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新華聯合投資有限公司

CHINA UNITED VENTURE INVESTMENT LIMITED

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8159)**

# PROPOSED SHARE CONSOLIDATION

## PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK$0.20 each.

As at the date of this announcement, the authorised share capital of the Company is HK$100,000,000 divided into 10,000,000,000 Existing Shares of HK$0.01 each, of which 804,800,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that (i) there are no changes on the authorised share capital of the Company from the date hereof; and (ii) the Company will not allot, issue or repurchase any Existing Shares until the effective date of the Share Consolidation, the authorised share capital of the Company will be HK$100,000,000 divided into 500,000,000 ordinary shares of par value HK0.20 each, of which 40,240,000 Consolidated Shares will be in issue and fully paid or credited as fully paid.

## GENERAL

**The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder is required to abstain from voting on the resolution relating to the proposed Share Consolidation.**

**A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the SGM is expected to be despatched to the Shareholders on or before Friday, 25 September 2026.**

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions precedent as set out in the paragraph headed "Conditions of the proposed Share Consolidation". Accordingly, the Share Consolidation may or may not proceed.**

## PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK$0.20 each.

### Conditions of the proposed Share Consolidation

The Share Consolidation is conditional upon:

(1) the passing of the necessary resolution(s) by the Shareholders at the SGM to approve the Share Consolidation;

(2) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

(3) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the GEM Listing Rules to effect the Share Consolidation.

### Effects of the proposed Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$100,000,000 divided into 10,000,000,000 Existing Shares of HK$0.01 each, of which 804,800,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that (i) there are no changes on the authorised share capital of the Company from the date hereof; and (ii) the Company will not allot, issue or repurchase any Existing Shares until the effective date of the Share Consolidation, the authorised share capital of the Company will be HK$100,000,000 divided into 500,000,000 ordinary shares of par value HK0.20 each, of which 40,240,000 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which may be declared, made or paid.

### Listing Application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as the compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities (whether equity or debt securities) of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

### Adjustments in relation to other securities of the Company

As at the date of this announcement, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### Fractional entitlement to the Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, to which an individual Shareholder is entitled will not be issued by the Company to such Shareholder, but will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

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

**Arrangement on odd lots trading and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lots trading arrangement will be set out in the circular of the Company to be despatched to the Shareholders.

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

**Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.**

**Exchange of share certificates**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Thursday, 15 October 2026, Shareholders may, during the business hours, from Thursday, 15 October 2026 to Monday, 23 November 2026, both dates inclusive, submit their existing share certificates for the Existing Shares (in red colour) to the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square 338 King's Road, North Point, Hong Kong, in exchange for new share certificates for the Consolidated Shares (in golden colour), at the expense of the Company.

Thereafter, share certificates for the Existing Shares (in red colour) will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Thursday, 19 November 2026, trading will be conducted only in Consolidated Shares. Existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time, but will not be accepted for delivery, trading, registration or settlement purposes.

## NO CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 5,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 5,000 Consolidated Shares.

Based on the closing price of HK$0.053 per Existing Share (equivalent to the theoretical closing price of HK$1.06 per Consolidated Share) as at the date of this announcement, (i) the value of each board lot of 5,000 Existing Shares is HK$265; and (ii) the value of each board lot of 5,000 Consolidated Shares would be HK$5,300 assuming the Share Consolidation had been effective.

## REASONS FOR THE PROPOSED SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008, and last updated in June 2026, (the "**Guide**") has further stated that (i) any market price of the shares at a level less than HK$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK$1,000.

In view of the Existing Shares were trading at extremity in the past six months, the Board proposed to implement the Share Consolidation in order to comply with the trading requirements under the GEM Listing Rules. The proposed Share Consolidation is expected to bring a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Taking into account the combined effect of the Share Consolidation, it is expected that the implementation will result in an overall increase in the board lot value of the Shares and will enable the Company to comply with the expected board lot value of not less than HK$1,000 (taking into account the minimum transaction costs for a securities trade) as set out in the Guide.

Save for (i) any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled; and (ii) the necessary professional expenses for the implementation of the Share Consolidation, the Directors consider that the Share Consolidation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests and rights of the Shareholders in the Company.

The Board considers that the Share Consolidation is necessary for achieving the aforementioned purposes, in particular to ensure the Company's compliance with the trading requirements under the GEM Listing Rules and the Guide. Taking into account of the potential benefits and the insubstantial amount of costs expected to be incurred, the Board is of the view that the Share Consolidation are beneficial to and in the interests of the Company and the Shareholders as a whole.

The Company has been considering various fund-raising alternatives available to the Group, including issue of Shares or convertible securities. As at the date of this announcement, save as disclosed in this announcement, the Company has no intention to carry out other corporate actions or arrangement, including share consolidation, share sub division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

However, the Board cannot rule out the possibility of the Company conducting debt and/or equity fund raising activities when suitable fund raising and/or investment opportunities arise in order to meet the Group's financial and operational needs or support the future development of the Group. Further announcement(s) will be made by the Company with regards to any potential fund-raising activities as and when appropriate and in accordance with the GEM Listing Rules.

## EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

| **Events** | **2026** |
|---|---|
| Date of this announcement | Monday, 21 September |
| Expected date of despatch of circular with notice of the SGM and the proxy form for the SGM | Friday, 25 September |
| Latest date and time for lodging transfers of Shares in order to qualify for attending and voting at the SGM | 4:00 p.m. on Tuesday, 6 October |
| Closure of register of members for determining the entitlement to attend and vote at the SGM | Wednesday, 7 October to Tuesday, 13 October (both dates inclusive) |
| Latest date and time for lodging proxy forms for the SGM | 5:00 p.m., on Sunday, 11 October |
| Date and time of the SGM | 5:00 p.m., on Tuesday, 13 October |
| Publication of announcement of poll results of the SGM for the Share Consolidation | Tuesday, 13 October |

| Events | 2026 |
| --- | --- |
| **The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:** | |
| Effective date of the Share Consolidation | Thursday, 15 October |
| First day for free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares | Thursday, 15 October |
| Commencement of dealings in the Consolidated Shares | 9:00 a.m. on Thursday, 15 October |
| Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes | 9:00 a.m. on Thursday, 15 October |
| Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens | 9:00 a.m. on Thursday, 15 October |
| Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens | 9:00 a.m. on Friday, 30 October |
| Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences | 9:00 a.m. on Friday, 30 October |
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares | 9:00 a.m. on Friday, 30 October |
| Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares | 4:00 p.m. on Thursday, 19 November |

| **Events** | **2026** |
|---|---|
| Temporary counter for trading in the Consolidated Shares in board lots of 250 Consolidated Shares (in the form of existing share certificates) closes | 4:10 p.m. on Thursday, 19 November |
| Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends | 4:10 p.m. on Thursday, 19 November |
| Last day for free exchange of existing share certificates for the new share certificates for the Consolidated Shares | Monday, 23 November |

**The timetable is indicative only and may be extended or varied. Further announcement(s) will be made by the Company with respect to any subsequent change to the expected timetable above as and when appropriate and in accordance with the GEM Listing Rules.**

## GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder is required to abstain from voting on the resolution relating to the proposed Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the SGM is expected to be despatched to the Shareholders on or before Friday, 25 September 2026.

## WARNING

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions precedent as set out in the paragraph headed "Conditions of the proposed Share Consolidation". Accordingly, the Share Consolidation may or may not proceed.**

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

## DEFINITIONS

In this announcement, the following terms shall have the meanings respectively set opposite them unless the context requires otherwise:

| | |
|---|---|
| "Board" | the board of Directors |
| "Business Day" | a day (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons announced is announced by the Government of Hong Kong or a "black" rainstorm warning signal is hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for business |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "CCASS Operational Procedures" | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time |
| "Company" | China United Venture Investment Limited 新華聯合投資有限公司, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on the GEM Board of the Stock Exchange (stock code: 8159) |
| "Consolidated Share(s)" | ordinary share(s) of HK$0.20 each in the share capital of the Company upon the Share Consolidation becoming effective |
| "Director(s)" | the director(s) of the Company |
| "Existing Share(s)" | ordinary share(s) of HK$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective |
| "GEM" | GEM operated by the Stock Exchange |
| "GEM Listing Committee" | has the meaning ascribed to it under the GEM Listing Rules |
| "GEM Listing Rules" | the Rules Governing the Listing of Securities on the GEM of the Stock Exchange |

| | |
|---|---|
| "General Rules of CCASS" | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Registrar" | the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square 338 King's Road, North Point, Hong Kong |
| "SGM" | the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve resolutions for effecting the Share Consolidation |
| "Share(s)" | the Existing Share(s) and/or the Consolidated Share(s), as the case may be |
| "Shareholder(s)" | holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be |
| "Share Consolidation" | the proposed consolidation of every twenty (20) issued and unissued Existing Shares into one (1) Consolidated Share |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

By order of the Board
**CHINA UNITED VENTURE INVESTMENT LIMITED**
**Wang Li Feng**
*Chairman and Non-Executive Director*

Hong Kong, 21 September 2026

*As at the date of this announcement, the executive Director is Mr. Fan Xiaoling; the non-executive Director is Mr. Wang Li Feng (Chairman); and the independent non-executive Directors are Dr. Yan Ka Shing (Lead Independent Director), Mr. Zhang De An, Ms. Lo Choi Ha, Ms. Yeung Sum and Mr. He Wen.*

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

*This announcement will remain on the "Latest Listed Company Information" page of the Stock Exchange website at http://www.hkexnews.hk for at least 7 days from the date of its publication and on the website of the Company at www.glorymark.com.tw/hk/investor.htm. In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*