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## **PACIFIC LEGEND GROUP LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8547)**

### **PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

**Financial adviser to the Company**



RAINBOW CAPITAL (HK) LIMITED  
流 博 資 本 有 限 公 司

**Placing Agent  
Constance Capital Limited**

#### **PROPOSED RIGHTS ISSUE**

The Board proposes, subject to, among other things, to conduct the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.10 per Rights Share, to raise gross proceeds of approximately HK\$29.6 million before expenses (assuming there is no change to the total issued Shares of the Company on or before the Record Date), by way of the Rights Issue of up to 295,579,750 Rights Shares to the Qualifying Shareholders. The Rights Issue is only available to the Qualifying Shareholders and will not be available to the Excluded Shareholders.

The estimated net proceeds from the Rights Issue, if fully subscribed, after deducting all necessary expenses, are estimated to be approximately HK\$28.1 million (assuming there is no change to the total issued Shares of the Company on or before the Record Date). Details of the use of proceeds are set out in the paragraph headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this announcement.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue.

## **THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT**

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company must make arrangements to dispose of any Unsubscribed Shares and the NQS Unsold Rights Shares not validly applied for by the No Action Shareholders by offering such Unsubscribed Shares and the NQS Unsold Rights Shares to independent placees for the benefit of those Shareholders. On 27 January 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis. Details of the Placing Agreement are set out in the section headed “Placing Agreement” in this announcement.

## **CLOSURE OF REGISTER OF MEMBERS FOR EGM**

The register of members of the Company will be closed from Wednesday, 25 February 2026 to Tuesday, 3 March 2026 (both dates inclusive) for the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

## **CLOSURE OF REGISTER OF MEMBERS FOR RIGHTS ISSUE**

The register of members of the Company will be closed from Monday, 9 March 2026 to Friday, 13 March 2026 (both dates inclusive) for the purpose of determining entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

## **GEM LISTING RULES IMPLICATIONS**

### **Rights Issue**

The Rights Issue standalone may increase the market capitalization of the Company by 50%. In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue, together with other rights issues announced by the Company within the 12 months period immediately preceding the date of this announcement, will increase the issued Shares by more than 50%, the Rights Issue is subject to the approval of the Shareholders at the EGM by way of poll. The Rights Issue must be made conditional on approval by the Shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue.

As at the date of this announcement, the Company does not have any controlling shareholder. However, Century Great Investments Limited, which is wholly owned by Ms. Wong Wing Man, an executive Director, holds 38,105,500 Shares, representing approximately 6.45% of the issued share capital of the Company as at the date of this announcement. As such, Century Great Investments Limited shall abstain from voting in favour of the resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder at the EGM.

The theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) is approximately 4.60% after taking into account the rights issue announced by the Company within the 12 months period immediately preceding the date of this announcement. The Rights Issue does not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

## **GENERAL**

The EGM will be convened and held to consider, and if thought fit, to approve, among other things, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun, has been established to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement and the transaction contemplated thereunder. The Company will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the Rights Issue and the Placing Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the aforementioned transactions above; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the aforementioned transactions above; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Friday, 6 February 2026.

Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL to the Excluded Shareholders.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

**The Rights Issue is conditional upon fulfilment of the conditions set out in the paragraph headed “Conditions of the Rights Issue” of this announcement, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.**

**Any Shareholders or potential investors contemplating selling or purchasing the Shares, and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## **PROPOSED RIGHTS ISSUE**

The Board proposes the Rights Issue with the terms set out as follows:

### **Issue statistics**

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.10 per Rights Share
Net price per Rights Share (i.e. Subscription Price less estimated cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.095 per Rights Share
Number of Shares in issue as at the date of this announcement	:	591,159,500 Shares
Number of Rights Shares to be issued pursuant to the Rights Issue	:	up to 295,579,750 Rights Shares (assuming there is no change to the total issued Shares of the Company on or before the Record Date)
Aggregate nominal value of the Rights Shares	:	up to HK\$29,557,975 (assuming there is no change to the total issued Shares of the Company on or before the Record Date)
Total number of Shares in issue upon completion of the Rights Issue	:	up to 886,739,250 Shares (assuming there is no change to the total issued Shares of the Company on or before the Record Date)
Number of Rights Shares being undertaken by Century Great	:	19,052,750 Rights Shares undertaken by Century Great
Gross proceeds from the Rights Issue	:	up to approximately HK\$29.6 million before expenses (assuming there is no change to the total issued Shares of the Company on or before the Record Date)

As at the date of this announcement, apart from the 9,450,000 share options granted to the Directors and certain employees of the Group to subscribe for an aggregate of 9,450,000 Shares under the Share Option Scheme which are exercisable during 13 June 2026 to 12 June 2027, the Company has no other outstanding derivatives, warrants, options or convertible securities in issue or other similar rights which confer any right to convert into or subscribe for Shares. The Company has no intention to issue any new Shares or issue or grant any options, warrants or other convertible securities which confer any right to convert into or subscribe for Shares on or before the Record Date.

Since the exercise period of the Share Options are later than the Record Date as set out in the expected timetable, no share option will be exercised before the Record Date and the Share Options will not change the total issued Shares of the Company on or before the Record Date.

Assuming there is no change to the total issued Shares of the Company on or before the Record Date, the 295,579,750 Rights Shares to be issued pursuant to the terms of the Rights Issue represent 50.0% of the total number of issued Shares and approximately 33.3% of the total number of issued Shares as enlarged by the issue of the Rights Shares.

#### **Non-underwritten basis**

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Unsubscribed Shares together with the NQS Unsold Rights Shares will be placed to independent placees under the Compensatory Arrangements on a best effort basis. Any Unsubscribed Shares or NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s), or transferees of nil-paid Rights Shares (or either of them, whichever shall be appropriate), may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or result in the Company's non-compliance of the Public Float Requirement of the GEM Listing Rules. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (i) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules; and (ii) does not result in the non-compliance of the Public Float Requirement. Any subscription monies not utilised due to the scaled-down application of entitled Rights Shares will be refunded to the affected applicants.

