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POLYFAIR

Polyfair Holdings Limited
寶發控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8532)

PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

The Company proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division as follows:

PROPOSED CAPITAL REORGANISATION

(1) Share Consolidation

The Board proposes that every ten (10) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK$0.1 each in the share capital of the Company.

As at the date of this announcement, the authorised share capital of the Company is HK$50,000,000 divided into 5,000,000,000 Existing Shares with par value of HK$0.01 each, of which 848,744,000 Existing Shares have been issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective but prior to the Capital Reduction becoming effective, and assuming there will be no change in the number of Existing Shares in issue from the date of this announcement to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK$50,000,000 divided into 500,000,000 Consolidated Shares with par value of HK$0.1 each, of which 84,874,400 Consolidated Shares will be in issue and fully paid or credited as fully paid.

The Share Consolidation is conditional upon fulfillment of the conditions contained in the section headed "Conditions of the Capital Reorganisation" in this announcement.

(2) Capital Reduction

The Board proposes that immediately upon the Share Consolidation becoming effective, the Capital Reduction be implemented, pursuant to which, (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK$0.099 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$0.1 to HK$0.001. The credit arising from the Capital Reduction in the amount of approximately HK$8,402,565.60 will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the memorandum and articles of association of the Company.

(3) Share Sub-division

Immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK$0.1 each will be sub-divided into 100 New Shares of par value of HK$0.001 each. The New Shares will rank pari passu in all respects with each other in accordance with the memorandum and the articles of association of the Company.

THE CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lots of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 16,000 Consolidated Shares.

Based on the closing price of HK$0.022 per Existing Share (equivalent to the theoretical closing price of HK$0.22 per Consolidated Share) as at the date of this announcement, (i) the value of each board lot of 8,000 Existing Shares is HK$176.00; (ii) the value of each board lot of 8,000 Consolidated Shares would be HK$1,760.00 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 16,000 Consolidated Shares would be HK$3,520.00 on the assumption that the Change in Board Lot Size had also become effective.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Capital Reorganisation. A circular containing, among other things, details of the Capital Reorganisation and Change in Board Lot Size, together with a notice convening the EGM is expected to be despatched to the Shareholders on or before Monday, 29 December 2025.

Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Sub-division, details of which are as follows:

(1) Share Consolidation

The Board proposes that every ten (10) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company be consolidated into one Consolidated Share of par value of HK$0.1 each in the share capital of the Company.

(2) Capital Reduction

The Board proposes that immediately upon the Share Consolidation becoming effective, the Capital Reduction be implemented, pursuant to which, (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK$0.099 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$0.1 to HK$0.001. The credit arising from the Capital Reduction in the amount of approximately HK$8,402,565.60 will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the memorandum and articles of association of the Company.

(3) Share Sub-division

Immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK$0.1 each will be sub-divided into 100 New Shares of par value of HK$0.001 each. The New Shares will rank pari passu in all respects with each other in accordance with the memorandum and the articles of association of the Company.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon the following conditions being fulfilled:

(i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

(ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;

(iii) the Grand Court granting an order confirming the Capital Reduction;

(iv) compliance with any terms and conditions which the Grand Court may impose in relation to the Capital Reduction;

(v) registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Grand Court confirming the Capital Reduction and the minute approved by the Grand Court containing the particulars required under the Companies Act with respect to the Capital Reduction; and

(vi) the GEM Listing Committee granting approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective and the New Shares arising from the Capital Reduction and the Share Sub-division.

The Share Consolidation will become effective when conditions (i) and (in relation to the Consolidation Shares only) (vi) of the above conditions are fulfilled; while the Capital Reduction and the Share Sub-division will become effective when the remainder of the above conditions are fulfilled. Upon the approval of the Capital Reorganisation by the Shareholders at the EGM, the legal advisers to the Company (as to Cayman Islands Law) will apply to the Grand Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the preliminary timetable as soon as practicable after the Grand Court hearing date(s) is confirmed.

As at the date of this announcement, none of the above conditions has been fulfilled.

