immediately prior to the date of the Placing Agreement.

It is expected that the maximum gross proceeds and net proceeds from the Placing will be HK\$18.0 million and approximately HK\$17.7 million, respectively. Assuming that all the Placing Shares are successfully placed, the net price per Placing Share will be approximately HK\$0.1475.

The Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the condition under the Placing Agreement. As the Placing may or may not proceed, the Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

THE PLACING AGREEMENT

Date

23 February 2023 (after trading hours)

Issuer

The Company

Placing Agent

uSMART Securities Limited

The Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 120,000,000 Placing Shares to Placees who and whose ultimate beneficial owners are Independent Third Parties.

To the best knowledge, information and belief of the Board, having made all reasonable enquiries, the Placing Agent, its associates and their respective ultimate beneficial owner(s) are Independent Third Parties. As at the date of this announcement, the Placing Agent is not interested in any Shares.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares either by itself or through its sub-placing agents to not less than six Placees (who are independent professional, institutional or other investors). The Placees (and their respective ultimate beneficial owners) are expected to be Independent Third Parties. It is expected that none of the Placees will become a substantial Shareholder (as defined in the GEM Listing Rules) as a result of the Placing. If any of the Placees will become a substantial Shareholder after the Completion, further announcement will be made by the Company.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the date of Completion, the maximum number of 120,000,000 Placing Shares under the Placing represents (i) approximately 13.33% of the existing issued share capital of the Company of 900,000,000 Shares as at the date of this announcement; and (ii) approximately 11.76% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares upon Completion. The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$1,200,000 based on par value of HK\$0.01.

Ranking of Placing Shares

The Placing Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Shares in issue at the time of issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.15 per Placing Share represents (i) a premium of approximately 13.64% over the closing price of HK\$0.132 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a premium of approximately 10.29% over the average closing price of approximately HK\$0.136 per Share in the last five trading days immediately prior to the date of the Placing Agreement. The estimated expenses for the Placing are approximately HK\$0.3 million, comprising placing commission and other professional fees. Assuming that all the Placing Shares are successfully placed, the net price to the Company of each Placing Share will be approximately HK\$0.1475. The Placing Price of the Placing was determined with reference to the current market conditions, prevailing market prices and liquidity of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Placing Commission

The placing commission to be received by the Placing Agent pursuant to the Placing Agreement is 0.8% on the gross proceeds of the Placing Shares which are successfully placed by the Placing Agent.

General Mandate

The Placing Shares will be issued under the General Mandate. Accordingly, the issue of the Placing Shares is not subject to the approval of the Shareholders. At the AGM 2022, the General Mandate was granted to the Directors, pursuant to which the Company is authorised to issue up to 126,000,000 Shares. As at the date of this announcement, no Share has been issued under the General Mandate.

Application for listing of Placing Shares

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

Condition of the Placing Agreement

The Placing is conditional upon the Listing Committee granting the approval for the listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

In the event that the aforesaid condition has not been fulfilled by 23 March 2023 (or such later date as may be agreed by the Placing Agent and the Company in writing), all obligations of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against any other party in respect of the Placing save for any antecedent breaches.

Termination of the Placing

If any of the following events occur at any time at or before 10:00 a.m. on the Closing Date, the Placing Agent may, by giving a written notice to the Company, at any time prior to the expiry of the Placing Period, terminate the Placing Agreement without liability to the other party, and 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:

- (i) the introduction of any new law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Placing; or
- (ii) the occurrence of any local, national or international event or change occurring after the date of the Placing Agreement of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances which may, in the reasonable opinion of the Placing Agent, materially and adversely affect the business or financial or trading position or prospects of the Company or adversely prejudices the success of the Placing (such success being the Completion) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or

- (iii) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs after the date of the Placing Agreement which in the reasonable opinion of the Placing Agent materially and adversely affects the success of the Placing (such success being the completion of the placing of the Placing Shares to potential investor(s)) or otherwise in the reasonable opinion of the Placing Agent make it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing; or
- (iv) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (v) the Company commits any material breach of or omits to observe any of its obligations or undertakings under the Placing Agreement; or
- (vi) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate in any respect or would in any respect be untrue or inaccurate, or if repeated the Placing Agent shall determine in its reasonable opinion that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business or financial or trading position or prospects of the Company or will otherwise likely to have a material prejudicial effect on the Placing.

Completion of the Placing

Completion of the Placing shall take place at 10:00 a.m. on the Closing Date, subject to the fulfillment of the condition set out in the Placing Agreement. Please refer to the section headed “Condition of the Placing Agreement” in this announcement for details.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is one of the leading retailers of lingerie with shaping functions in Hong Kong, with production facilities in the PRC and Hong Kong. The Group is principally engaged in the designing, manufacturing and sales of core lingerie products under the core brand of “Bodibra” and sub-brands, namely “June”, “ooobiki”, “Bodicare” and “invisi”. The Group principally offers a wide range of its own branded lingerie that are designed with shaping functions which aim to achieve better body appearances, including bras and panties, body shaping underwear and chest support vests. The Group also (i) sells other products without shaping functions, which primarily include breast cream, panties, nude bras, swimwear, bra straps and pads, and waist bands; and (ii) provides beauty services.