## **The Irrevocable Undertakings**

As at the date of this announcement, the Board has received from Century Great, which is wholly-owned by Ms. Wong, an executive Director of the Company, who holds 38,105,500 Shares (representing approximately 6.45% of the issued share capital of the Company as at the date of this announcement), the Irrevocable Undertakings. Pursuant to the Irrevocable Undertakings, Ms. Wong and Century Great have provided irrevocable and unconditional undertakings to the Company to, among other things, (i) accept, or procure Century Great to accept their entitlements to the provisional allotment of an aggregate of 19,052,750 Rights Shares; and (ii) not to sell or transfer the Shares held by themselves in any manner before the completion or lapse of the Rights Issue. As at the date of this announcement, save for Ms. Wong and Century Great, the Board has not received any indication from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Rights Issue.

## **Subscription Price**

The Subscription Price of HK\$0.10 per Rights Share is payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of the Rights Shares or when a transferee of nil-paid Rights Shares accepts the provisional allotment of the relevant Rights Shares.

The Subscription Price represents:

- (i) a premium of approximately 25.00% to the closing price of HK\$0.0800 per Share as quoted on the Stock Exchange as at the date of this announcement;
- (ii) a premium of approximately 26.58% to the closing price of HK\$0.0790 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 31.23% to the average closing price per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.0762;
- (iv) a premium of approximately 30.55% to the average closing price per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day of approximately HK\$0.0766;
- (v) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of a discount of approximately 4.60% after taking into account the rights issue announced by the Company within the 12 months period immediately preceding the date of this announcement);
- (vi) a premium of approximately 16.28% to the theoretical ex-rights price of approximately HK\$0.0860 per Share based on the closing price of HK\$0.0790 per Share as quoted on the Stock Exchange on the Last Trading Day; and



(vii) a premium of approximately 4.09% to the consolidated net asset value per Share attributable to the Shareholders as at 30 June 2025 of approximately HK\$0.0961 calculated based on the audited consolidated net assets of the Group attributable to the Shareholders of approximately HK\$56,794,000 as set out in the annual report of the Company for the eighteen months ended 30 June 2025 and 591,159,500 Shares in issue as at the date of this announcement.

The Rights Issue does not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

The Subscription Price was determined taking into consideration (i) the lowest Subscription Price is HK\$0.10 per Share given the par value of the Shares is HK\$0.10 per Share; (ii) the recent market price of the Shares; (iii) the prevailing market conditions; (iv) the low trading volume of the Shares; and (v) the amount of funds the Company intends to raise under the Rights Issue for the purposes described in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this announcement.

The Directors (other than the members of the Independent Board Committee whose view will be set out in the circular after taking into account the advice of the independent financial adviser) consider that, the terms of the Rights Issue, including the Subscription Price, are on commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole. The net price per Rights Share (i.e. Subscription Price less the estimated cost and expenses to be incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of the Rights Shares will be approximately HK\$0.095 per Rights Share.

### **Basis of provisional allotment**

Under the Rights Issue, the basis of the provisional allotment will be one (1) Rights Share for every two (2) Shares held by the Shareholders as at the close of business on the Record Date at the Subscription Price. Application for all or any part of a Qualifying Shareholder’s provisional allotment should be made by completing a PAL and lodging the same with a cheque or a banker’s cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

If a Qualifying Shareholder wishes to accept only a part of, or to renounce or transfer a part of, the Rights Shares provisionally allotted to him/her/it under the PAL, such Qualifying Shareholder will need to split his/her/its PAL into the denominations required. Details as to how to split the PALs will be set out in the Prospectus.

### **Fractional provisional allotment of the Rights Shares**

The Company will not provisionally allot and will not accept application for any fractions of Rights Shares. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and all Rights Shares arising from such aggregation will be sold in the market for the benefit of the Company if a premium (net of expenses) can be achieved.

## **Odd lot arrangement**

In order to facilitate the trading of odd lots (if any) of the Shares arising from the Rights Issue, a designated broker will be appointed to match the purchase and sale of odd lots of the Shares at the relevant market price per Share on a best effort basis. Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers. Further details of the odd lot arrangement will be set out in the Prospectus.

## **Status of the Rights Shares**

The Rights Shares (when allotted, fully paid or credited as fully paid 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 Rights Shares. Holders of the fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares. Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

## **Qualifying Shareholders**

The Rights Issue will only be available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may send copies of the Prospectus to the Excluded Shareholders for their information only but will not send any PAL to them.

To qualify for the Rights Issue, a Shareholder must be (i) registered as a member of the Company at the close of business on the Record Date; and (ii) not an Excluded Shareholder.

Shareholders with their Shares held by a nominee (or held in CCASS) should note that the Board will consider nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company and are advised to consider whether they would like to arrange for the registration of the relevant Shares in their own names prior to the Record Date.

In order to be registered as members of the Company on the Record Date, the Shareholders must lodge any transfer documents of the Shares (together with the relevant share certificates) with the Registrar by no later than 4:00 p.m. on Friday, 6 March 2026.

The Company expects to send the Prospectus Documents to the Qualifying Shareholders on Monday, 16 March 2026.

Qualifying Shareholders who take up their pro-rata entitlement in full under the Rights Issue will not suffer any dilution to their interests in the Company.

**If a Qualifying Shareholder does not take up any of his/her/its entitlement in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.**



## **Certificates of the Rights Shares and refund cheques**

Subject to fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be sent on or about Monday, 27 April 2026 by ordinary post to those entitled thereto, at their own risk, to their registered addresses.