PROPOSED SHARE CONSOLIDATION

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$50,000,000 divided into 5,000,000,000 Existing Shares with par value of HK$0.01 each, of which 848,744,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction becoming effective, and assuming there will be no change in the issued share capital of the Company from the date of this announcement up to and including the effective date of the Share Consolidation, the authorised share capital of the Company will be HK$50,000,000 divided into 500,000,000 Consolidated Shares of par value of HK$0.1 each, of which 84,874,400 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, all the Consolidated Shares will rank pari passu in all respects with each other in accordance with the memorandum and the articles of association of the Company. Any fractional Consolidated Shares arising from the Share Consolidation will be aggregated and, if possible, sold for the benefit of the Company.

The implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

Application for the listing of the Consolidation Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares and the Consolidated Shares which may be issued pursuant to the exercise of the outstanding options granted or which may be granted under the Share Option Scheme.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Friday, 16 January 2026, being one clear Business Day immediately after the date of the EGM, Shareholders may at any time between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Friday, 16 January 2026 to Thursday, 26 February 2026 (both days inclusive), submit existing share certificates for the Existing Shares (in blue colour) to the Company's Hong Kong branch share registrar and transfer officer, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in red colour). Thereafter, existing share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 each (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate issued for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After 4:10 p.m. on Tuesday, 24 February 2026, existing share certificates for the Existing Shares in blue colour will only remain effective as evidence of title and may be exchanged for certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading, settlement and registration purposes.

Fractional entitlement to the Consolidated Shares

Any fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders otherwise entitled thereto but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers and may wish to consider the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lot trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Capital Reorganisation, the Company will appoint an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot trading arrangement will be stated in the circular to be despatched to the Shareholders which shall also contain, among other things, details of the Capital Reorganisation.

Shareholders should note that matching of the sale and purchase of odd lots of Consolidated Shares is not guaranteed. Shareholders, who are in any doubt about the odd lot arrangement, are recommended to consult their own professional advisers.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "**Guide**") issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (last updated in September 2024) has stated that market price of the shares at a level less than HK$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules.

The Company has been constantly monitoring the trading prices of the Existing Shares. For the 60 consecutive trading days up to and including the date of this announcement, the Shares have been trading at a level substantially close to HK$0.1 per Share, which according to the Guide would be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules. It is expected that the proposed Share Consolidation will bring about a corresponding upward adjustment in the trading price of each Share to a level satisfactorily above the extremity market price of HK$0.1 per Share.

The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole. Save as disclosed in this announcement, as at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the GEM Listing Rules as and when appropriate.

THE CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are currently traded on the Stock Exchange in the board lots of 8,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 8,000 Existing Shares to 16,000 Consolidated Shares.

Based on the closing price of HK$0.022 per Existing Share (equivalent to the theoretical closing price of HK$0.22 per Consolidated Share) as at the date of this announcement, (i) the market value of each board lot of 8,000 Existing Shares is HK$176.00; (ii) the market value of each board lot of 8,000 Consolidated Shares would be HK$1,760.00, assuming the Share Consolidation had become effective; and (iii) the estimated market value of each board lot of 16,000 Consolidated Shares would be HK$3,520.00 on the assumption that both the Share Consolidation and the Change in Board Lot Size had become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

Reasons for the Change in Board Lot Size

Pursuant to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "**Guide**") issued the by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (last updated in September 2024), the expected value per board lot should be greater than HK$2,000 taking into account the minimum transaction costs for a securities trade. Based on the then prevailing market price per Share prior to the completion of the Share Consolidation, the market value of each board lot fell below HK$2,000.

The Directors consider that it is beneficial to and in the interests of the Company and the Shareholders as a whole to implement the Change in Board Lot Size to change the board lot size from 8,000 Existing Shares to 16,000 Consolidated Shares upon completion of the Share Consolidation.