As disclosed in the third quarterly report of the Company for the nine months ended 31 December 2022 (the “**Third Quarterly Report 2022**”), the revenue of the Group amounted to approximately HK\$32.6 million for the nine months ended 31 December 2022 (the “**Three-Quarter Period 2022**”), representing a decrease of approximately 11.77% as compared with that for the corresponding period in 2021, as a result of the decrease in sales volume due to persistent weak consumer sentiment for retail sales. The unaudited loss attributable to owners of the Company for the Three-Quarter Period 2022 amounted to approximately HK\$18.1 million as compared to that of approximately HK\$0.9 million for the corresponding period in 2021, which was mainly attributable to the factors including (1) the decrease in sales volume; (2) the significant increase in staff cost and depreciation of right-of-use assets; and (3) the unrealized loss on financial assets. Having considered that Hong Kong has continued to show signs of recovery (the “**Recovery**”) in recent following the end of the fifth wave of the novel coronavirus pneumonia with increasing rate of vaccination, easing of immigration control between mainland China and Hong Kong, in particular the traveling arrangements between Hong Kong and the PRC have been fully resumed with quarantine-free and pre-departure testing-free in general since early of February 2023 (the “**Travel Resumption**”), and the gradual relaxing of certain social distancing measures, the Directors are cautiously optimistic that the consumer sentiment will be gradually improved and thus the local retail market will finally get out of the predicament.

To strengthen the competitiveness of the Group in order to grab the business opportunities arising from the Recovery and the Travel Resumption, as disclosed in the Third Quarterly Report 2022, the Group will, among others, strive to explore investment opportunities for (i) upgrading the core lingerie products and developing new and fashionable lingerie products; and (ii) developing the e-commerce and the corresponding platforms for its exclusive lingerie products which incurs capital needs of the Group for long-term business development. In light of the above and together with the prevailing financial position of the Group, the Directors consider that the Placing represents a good and timely opportunity for the Company to broaden its Shareholder and capital base as well as to strengthen the financial position of the Group for its long-term development and growth.

The Directors have considered various options of raising funds. Having considered the terms of the Placing Agreement (including the Placing Price and the placing commission), which were determined after arm’s length negotiations between the Company and the Placing Agent, are on normal commercial terms and fair and reasonable, the Directors (including the independent non-executive Directors) consider that the entering into the Placing Agreement is in the interests of the Company and the Shareholders as a whole.

Assuming that all the Placing Shares are fully placed, the estimated gross proceeds and net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Placing will amount to HK\$18.0 million and approximately HK\$17.7 million, respectively. The Company intends to apply (i) as to HK\$10.0 million for the expansion of the Group’s business; and (ii) as to HK\$7.7 million for general working capital.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any fund raising activity involving the issue of its equity securities in the past twelve (12) months immediately preceding the date of this announcement:

Date of initial announcement	Fundraising activity	Net proceeds	Intended use of proceeds	Actual use of net proceeds
17 June 2022	Rights issue	Approximately HK\$26.0 million	(i) approximately HK\$20.8 million for the expansion of the Group's business; and (ii) approximately HK\$5.2 million for general working capital of the Group.	Utilised (i) as to HK\$13.6 million for the expansion of the Group's business; and (ii) as to HK\$5.2 million for general working capital of the Group
1 March 2022	Placing of new Shares under general mandate	Approximately HK\$13.05 million	for general working capital of the Group.	Fully utilized as intended

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 900,000,000 Shares in issue. The following chart sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming there will be no change in the issued share capital of the Company from the date of this announcement up to the date of Completion and all 120,000,000 Placing Shares have been successfully placed):

Shareholders	As at the date of this announcement		Immediately upon Completion	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Places	–	–	120,000,000	11.76%
Other public Shareholders	900,000,000	100.00%	900,000,000	88.24%
Total	900,000,000	100.00%	1,020,000,000	100.00%

The Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the condition under the Placing Agreement. As the Placing may or may not proceed, the Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

“AGM 2022”	the annual general meeting of the Company held on 26 August 2022
“associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturdays, Sundays, public holidays and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks generally are open for general banking business in Hong Kong
“Closing Date”	the sixth Business Day (or such other date as may be agreed between the Company and the Placing Agent) following the fulfillment of the condition in respect of Placing Agreement
“Company”	Ocean Star Technology Group Limited 海納星空科技集團有限公司 (stock code: 8297), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Completion”	completion of the Placing pursuant to the terms and conditions of the Placing Agreement
“Directors”	directors of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the AGM 2022 to issue and allot up to 126,000,000 Shares, representing 20% of the then total number of Share in issue on the date of passing such resolution

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party who is independent of, and not connected with the Directors, chief executive or substantial shareholders of each of the Company, its subsidiaries and their respective associates, in accordance with the GEM Listing Rules
“Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules
“Placee(s)”	any person or entity whom the Placing Agent and/or any of its agent(s) has procured to subscribe for any of the Placing Shares
“Placing”	the placing of the Placing Shares by the Placing Agent pursuant to the Placing Agreement upon the terms and subject to the condition set out in the Placing Agreement
“Placing Agent”	uSMART Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 23 February 2023 in relation to the Placing
“Placing Period”	the period commencing immediately after the Placing Agreement is entered into by the Company and the Placing Agent and expiring at 5:00 p.m. on 10 March 2023 (or such later time and date as the parties may agree in writing)
“Placing Price”	HK\$0.15 per Placing Share
“Placing Shares”	up to a total of 120,000,000 new Shares to be placed pursuant to the Placing Agreement upon the terms and subject to the condition set out in the Placing Agreement
“PRC”	The People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Ocean Star Technology Group Limited
Zheng Sihu
Chairman and Executive Director

Hong Kong, 23 February 2023

As at the date of this announcement, the executive Directors are Mr. Zheng Sihu, Mr. Tam Chak Chi and Mr. Xu Xue; and the independent non-executive Directors are Mr. Lai Kim Fung, Mr. Tang Yiu Kay and Mr. Tong Zhu.

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 Company Information” page of the Stock Exchange website at www.hkex.com.hk for at least 7 days from the date of its publication and will also be published on the Company’s website at www.bodibra.com.