If the Rights Issue does not become unconditional, refund cheques are expected to be sent on or about Monday, 27 April 2026 by ordinary post to the applicants, at their own risk, to their registered addresses.

## **Taxation**

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the Rights Shares and, regarding the Excluded Shareholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Shares on their behalf.

## **Application for listing in nil-paid and fully-paid forms**

The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be allotted and issued pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges. Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 10,000 Rights Shares.

## **Rights Shares will be eligible for admission into CCASS**

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange, or such other dates 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 HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

## **Rights of Overseas Shareholders**

The Prospectus Documents to be issued in connection with the Rights Issue will not be registered or filed under the securities law of any jurisdiction other than Hong Kong. If there are Overseas Shareholders at the close of business on the Record Date, the Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

The Company will comply with Rule 17.41(1) of the GEM Listing Rules and make necessary enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders, if any, under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, based on the legal advices to be provided by the legal advisers to the Company, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s), the Rights Issue will not be extended to such Overseas Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

It is the responsibility of the Qualifying Shareholders outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself before acquiring any rights to subscribe for the Rights Shares as to the observance of the laws and regulations of all relevant territories, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in such territory in connected therewith. Any acceptance of or application for Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. If you are in doubt as to your position, you should consult your own professional advisers. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above representation and warranty.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder(s) to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid pro rata to the relevant Excluded Shareholder(s). The Company will retain individual amounts of HK\$100 or less for the benefit of the Company.

Any unsold entitlement of the Excluded Shareholders to the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders will, if possible, be placed by the Placing Agent under the Placing to investors who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties.

**Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the Shares.**

**The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. Shareholders and beneficial owners of the Shares (including, without limitation, their respective agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.**

**Procedures in respect of the Unsubscribed Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements.**

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company must make arrangements to dispose of any Unsubscribed Shares and the NQS Unsold Rights Shares by offering such Unsubscribed Shares and the NQS Unsold Rights Shares to independent placees for the benefit of those Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue as stipulated by Rule 10.31(1)(a) of the GEM Listing Rules.

The Company has appointed the Placing Agent to place the Unsubscribed Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related costs and expenses), that is realised from the Placing (the “**Net Gain**”) will be paid to the relevant No Action Shareholders and Excluded Shareholders in the manner set out below. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Thursday, 16 April 2026, acquirers for all (or as many as possible) of those Unsubscribed Shares and the NQS Unsold Rights Shares at a price not less than the Subscription Price.

Net Gain (if any but rounded down to the nearest cent) will be paid on a pro-rata basis to the relevant No Action Shareholders and Excluded Shareholders as set out below:

- (i) for No Action Shareholders, the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for, and where the nil-paid rights are, at the time they lapse, represented by a PAL, to the person whose name and address appeared on the PAL and where the nil-paid rights are, at the time they lapse, registered in the name of HKSCC Nominees Limited, to the beneficial holders (via their respective CCASS participants) as the holder of those nil-paid rights in CCASS; and
- (ii) for Excluded Shareholders, the relevant Excluded Shareholders whose name and address appeared on the register of members of the Company on the Record Date with reference to their shareholdings in the Company on the Record Date.

It is proposed that if the Net Gain to any of the No Action Shareholder(s) and Excluded Shareholder(s) mentioned above (i) is more than HK\$100, the entire amount will be paid to them; or (ii) is HK\$100 or less, such amount will be retained by the Company for its own benefit.

## **CLOSURE OF REGISTER OF MEMBERS FOR EGM**

The register of members of the Company will be closed from Wednesday, 25 February 2026 to Tuesday, 3 March 2026 (both dates inclusive) for the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

## **CLOSURE OF REGISTER OF MEMBERS FOR RIGHTS ISSUE**

The register of members of the Company will be closed from Monday, 9 March 2026 to Friday, 13 March 2026 (both dates inclusive) for the purpose of determining entitlements to the Rights Issue. During this period, no transfer of Shares will be registered.

## **PLACING AGREEMENT**

Principal terms of the Placing Agreement are summarised below:

Placing Agent : Constance Capital Limited

The Placing Agent is a licensed corporation to carry out business in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

To the best knowledge, information and belief of the Directors, after making reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons within the meaning of the GEM Listing Rules.

Placing commission : Subject to completion of the Placing taking place, the Company shall also pay a placing commission in Hong Kong dollars, of 2.0% of the amount (the “**Placing Commission**”) which is equal to the placing price multiplied by the number of the Unsubscribed Shares and the NQS Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement.

Placing Price : Not less than HK\$0.10 per Unsubscribed Share and the NQS Unsold Rights Shares.

- Placing Period : A period commencing from the first (1st) Business Day immediately after the date of announcement of the number of the Unsubscribed Shares and NQS Unsold Rights Shares (i.e. Friday, 10 April 2026 under the current timetable) and ending on 4:00 p.m. on the fifth (5th) business after the date of announcement of the number of the Unsubscribed Shares and NQS Unsold Rights Shares (both days inclusive).
- Placees : The Unsubscribed Shares and NQS Unsold Rights Shares be placed to investors who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties.
- The Placing Agent shall also ensure that the public float requirement under the GEM Listing Rules remains to be fulfilled by the Company upon completion of the Rights Issue.
- Ranking of the placed Unsubscribed Shares and NQS Unsold Rights Shares : The placed Unsubscribed Shares and NQS Unsold Rights Shares (when allotted, issued and fully-paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares in issue as at the date of completion of the Rights Issue.
- Conditions of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:
- (i) the Rights Issue having become unconditional;
  - (ii) the Company's warranties contained in the Placing Agreement remaining true and accurate and not misleading in all material respects at all times prior to the date of completion of the Placing;
  - (iii) the GEM Listing Committee granting the listing of, and permission to deal in, the Unsubscribed Shares and the NQS Unsold Rights Shares with or without conditions;
  - (iv) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
  - (v) the Placing Agreement not having been terminated in accordance with the provisions thereof.

