LIT

璺生命控股有限公司

LIT LIFE HOLDINGS LIMITED

(Continued into Bermuda with limited liability)

(Stock Code: 8079)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

On 27 August 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 700,000 Subscription Shares at the Subscription Price of HK$0.71 per Subscription Share.

The Subscription Shares represent (i) approximately 1.91% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.87% of the enlarged issued share capital of the Company immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

The gross proceeds and net proceeds from the Subscription will be HK$497,000 and approximately HK$467,000, respectively, and the net Subscription Price per Subscription Share is approximately HK$0.667.

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

Completion of the Subscription is subject to fulfillment of the condition under the Subscription Agreement. As such, the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

On 27 August 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber pursuant to which the Company has conditionally agreed to allot and issue and the Subscriber has conditionally agreed to subscribe for 700,000 Subscription Shares at the Subscription Price of HK$0.71 per Subscription Share.

SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are set out below.

Date: 27 August 2026

Parties: (i) the Company as the issuer

(ii) Hong Kong Creative Media Limited as Subscriber

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, the Subscriber and its ultimate beneficiary owner are an Independent Third Parties. As at the date of this announcement, the Subscriber is not interested in any Shares.

Subscription Shares

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for 700,000 Subscription Shares at the Subscription Price of HK$0.71 per Subscription Share.

The Subscription Shares represent (i) approximately 1.91% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.87% of the enlarged issued share capital of the Company immediately following the Completion, assuming that there will be no change in the issued share capital of the Company (other than the issue of the Subscription Shares) between the date of this announcement and the Completion.

The aggregate nominal value of the Subscription Shares is HK$7,000.

Ranking of the Subscription Shares

The Subscription Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with all other Shares in issue at the Completion Date.

Subscription Price

The Subscription Price of HK$0.71 per Subscription Share represents:

(i) a premium of approximately 18.33% to the closing price of HK$0.60 per Share as quoted on the Stock Exchange, on 27 August 2026, the date of Subscription Agreement;

(ii) a premium of approximately 20.13% to the average closing price of approximately HK$0.591 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of Subscription Agreement; and

(iii) a premium of approximately 15.26% to the average closing price of approximately HK$0.616 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately prior to the date of Subscription Agreement.

The gross proceeds and net proceeds from the Subscription will be HK$497,000 and approximately HK$467,000, respectively, and the net Subscription Price per Subscription Share is approximately HK$0.667.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber after taking into account the prevailing market price of the Shares and the market condition. The Directors are of the view that the Subscription Price is fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

Conditions of the Subscription

Completion of the Subscription is conditional on, among others, the listing of and permission to deal in the Subscription Shares being granted by the GEM Listing Committee of the Stock Exchange (and such permission and listing not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Subscription Shares).

The Company and the Subscriber shall use their respective best endeavours to procure the fulfillment of the above condition and in particular, shall furnish such information, supply such documents, give such undertakings and do all such acts and things as may reasonably be required in connection with the fulfillment of the above condition.

If the above condition is not satisfied on or before 21 September 2026 or such later date as may agree between the Company and the Subscriber, the Subscription Agreement shall terminate and none of the parties to the Subscription Agreement shall have any claim against the other for costs, damages, compensation or otherwise.

Completion

Completion shall take place within four (4) Business Days (or such later date as the parties to the Subscription Agreement may agree) after the day on which the last of the condition is satisfied in accordance with the terms of the Subscription Agreement.

GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued under the General Mandate granted to the Directors by a resolution of the Shareholders passed at the AGM subject to the limit of up to 20% of the issued share capital of the Company as at the date of the AGM. Under the General Mandate, the Directors are authorised to issue and allot up to 6,223,440 Shares. Up to the date of this announcement, 5,520,000 Shares have been allotted and issued and remaining 703,440 Shares have not been allotted or issued under the General Mandate. Accordingly, the issue of the Subscription Shares will not be subject to further approval by the Shareholders.

APPLICATION FOR LISTING

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

INFORMATION OF THE GROUP

The Company is a company incorporated in the Cayman Islands and continued into Bermuda with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8079). The Group is principally engaged in the money lending business, retail and wholesale business in Hong Kong.

