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雲白國際有限公司  
**YNBY International Limited**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 00030)

## **SUPPLEMENTAL PLACING AGREEMENT IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent, Overall Coordinator, and Capital Market Intermediary**



Reference is made to the announcement of the Company dated 2 May 2025 (the “**Announcement**”) in relation to the Placing. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

On 5 May 2025, the Company and the Placing Agent entered into a supplemental agreement (the “**Supplemental Agreement**”) to the Placing Agreement, pursuant to which the Placing Price is amended from HK\$0.116 to HK\$0.1161 (the “**New Placing Price**”).

The New Placing Price of HK\$0.1161 represents:

- (i) a discount of approximately 19.93% to the closing price of HK\$0.145 per Share as quoted on the Stock Exchange on 2 May 2025, being the last Trading Day immediately prior to the date of the Supplemental Agreement; and
- (ii) a discount of approximately 10.14% to the average closing price of approximately HK\$0.1292 per Share as quoted on the Stock Exchange for the last five (5) consecutive Trading Days immediately prior to the last Trading Day immediately prior to the date of the Supplemental Agreement.

The New Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm’s length basis between the Company and the Placing Agent. The Directors consider that the New Placing Price, and the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement thereto), are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

Based on the New Placing Price, the maximum estimated net proceeds from the Placing (after deducting all fees, costs and expenses to be incurred by the Company (including the Placing Agent’s commission, the Stock Exchange trading fee and the transaction levies imposed by the SFC and the Accounting and Financial Reporting Council) to be borne by the Company, and other expenses incurred by the Company, in connection with the Placing) are expected to be approximately HK\$156.30 million. The estimated net New Placing Price, after deducting such fees, costs and expenses, is therefore approximately HK\$0.1149 per Placing Share.

As previously set out in the Announcement, the Company intends to apply (i) 60% of the estimated net proceeds from the Placing to support the cost relating to international business development, in particular in Southeast Asian Nations (ASEAN) with respect to OEM/ODM manufacturing and services, marketing and sales of products, product registration, development the trading network in ASEAN, development of the health food products network in ASEAN, and (ii) 40% of the estimated net proceeds from the Placing as general working capital and for future investment/expansion of the Group as and when the opportunities arise.

The Placing Shares will be allotted and issued under the General Mandate, and therefore no Shareholders’ approval is required for the issue of the Placing Shares.

Save and except for the aforesaid amendment of the Placing Price, all the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement) remain unchanged and shall continue in full force and effect.

**Completion of the Placing is subject to the satisfaction of the Condition. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

By Order of the Board  
**YNBY International Limited**  
**Tang Ming**  
*Executive Director*  
&  
*Chief Executive Officer*

Hong Kong, 5 May 2025

*As at the date of this announcement, the executive Directors are Mr. Dong Ming (Chairman), Mr. Tang Ming (Chief Executive Officer) and Mr. Liu Zhouyang; the non-executive Directors are Mr. Qian Yinghui and Mr. Huang Bin and the independent non-executive Directors are Mr. Wong Hin Wing, Dr. Cheung Hoi Yu and Dr. Cecilia Wai Bing Pang.*