None of the above conditions can be waived. In the event that the above conditions precedent have not been fulfilled on or before the Latest Time for Termination, all rights, obligations and liabilities of the parties under the Placing Agreement in relation to the Placing shall cease and terminate and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination).

- Termination : Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Shares and the NQS Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:
- (i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industry, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would affect the success of the Placing; or
  - (ii) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would affect the success of the Placing; or



- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (iv) a change or development occurs involving a prospective change of taxation or exchange control (or the implementation of exchange control), which has or may affect the business or financial position of the Group and which in the Placing Agent's absolute opinion would affect the success of the Placing; or
- (v) any breach of any of the representations and warranties given by the Company as set out in the Placing Agreement having come to the knowledge of the Placing Agent or any event having occurred or any matter having arisen on or after the date of the Placing Agreement and prior to the completion of the Rights Issue which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (vi) the Unsubscribed Shares and/or the NQS Unsold Rights Shares are not approved by the relevant regulatory bodies and/or regulatory authorities to be placed to any places as contemplated in the Placing Agreement.

The terms of the Placing Agreement were determined after arm's length negotiation between the Placing Agent and the Company with reference to (i) the prevailing market rate for rights issues, including the placing commissions of recent proposed rights issue announced by companies listed on the GEM of the Stock Exchange within 6 months prior to the date of the Placing Agreement, where placing commission of 2.0% or above were not uncommon, (ii) the existing financial position of the Group including gearing ratio of 30.7% as at 30 June 2025 and the continued losses attributable to owners of the Company for the past five years, (iii) the size of the Rights Issue of potentially enlarging the total number of issued Shares by 50%, (iv) the placing price of HK\$0.10 per Share which is at a premium to the latest trading price per Share before signing of the Placing Agreement, and (v) the general downward trend of the daily closing price of the Shares of the Company during the past 3 months. The Directors consider that the terms of the Placing Agreement are fair and reasonable and on normal commercial terms.

The Placing Agent will, on a best effort basis during the Placing Period, seek to procure subscribers who (or as the case may be, their ultimate beneficial owner(s)) are Independent Third Parties for all (or as many as possible) of the Unsubscribed Shares and NQS Unsold Rights Shares.

If all or any of the Unsubscribed Shares and NQS Unsold Rights Shares are successfully placed, any Net Gain will be distributed to the relevant No Action Shareholders and Excluded Shareholders. Any NQS Unsold Rights Shares and/or Unsubscribed Rights Shares that are not placed by the Placing Agent will not be issued by the Company. As at the date of this announcement, the Placing Agent has not identified any placee(s). In any case, any placees will be independent among themselves and will be independent of and not acting at the direction of or having any significant relationships with any connected person of the Company. As such, the Company considers that the Compensatory Arrangements will provide a compensatory mechanism for the No Action Shareholders, protect the interest of the Independent Shareholders, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As the Company has put in place the above Compensatory Arrangements as required by Rule 10.31(1)(b) of the GEM Listing Rules, there will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 10.31(1)(a) of the GEM Listing Rules.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue. In the event of an undersubscription of the Rights Issue, the size of the Rights Issue will be reduced accordingly.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the fulfilment of the following conditions:

- (i) the delivery to the Stock Exchange, and filing and registration with Companies Registry in Hong Kong of one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by a resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and in compliance with the GEM Listing Rules, the Companies (WUMP) Ordinance and the Companies Ordinance;
- (ii) the posting of the Prospectus Documents to the Qualifying Shareholders by the Prospectus Posting Date and the posting of the Prospectus and a letter to the Excluded Shareholders, if any, for information purpose only explaining the circumstances in which they are not permitted to participate in the Rights Issue on or before the Prospectus Posting Date;
- (iii) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) listing of and permission to deal in all the Rights Shares, in both nil-paid and fully-paid forms and such listing not being withdrawn or revoked;

- (iv) the Independent Shareholders having approved at the EGM of the Rights Issue and the Placing Agreement no later than the Prospectus Posting Date; and
- (v) the Placing Agreement not having been terminated in accordance with the provisions thereof, and remaining in full force and effect.

None of the above conditions can be waived. The Company shall use its reasonable endeavours to procure the fulfilment of the conditions above (to the extent it is within its power to do so) and shall do all the things required to be done by it pursuant to the Prospectus Documents or otherwise reasonably necessary to give effect to the Rights Issue. If any of the conditions referred to above are not fulfilled at or before the Latest Time for Termination, the Rights Issue will not proceed.

**As the proposed Rights Issue is subject to the fulfilment of the above conditions, it may or may not proceed. Shareholders and public investors are advised to exercise caution in dealing in the securities of the Company.**

## **REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS**

The Group is principally involved in (i) the sale of home furniture and accessories; (ii) rental of home furniture and accessories; and (iii) project and hospitality services, which typically involve designing, styling, decorating and furnishing commercial or residential properties such as hotels, serviced apartments and showflats.

Assuming that there is no change in the number of issued Shares on or before the Record Date, the gross proceeds from the Rights Issue will be approximately HK\$29.6 million and the net proceeds from the Rights Issue after deducting the estimated expenses in relation to the Rights Issue are estimated to be approximately HK\$28.1 million. The net price per Rights Shares (i.e. Subscription Price less the estimated cost and expenses to be incurred in the Rights Issue) upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK\$0.095 per Rights Share.