INFORMATION OF THE SUBSCRIBER

The Subscriber is a company incorporated in Hong Kong with limited liability. It is principally engaged in investment holding. The ultimate beneficial owner of the Subscriber is Mr. Tam Nai Kit.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner is an Independent Third Party independent of the Company and its connected persons.

As at the date of this announcement, the Subscriber does not have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION AND THE USE OF PROCEEDS

The Directors consider that the issue of the Subscription Shares is an opportunity to raise additional funds for the Group's money lending business.

The gross proceeds of the Subscription will be HK$497,000. After taking into account the estimated expenses related to the Subscription, the estimated net proceeds of the Subscription will be approximately HK$467,000, and the net Subscription Price per Subscription Share is approximately HK$0.667. The Company intends to apply the net proceeds from the Subscription for the money lending business and/or working capital of the Group.

The Directors are of the view that the Subscription is in the interests of the Company and the Shareholders as a whole and the allotment and issue of the Subscription Shares is an appropriate means of raising additional capital for the business operations of the Group and to further strengthen the Group's financial position since it will provide the Company with immediate funding and the shareholders' base of the Company will be broadened. The Directors consider that the terms of the Subscription Agreement are on normal commercial terms after arm's length negotiation and are fair and reasonable.

FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company did not conduct any fundraising activities involving the issue of equity securities in the past twelve months immediately preceding the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 36,637,201 Shares in issue. The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the Completion of the Subscription, assuming that there are no other changes to the issued share capital of the Company between the date of this announcement and the allotment and issue of the Subscription Shares:

	As at the date of this announcement		**Immediately upon completion of the Subscription**	
Shareholders	**Number of Shares**	**Approximate percentage**	**Number of Shares**	**Approximate percentage**
Mr. Chan Tsz Hong	5,892,343	16.08%	5,892,343	15.78%
TGG Holdings Limited *(Note)*	8,520,000	23.26%	8,520,000	22.82%
Liu Haoyu	3,685,000	10.06%	3,685,000	9.87%
The Subscriber	–	–	700,000	1.87%
Public shareholders	18,539,858	50.60%	18,539,858	49.66%
	36,637,201	100%	37,337,201	100%

Note:

TGG Ventures Limited is a substantial shareholder of the Company, which is wholly-owned by TGG Holdings Limited. Therefore, TGG Holdings Limited is deemed to be interested in 8,520,000 Shares in the Company under the SFO, representing approximately 23.26% of the issued share capital of the Company.

WARNINGS

Shareholders and potential investors should note that Completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreement. As such, the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing or contemplate dealing in the Shares or other securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"AGM"	the annual general meeting of the Company held on 26 September 2025
"associate(s)"	has the meaning ascribed to it in the GEM Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business
"Company"	LIT Life Holdings Limited (Stock code: 8079), a company continued in Bermuda with limited liability, the Shares of which are listed on GEM
"Completion"	completion of the Subscription pursuant to the terms and conditions of the Subscription Agreement
"Completion Date"	within four (4) Business Days following the fulfillment of the condition in respect of Subscription Agreement
"Directors"	directors of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Committee"	has the meaning ascribed thereunder the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate granted to the Directors at the annual general meeting held on 26 September 2025 to allot, issue or otherwise deal in up to 6,223,440 additional Shares

"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Shares
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Subscriber"	Hong Kong Creative Media Limited, a limited company incorporated in Hong Kong
"Subscription"	the subscription of the Subscription Shares by the Subscriber pursuant to the Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 27 August 2026 and entered into between the Company and the Subscriber in respect of the Subscription respectively
"Subscription Price"	HK$0.71 per Subscription Share

"Subscription Shares"	Aggregate 700,000 new Shares to be subscribed by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
"%"	per cent.

By order of the Board
LIT Life Holdings Limited
Li Nigel Yiu Kee
Executive Director

Hong Kong, 27 August 2026

As at the date of this announcement, the board of directors of the Company comprises Mr. Law Ka Kei, Ms. Mo Ka Yan, Mr. Tsui Ka Kin, Kevin and Mr. Li Nigel Yiu Kee as executive directors; Ms. Ho Sau Ping Pia, Mr. Pong Chun Yu and Mr. Tsang Wing Yiu as independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its posting and on the Company's website at www.lit-life.com.