Based on the closing price of HK$0.022 per Existing Share (equivalent to the theoretical closing price of HK$0.22 per New Share) as at the date of this announcement and subject to the completion of the Share Consolidation and the Change in Board Lot Size, the value of each new board lot of 16,000 Consolidated Shares would be HK$3,520.00 as compared to HK$1,760.00 of the original board lot of 8,000 Consolidated Shares.

PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board further proposes that immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division be implemented in the following manner:

(i) (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company be reduced by cancelling the paid-up capital to the extent of HK$0.099 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$0.1 to HK$0.001; and

(ii) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK$0.1 each will be sub-divided into 100 New Shares of par value of HK$0.001 each.

Each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other in accordance with the memorandum and the articles of association of the Company and have the rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company.

Effect of the Capital Reduction and the Share Sub-division

As at the date of this announcement, the authorised share capital of the Company is HK$50,000,000 divided into 5,000,000,000 Existing Shares of par value of HK$0.01 each, of which 848,744,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective and assuming no further change in the issued share capital of the Company from the date of this announcement up to and including the effective date of the Capital Reduction and the Share Sub-division, the authorised share capital of the Company shall be HK$50,000,000 divided into 50,000,000,000 New Shares of par value of HK$0.001 each, of which 84,874,400 New Shares of par value of HK$0.001 each will be issued as fully paid or credited as fully paid.

Based on the 848,744,000 Existing Shares in issue as at the date of this announcement (or as the case may be), 84,874,400 Consolidated Shares in issue as at the date on which the Share Consolidation becomes effective, and assuming that no further change in the issued share capital of the Company from the date of this announcement to the effective date of the Capital Reduction and the Share Sub-division, a credit of approximately HK$8,402,565.60 will arise as a result of the Capital Reduction and the aggregate nominal value of the issued share capital will be HK$84,874.40 following the Capital Reduction becoming effective. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the memorandum and articles of association of the Company.

Assuming there are no other changes in the issued share capital of the Company from the date of this announcement up to the effective date of the Capital Reorganisation, the share capital structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Share Consolidation; and (iii) immediately after completion of the Capital Reduction and the Share Sub-division is summarised below:

	As at the date of this announcement	**Immediately after completion of the Share Consolidation but prior to the Capital Reduction and the Share Sub-division becoming effective**	**Immediately after completion of the Capital Reduction and the Share Sub-division**
Authorised share capital	HK$50,000,000	HK$50,000,000	HK$50,000,000
Number of authorised shares	5,000,000,000 Existing Shares	500,000,000 Consolidated Shares	50,000,000,000 New Shares
Par value per Share	HK$0.01	HK$0.1	HK$0.001
Amount of issued share capital	HK$8,487,440	HK$8,487,440	HK$84,874.40
Number of issued Shares	848,744,000 Existing Shares	84,874,400 Consolidated Shares	84,874,400 New Shares
Amount of unissued share capital	HK$41,512,560	HK$41,512,560	HK$49,915,125.60
Number of unissued Shares	4,151,256,000 Existing Shares	415,125,600 Consolidated Shares	49,915,125,600 New Shares

All New Shares in issue immediately following the Capital Reorganisation becoming effective shall rank pari passu in all aspects with each other in accordance with the memorandum and the articles of association of the Company.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operation, management or financial position of the Company and the proportional interests and rights of the Shareholders, save that any fractional New Shares will not be allocated to the Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Capital Reorganisation.

Reasons for the Capital Reduction and the Share Sub-division

Under the Companies Act, the Company is not permitted to, without the order of the Grand Court, to issue its Shares at a discount to their nominal value. The memorandum and articles of association of the Company also prohibits the Company from issuing Shares at a discount to their nominal value. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal value of the Consolidated Shares will be HK$0.1 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the nominal value of the New Shares at a lower level of HK$0.001 per New Share, which would be substantially lower than the theoretical closing price of HK$0.22 per New Share as at the date of this announcement. This, in turn, would allow greater flexibility in the pricing for any issue of New Shares in the future. The Board considers that the Capital Reduction and the Share Sub-division are beneficial to and in the interests of the Company and the Shareholders as a whole.