The Company intends to use the net proceeds from the Rights Issue as follows: (i) approximately 34% or HK\$9.5 million for repayment of borrowing in relation to an unsecured bond payable with a principal amount of RMB10 million subscribed from an Independent Third Party and maturing on 27 March 2026, which is expected to be refinanced or extended prior to the completion of the Rights Issue, and the net proceeds will be applied to repay such refinanced or extended borrowing thereafter. Based on the Company's current funding planning and subject to the outcome of discussions with the relevant lender(s) and prevailing market conditions, the Company intends to address its short-term funding needs upon maturity of the bond payable by seeking a short-term extension of the existing bond payable, or by refinancing the bond payable with other short-term borrowings. The Company also intends to repay the refinanced or extended borrowing after receipt of the proceeds from the Rights Issue; (ii) approximately 18% or HK\$5.0 million for payment of rental expenses including accrued rental expenses; (iii) approximately 18% or HK\$5.0 million for Dubai project, which is a project to provide furniture for Emirates staff accommodation for at least 3 years; (iv) approximately 7% or HK\$2.0 million for opening a new retail store in Hong Kong; and (v) remaining approximately 23% or HK\$6.6 million for general working capital of the Group for payments of salary, suppliers and other operating and administrative expenses.

As at 31 December 2025, the Group has approximately HK\$3.6 million cash and cash equivalents based on the unaudited management account. The Group intends to use the existing cash and cash equivalent to continue its ordinary business operations and meeting the short-term obligations as they fall due, including the procurement of goods and services in connection with our sale of furniture and designing projects, the settlement of trade and other payables, and the servicing of interest obligations on the Group's interest-bearing bank and other borrowings.

As disclosed in the annual report of the Group for the eighteen months ended 30 June 2025, despite challenging operating conditions, the Group recorded revenue of approximately HK\$383.5 million for the eighteen months ended 30 June 2025 ("**18M2025**"), representing an increase of approximately 53.0% from approximately HK\$250.6 million for the year ended 31 December 2023 ("**FY2024**") (or approximately 2.0% increase on a pro-rata basis).

The Group recorded gross profit of approximately HK\$159.4 million in 18M2025 as compared to approximately HK\$127.1 million in FY2024, representing an increase of approximately 25.4% (or a decrease of approximately 16.4% on a pro-rata basis). Gross profit margin declined due to a higher contribution from lower-margin business, increased retail discounts and higher cost of sales.

The Group's loss attributable to owners narrowed substantially to approximately HK\$5.6 million for the 18M2025 from approximately HK\$33.5 million for the FY2024, representing a decrease of approximately 83.3% (or a decrease of approximately 88.9% on a pro-rata basis). On a twelve months pro-rata basis by dividing the 18M2025 figures by 18 months and then multiplying it by 12 months ("**Pro-rata 18M2025**"), the Group's loss attributable to owners of approximately HK\$5.6 million for 18M2025 is equivalent to approximately HK\$3.7 million on a pro-rata basis, representing a decrease of approximately HK\$29.8 million as compared FY2024. Such approximately HK\$29.8 million decrease is primarily as a result of (i) the Group's effort in controlling its administrative and other operating expenses from approximately HK\$93.1 million in FY2024 to approximately HK\$70.0 million for the Pro-rata 18M2025, representing a cost saving of approximately HK\$23.1 million; (ii) the decrease in provision for allowance of expected credit losses and impairment losses on non-financial assets from approximately HK\$18.8 million in FY2024 to approximately HK\$3.4 million for the Pro-rata 18M2025, representing a reduction of loss of approximately HK\$15.4 million; (iii) the increase in fair value gain on an investment in an unlisted equity securities from a loss of approximately HK\$2.9 million in FY2024 to a gain of approximately HK\$8.4 million for the Pro-rata 18M2025, representing an increase of other income of approximately HK\$11.3 million; being partially offset by (iv) the decrease in gross profit from approximately \$127.1 million in FY2024 to approximately HK\$106.3 million for the Pro-rata 18M2025, representing a decrease of gross profit of approximately HK\$20.8 million.

For the eighteen months ended 30 June 2025, the second-hand property market in Hong Kong remained weak amid demographic changes and prolonged economic downturn. As a result of the decrease in Hong Kong market sentiment, together with the fierce market competition in Dubai, the Board has strategically shifted the focus on project business.

Looking ahead, the Group plans to continue to manage cash flow and operating costs prudently and optimize its retail footprint including reassessing retail store leases and locations. Following Hong Kong government's removal of residential property demand-side management measures and increased housing supply initiative, the Group anticipates rising demand for property renovation and furnishing services.

The Company considers the Rights Issue and the use of the net proceeds from the Rights Issue will enable the Group to support its planned business initiatives, including (i) enhancing cash flow and improving profitability by reducing interest expenses through repayment of bank and other borrowings; (ii) meeting rental payments and settling accrued rental expenses from ongoing operations while implementing retail network optimization measures; (iii) deploying capital to support the development of the project business in Dubai; (iv) allocating capital to the Group's Hong Kong retail operations to capture potential recovery in local demand; and (v) providing general working capital to support the Group's operations.

As the Rights Issue will proceed on a non-underwritten basis, the actual amount of the net proceeds from the Rights Issue cannot be ascertained as at the date of this announcement. In the event that there is an under-subscription of the Rights Issue and the Placing (as the case may be), the net proceeds of the Rights Issue and the Placing (as the case may be) will be allocated and utilized in proportion to the above uses.

### **Fundraising alternatives**

The Board has considered various fundraising alternatives before resolving to the Rights Issue, including debt financing and equity financing alternatives such as open offer and placing of new shares.

The Board is of the view that debt financing will increase the gearing ratio of the Group and increase the ongoing interest expenses of the Group which may in turn affect the profitability of the Group.

With respect to equity financing alternatives, the Board considers that placing of new Shares would be a sub-optimal fundraising means as it will lead to an immediate dilution in shareholding interest of the existing Shareholders without offering them opportunities to participate in the enlargement of the capital base of the Company. As for open offer, similar to a rights issue, it also offers qualifying shareholders to participate, but it does not allow the trading of rights entitlements in the open market.

The Directors (other than the members of the Independent Board Committee whose view will be set out in the circular after reviewing and considering the advice from the independent financial adviser) are of the view that the Rights Issue provides better financial flexibility for the Company as it will strengthen the capital base of the Company, thus enhancing the overall working capital to fulfill the development plan of the Group without further increase the interest burden to the Group. The Rights Issue also offers all Qualifying Shareholders the opportunity to maintain their pro rata shareholding interests in the Company and avoid shareholding dilution for those Shareholders who take up their entitlement under the Rights Issue in full.



Having considered the above, the Directors (other than the members of the Independent Board Committee whose view will be set out in the circular after reviewing and considering the advice from the independent financial adviser) consider that the terms of the Rights Issue are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming there is no change to the total issued Shares of the Company from the date of this announcement up to and including the date of completion of the Rights Issue, the table below sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Rights Issue, assuming full acceptance by all Shareholders; (iii) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Century Great pursuant to the Irrevocable Undertakings) have taken up any entitlements of the Rights Shares and none of the Unsubscribed Shares and NQS Unsold Rights Shares are placed to the independent places; and (iv) immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Century Great pursuant to the Irrevocable Undertaking) have taken up any entitlements of the Rights Shares and all the Unsubscribed Shares and NQS Unsold Rights Shares are placed to the independent places:

	As at the date of this announcement		Immediately after completion of the Rights Issue, assuming full acceptance by all Shareholders		Immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Century Great pursuant to the Irrevocable Undertakings) have taken up any entitlements of the Rights Shares and none of the Unsubscribed Shares and NQS Unsold Rights Shares are placed to the independent places		Immediately after completion of the Rights Issue assuming none of the Qualifying Shareholders (other than Century Great pursuant to the Irrevocable Undertakings) have taken up any entitlements of the Rights Shares and all the Unsubscribed Shares and NQS Unsold Rights Shares are placed to the independent places	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Century Great Investments Limited ( <i>Note 1</i> )	38,105,500	6.45	57,158,250	6.45	57,158,250	9.37	57,158,250	6.45
Double Lions Limited ( <i>Notes 2, 3, 4, 5 and 6</i> )	17,410,000	2.95	26,115,000	2.95	17,410,000	2.85	17,410,000	1.96
Zheng Jing	66,800,000	11.30	100,200,000	11.30	66,800,000	10.95	66,800,000	7.53
<i>Public Shareholders</i>								
Other public Shareholders	468,844,000	79.31	703,266,000	79.31	468,844,000	76.83	468,844,000	52.87
Places	—	—	—	—	—	—	276,527,000	31.18
<b>Total</b>	<b>591,159,500</b>	<b>100.00</b>	<b>886,739,250</b>	<b>100.00</b>	<b>610,212,250</b>	<b>100.00</b>	<b>886,739,250</b>	<b>100.00</b>



*Notes:*

1. Century Great Investments Limited is 100% owned by Ms. Wong.
2. Double Lions Limited is owned as to 40.48% by Mr. John Warren McLennan, 20.00% by Ms. Tracy-Ann Fitzpatrick, 14.88% by Ms. Alison Siobhan Bailey, 14.88% by Mr. John Martin Rinderknecht and 9.76% by Mr. James Seymour Dickson Leach (collectively, with Double Lions Limited, the “**Double Lions Shareholders**”). Each of the Double Lions Shareholders executed the deed of acting in concert dated 12 February 2018 confirming the existence of their acting in concert and are deemed to be interested in all the Shares owned by Double Lions Limited.
3. As at the date of this announcement, Double Lions Limited is owned as to 40.48% by Mr. John Warren McLennan, a director of a subsidiary of the Company. Double Lions Limited is therefore a close associate of Mr. John Warren McLennan and thus the shares held by it are not regarded as being in public hands.
4. Mrs. Jennifer Carver McLennan is the spouse of Mr. John Warren McLennan and is deemed to be interested in the Shares held by Mr. John Warren McLennan by virtue of the SFO.
5. Mr. David Frances Bulbeck is the spouse of Ms. Tracy-Ann Fitzpatrick and is deemed to be interested in the Shares held by Ms. Tracy-Ann Fitzpatrick by virtue of the SFO.
6. Ms. Alison Siobhan Bailey and Mr. James Seymour Dickson Leach are married to each other and each of them is deemed to be interested in the Shares held by her/his spouse via Double Lions Limited by virtue of the SFO.
7. The percentage figures shown in the table above have been subject to rounding adjustments. Any discrepancies between totals and sums of the amounts listed herein are due to rounding adjustments.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

## FUND RAISING EXERCISE OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fund raising activities in the past twelve months immediately preceding the date of this announcement:

Date of the announcements	Fund raising activity	Net proceeds	Intended use of the net proceeds as announced	Actual use of proceeds as at the date of this announcement
19 March 2025	Rights Issue of 136,843,500 rights shares	Approximately HK\$13.3 million	General working capital of (i) approximately HK\$2.3 million for payment of salary and remuneration expenses; (ii) approximately HK\$3.0 million for payment of rental expenses; and (iii) approximately HK\$8.0 million for trade related expenses including payments to suppliers, warehouse and logistics teams.	Fully utilized as intended
21 November 2025	Subscription of 65,000,000 shares	Approximately HK\$11.0 million	General working capital of (i) approximately HK\$6.0 million for payment of salary, remuneration, rental, and trade related expenses; (ii) approximately HK\$2.0 million for other operating & administrative expenses; and (iii) approximately HK\$3.0 million for payment of the accrued expenses of the Group, including accrued rental expenses in Hong Kong, repayment of bank loan in Dubai and other borrowings by the end of 2025.	Fully utilized as intended
25 November 2025	Subscription of 17,100,000 shares	Approximately HK\$2.9 million	General working capital of (i) approximately HK\$1.0 million for payment of salary, remuneration, rental, and trade related expenses; (ii) approximately HK\$1.0 million for other operating & administrative expenses; and (iii) approximately HK\$0.9 million for payment of the accrued expenses of the Group, including accrued rental expenses in Hong Kong, repayment of bank loan in Dubai and other borrowings by the end of 2025.	Fully utilized as intended
10 December 2025	Placing of 98,520,000 shares	Approximately HK\$11.4 million	General working capital of (i) approximately HK\$6.0 million for payment of salary, remuneration, rental, and trade related expenses; (ii) approximately HK\$4.4 million for other operating & administrative expenses; and (iii) approximately HK\$1.0 million for payment of the accrued expenses of the Group, including accrued rental expenses in Hong Kong, repayment of bank loan in Dubai and other borrowings.	Fully utilized as intended