Application for the listing of the New Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the New Shares.

Subject to the granting of the listing of, and the permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

Exchange of share certificates for the New Shares

As the Grand Court hearing dates have yet to be fixed, the effective date of the Capital Reduction and the Share Sub-division is not ascertainable at present. Should the Capital Reduction and the Share Sub-division become effective, Shareholders may submit share certificates for the Consolidated Shares (in red colour) to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to exchange for new share certificates for the New Shares (in green colour), at the expense of the Company within the relevant free exchange period from the effective date of the Capital Reduction and the Share Sub-division. Details of such free exchange of share certificates will be announced as soon as practicable as the effective date of the Capital Reorganisation is ascertained.

The Company will publish announcement(s) to update the Shareholders when the Grand Court hearing dates, the effective date of the Capital Reduction and the Share Sub-division, and the period when the Shareholders can submit share certificates for the Consolidated Shares to exchange for new share certificates for the New Shares is/are ascertained and/or updated. All existing certificates of the Consolidated Shares or (as the case may be) the Existing Shares will continue to be evidence of title to such Shares but all existing certificates of Existing Shares will cease to be valid for delivery, trading and settlement purpose.

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the date of this announcement, the total number of Shares available for issue under the Share Option Scheme is 80,000,000 Shares and there have been no Share Options granted entitling the holders thereof to subscribe for any Existing Share under the Share Option Scheme since its adoption. The Directors will determine, according to the rules of the Share Option Scheme, the adjustments (if any) required to be made in respect of the outstanding Share Options as a result of the Capital Reorganisation. As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Shares.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation, the Capital Reduction, the Share Sub-division and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reorganisation and the Change in Board Lot Size, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified.

Events	**Time and date** *(Hong Kong time)*
Expected date of despatch of circular, the notice of the EGM and the form of proxy of the EGM	on or before Monday, 29 December 2025
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Tuesday, 6 January 2026
Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive)	Wednesday, 7 January 2026 to Wednesday, 14 January 2026
Latest date and time for lodging the proxy forms for the EGM	10:30 a.m. on Monday, 12 January 2026
Record date for EGM	Wednesday, 14 January 2026
Expected date and time of the EGM	10:30 a.m. on Wednesday, 14 January 2026
Publication of announcement of poll results of the EGM	Wednesday, 14 January 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation . . . . . .Friday, 16 January 2026

First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . .Friday, 16 January 2026

Dealing in the Consolidated Shares commences . . . . . .9:00 a.m. on Friday, 16 January 2026

Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . . .9:00 a.m. on Friday, 16 January 2026

Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) opens . . . . . .9:00 a.m. on Friday, 16 January 2026

Original counter for trading in the Consolidated Shares in board lots of 16,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens . . . . . .9:00 a.m. on Friday, 30 January 2026

Parallel trading in the Existing Shares and the Consolidated Shares (in the form of existing share certificates and new share certificates) commences . . . . . .9:00 a.m. on Friday, 30 January 2026

Designated broker starts to stand in the market to provide matching services for the odd lots of the Consolidated Shares . . . . . .9:00 a.m. on Friday, 30 January 2026

Designated broker ceases to stand in the market to provide matching services for the odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Tuesday, 24 February 2026

Temporary counter for trading in the Consolidated Shares in board lots of 800 Consolidated Shares (in the form of existing share certificates) closes . . . . . 4:10 p.m. on Tuesday, 24 February 2026

Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) ends . . . . . 4:10 p.m. on Tuesday, 24 February 2026

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . Thursday, 26 February 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reduction, which are included in this announcement

Grand Court hearing of petition to confirm the Capital Reduction . . . . . Thursday, 26 February 2026 (Cayman Islands time)

Registration of court order confirming the Capital Reduction and the minute of the order of the Capital Reduction with the Registrar of Companies in the Cayman Islands . . . . . Monday, 2 March 2026 (Cayman Islands time)

Effective date of the Capital Reduction and Share Sub-division . . . . . Tuesday, 3 March 2026

Commencement of dealing in the New Shares in board lots of 16,000 New Shares . . . . . 9:00 a.m. on Tuesday, 3 March 2026

First day of free exchange of share certificates of the Consolidated Shares for new share certificates for the New Shares . . . . . Tuesday, 3 March 2026

Last date for free exchange of share certificates for the Consolidated Shares for new share certificates for the New Shares . . . . . Tuesday, 31 March 2026

CLOSURE OF REGISTER OF MEMBERS

For determining the Shareholders' entitlement to attend and vote at the EGM, the register of members will be closed from Wednesday, 7 January 2026 to Wednesday, 14 January 2026 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, Shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 6 January 2026.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s), among other things, in respect of the proposed Capital Reorganisation. A circular containing, among other things, further details of the Capital Reorganisation and the Change in Board Lot Size, together with a notice convening the EGM will be despatched to the Shareholders on or before Monday, 29 December 2025. Shareholders are recommended to consult their professional advisers if they are in doubt about any of the above matters.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution(s) relating to the proposed Capital Reorganisation at the EGM.

Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions having the meanings set out below unless the context requires otherwise:

"Board"	the board of the Directors
"Business Day(s)"	a day (other than a public holiday, a Saturday or Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing in securities
"Capital Reduction"	the proposed reduction of the issued share capital of the Company by (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) cancelling the paid-up capital of the Company to the extent of HK$0.099 on each of the then issued Consolidated Share such that the nominal value of each issued Consolidated Share will be reduced from HK$0.1 to HK$0.001
"Capital Reorganisation"	the proposed capital reorganisation of the Company comprising (i) the Share Consolidation; (ii) the Capital Reduction; and (iii) the Share Sub-division
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 8,000 Existing Shares to 16,000 Consolidated Shares

"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, modified and supplement from time to time
"Company"	Polyfair Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the GEM of the Stock Exchange (Stock Code: 8532)
"Consolidated Share(s)"	ordinary share(s) of par value of HK$0.1 each in the share capital of the Company upon completion of the Share Consolidation but before the Capital Reduction and the Share Sub-division becoming effective
"Director(s)"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering, among other things, and, if thought fit, approving the necessary resolution(s) in respect of the Capital Reorganisation which is expected to be held at 10:30 a.m., on Wednesday, 14 January 2026 and any adjournment thereof
"Existing Share(s)"	ordinary share(s) of par value HK$0.01 each in the share capital of the Company prior to the completion of the Share Consolidation
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Committee"	has the meaning ascribed to it under the GEM Listing Rules
"GEM Listing Rules"	The Rules Governing the Listing of Securities on GEM
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
"Grand Court"	the Grand Court of the Cayman Islands
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"New Share(s)"	ordinary share(s) of par value HK$0.001 each in the share capital of the Company immediately after the completion of the Capital Reduction and the Share Sub-division
"Share(s)"	Existing Share(s), Consolidated Share(s), and/or New Share(s) as the case may be
"Share Consolidation"	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK$0.01 each into one (1) Consolidated Share of par value of HK$0.1 each
"Share Option(s)"	the option(s) to subscribe for new Shares granted under the Share Option Scheme
"Share Option Scheme"	the share option scheme adopted by the Company on 25 January 2018
"Share Sub-division"	the proposed sub-division of every unissued Consolidated Shares in the authorised share capital of the Company into 100 New Shares
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

By Order of the Board
Polyfair Holdings Limited
Chow Mo Lam
Chairman

Hong Kong, 28 November 2025

As at the date of this announcement, the executive Directors are Mr. Chow Mo Lam, Mr. Yu Lap On Stephen and Mr. Wong Wai Man; and the independent non-executive Directors are Dr. Lung Cheuk Wah, Mr. Man Yun Yee and Ms. Sun Shui.

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 Announcements" page of the Stock Exchange's website at www.hkexnews.hk for at least seven days from the date of its posting and on the website of the Company at www.polyfaircurtainwall.com.hk.