Save as disclosed above, there has not been any equity fund raising activity conducted by the Company in the past twelve months immediately preceding the date of this announcement.

## EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Rights Issue. The expected timetable is subject to the results of the EGM and the satisfaction of the conditions to the Rights Issue 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 the Hong Kong local times and dates.

Events	Hong Kong Date and Time 2026
Expected despatch date of the circular, proxy form and notice of the EGM .....	Friday, 6 February
Latest time for lodging transfer documents of the Shares in order to be qualified for attendance and voting at the EGM .....	4:00 p.m. on Tuesday, 24 February
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both days inclusive).....	Wednesday, 25 February to Tuesday, 3 March
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to the time of the EGM).....	10:00 a.m. on Sunday, 1 March
Record date for determining attendance and voting at the EGM .....	Tuesday, 3 March
Expected date and time of EGM to approve the Rights Issue .....	10:00 a.m. on Tuesday, 3 March
Announcement of the poll result of the EGM .....	Tuesday, 3 March
Register of members of the Company re-opens.....	Wednesday, 4 March
Last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue .....	Wednesday, 4 March
First day of dealings in the Shares on an ex-rights basis relating to the Rights Issue .....	Thursday, 5 March
Latest time for the Shareholders to lodge transfer documents of the Shares in order to be qualified for the Rights Issue.....	4:00 p.m. on Friday, 6 March

**Events****Hong Kong Date and Time  
2026**

Closure of register of members to determine the eligibility of the Rights Issue (both days inclusive) .....	Monday, 9 March to Friday, 13 March
Record date for the Rights Issue .....	Friday, 13 March
Register of members of the Company re-opens.....	Monday, 16 March
Despatch of the Prospectus Documents (including the PAL and Prospectus) (in case of the Excluded Shareholders, the Prospectus only) .....	Monday, 16 March
First day of dealings in nil-paid Rights Shares .....	Wednesday, 18 March
Latest time for splitting the PAL .....	4:00 p.m. on Friday, 20 March
Last day of dealings in nil-paid Rights Shares .....	Wednesday, 25 March
Latest Time for Acceptance of and payment for the Rights Shares .....	4:00 p.m. on Monday, 30 March
Announcement of the number of the Unsubscribed Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements .....	Thursday, 9 April
Commencement of placing of the Unsubscribed Shares and NQS Unsold Rights Shares by the Placing Agent, on best effort basis .....	Friday, 10 April
Latest time for placing the Unsubscribed Shares and NQS Unsold Rights Shares .....	4:00 p.m. on Thursday, 16 April
Latest Time for the termination of the Placing Agreement.....	5:00 p.m. on Friday, 17 April
Announcement of results of the Rights Issue (including results of the Placing and the Net Gain per Unsubscribed Share and NQS Unsold Rights Share under the Compensatory Arrangements) .....	Friday, 24 April

## Events

**Hong Kong Date and Time  
2026**

Despatch of share certificates for fully-paid Rights Shares and refund cheques (if the Rights Issue is terminated) .....	Monday, 27 April
Commencement of dealings in fully-paid Rights Shares.....	9:00 a.m. on Tuesday, 28 April
Designated broker commences to provide matching services for odd lots of Shares .....	Tuesday, 28 April
Payment of Net Gain to relevant No Action Shareholders (if any) or Excluded Shareholders (if any).....	Tuesday, 5 May
Designated broker ceases to provide matching services for odd lots of Shares .....	Wednesday, 13 May

### **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**

The Latest Time for Acceptance of and payment for the Rights Shares will not take place if:

- (i) tropical cyclone warning signal No. 8 (or above);
- (ii) “extreme conditions” caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region; or
- (iii) a “black” rainstorm warning.
  - (a) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
  - (b) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the “Expected Timetable” above may be affected. Announcement will be made by the Company in such event. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **GEM LISTING RULES IMPLICATIONS**

The Rights Issue standalone may increase the market capitalization of the Company by 50%. In accordance with Rule 10.29(1) of the GEM Listing Rules, as the Rights Issue, together with other rights issues announced by the Company within the 12 months period immediately preceding the date of this announcement, will increase the issued Shares by more than 50%, the Rights Issue is subject to the approval of the Shareholders at the EGM by way of poll. The Rights Issue must be made conditional on approval by the Shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue.

As at the date of this announcement, the Company does not have any controlling shareholder. However, Century Great Investments Limited, which is wholly owned by Ms. Wong Wing Man, an executive Director, holds 38,105,500 Shares, representing approximately 6.45% of the issued share capital of the Company as at the date of this announcement. As such, Century Great Investments Limited shall abstain from voting in favour of the resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder at the EGM.

The theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) is approximately 4.60% after taking into account the rights issue announced by the Company within the 12 months period immediately preceding the date of this announcement. The Rights Issue does not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

## **GENERAL**

The EGM will be convened and held to consider, and if thought fit, to approve, among other things, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun, has been established to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement and the transaction contemplated thereunder. The Company will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the Rights Issue and the Placing Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the aforementioned transactions above; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the aforementioned transactions above; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before Friday, 6 February 2026.



Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Shareholders at the EGM, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue, to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may despatch the Prospectus to the Excluded Shareholders for their information only but the Company will not send the PAL to the Excluded Shareholders.

## **WARNING OF THE RISK OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES**

**The Rights Issue is conditional upon fulfilment of the conditions set out in the paragraph headed "Conditions of the Rights Issue" of this announcement, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Accordingly, the Rights Issue may or may not proceed.**

**The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.**

**Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed.**

**Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## **DEFINITIONS**

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

"acting in concert"	has the same meaning ascribed thereto under the GEM Listing Rules
"associate(s)"	has the same meaning ascribed thereto under the GEM Listing Rules
"Board"	the board of Directors

“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal 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 licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Century Great”	Century Great Investments Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly-owned by Ms. Wong
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended from time to time
“Companies Registry”	Companies Registry of Hong Kong
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company”	Pacific Legend Group Limited, a company incorporated in Cayman Islands on 1 September 2017 as an exempted company with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (Stock code: 8547)
“Compensatory Arrangements”	arrangements to place the Unsubscribed Shares and NQS Unsold Rights Share by the Placing Agent on a best effort basis to investors who (or as the case maybe, their ultimate beneficial owner(s)) are Independent Third Parties pursuant to Rule 10.31(1)(b) of the GEM Listing Rules
“connected person”	has the same meaning ascribed thereto under the GEM Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be convened and held at which resolutions will be proposed to consider, and, if thought fit, to approve, among other things, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the same meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of HKSCC”	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 HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“HKSCC 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 amended from time to time
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Company comprising all the independent non-executive Directors to advise the Independent Shareholders in respect of the Rights Issue, the Placing Agreement and the transactions contemplated thereunder
“Independent Shareholder(s)”	Shareholders other than those who are involved or have interests in the Rights Issue, the Placing Agreement and the transactions contemplated thereunder and are required under the GEM Listing Rules to abstain from voting at the EGM

“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons within the meaning of the GEM Listing Rules
“Irrevocable Undertakings”	the irrevocable undertakings executed by the Ms. Wong and Century Great, pursuant to which Ms. Wong and Century Great irrevocably undertook to the Company, among others, that the assured entitlements to the Rights Shares of Century Great, will be taken up in full
“Last Trading Day”	26 January 2026, being the last trading day of the Shares on the Stock Exchange before the release of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Monday, 30 March 2026 (or such other time and date as may be determined by the Company,) being the latest time for acceptance of and payment for the Rights Shares
“Latest Time for Termination”	5:00 p.m. on Friday, 17 April 2026 (or such later time or date as may be agreed between the Placing Agent and the Company), being the latest time to terminate the Placing Agreement
“Ms. Wong”	Ms. Wong Wing Man, an executive Director of the Company and sole beneficial owner of Century Great
“No Action Shareholder(s)”	those Qualifying Shareholder(s) who do not subscribe for the Rights Issue (whether partially or fully) (under the PAL or their renounces or such person who hold any nil-paid rights at the time such nil-paid rights are lapsed) or Excluded Shareholders (as the case may be)
“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Excluded Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue

“Placing”	arrangements to place the Unsubscribed Shares and NQS Unsold Rights Shares by the Placing Agent on a best effort basis pursuant to the Placing Agreement
“Placing Agent”	Constance Capital Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, which will place the Unsubscribed Shares and NQS Unsold Rights Shares to investors who are Independent Third Parties under the Compensatory Arrangements
“Placing Agreement”	the placing agreement dated 27 January 2026 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	the period from Friday, 10 April 2026 up to 4:00 p.m. on fifth (5th) Business Day after the date of announcement of the number of Unsubscribed Shares and NQS Unsold Rights Shares, being Thursday, 16 April 2026, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements
“Placing Price”	not less than HK\$0.10 per Unsubscribed Share
“Prospectus”	the prospectus to be despatched by the Company to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL(s)
“Prospectus Posting Date”	Monday, 16 March 2026 (or such other date as may be determined by the Company), being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Public Float Requirement”	the public float requirement under Rules 11.23(7) of the GEM Listing Rules
“Qualifying Shareholder(s)”	Shareholder(s), other than the Excluded Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Friday, 13 March 2026, the record date for the determination of the entitlements under the Rights Issue

“Registrar”	Union Registrars Limited at Suites 3301–04, 33/F. Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, being the Company’s branch share registrar and transfer office in Hong Kong
“Rights Issue”	the proposed issue by way of rights of one (1) Rights Shares for every two (2) Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions to be set out in the paragraph headed “Conditions of the Rights Issue” in this announcement
“Rights Share(s)”	the new Share(s) to be allotted and issued under the Rights Issue, being 295,579,750 Shares (assuming there is no change in the number of issued Shares from the date of this announcement up to and including the Record Date)
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Share Option Scheme”	the share option scheme approved and adopted by the Company on 19 June 2018
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.10 per Rights Share
“Takeovers Code”	The Code on Takeovers and Mergers of Hong Kong
“Unsubscribed Shares”	those Rights Shares that are not subscribed by the Qualifying Shareholders and Rights Shares which would otherwise have been allotted to the Excluded Shareholders (as the case may be)
“%”	per cent

By Order of the Board  
**Pacific Legend Group Limited**  
**Wong Wing Man**  
*Chairperson and Executive Director*

Hong Kong, 27 January 2026



*As at the date of this announcement, the Board comprises Ms. Wong Wing Man, Mr. Wong Sui Chi, Mr. Law Sai Kit and Mr. Lam Chun Hin as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Chan Kin Sun as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at [www.pacificlegendgroup.com](http://www.pacificlegendgroup.com).*