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LIT

嬰生命控股有限公司

LIT LIFE HOLDINGS LIMITED

(Continued into Bermuda with limited liability)

(Stock Code: 8079)

PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE RIGHTS SHARES FOR EVERY ONE EXISTING SHARE HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

The Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

MERDEKA 鎮智

Placing Agent

GEO Securities 智易東方證券

PROPOSED RIGHTS ISSUE

The Company proposes to implement the Rights Issue on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price of HK$0.22 per Rights Share to raise approximately HK$24.64 million before expenses by issuing 112,011,603 Rights Shares to the Qualifying Shareholders. The net proceeds from the Rights Issue after deducting the expenses are estimated to be approximately HK$23 million, representing a net subscription price of approximately HK$0.21 per Rights Share.

QUALIFYING SHAREHOLDERS

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date.

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 30 December 2026.

The last day of dealing in the Shares on a cum-rights basis is Monday, 28 December 2026. The Shares will be dealt with on an ex-rights basis from Tuesday, 29 December 2026.

The Company has not received any information or irrevocable undertaking from any substantial Shareholder of the Company of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 17 December 2026 to Wednesday, 23 December 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM.

The register of members of the Company will be closed from Thursday, 31 December 2026 to Thursday, 7 January 2027 (both days inclusive) for determining the entitlements to the Rights Issue.

No transfer of Shares will be registered during the above book closure periods.

GEM LISTING RULES IMPLICATIONS

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval by the Independent Shareholders at the SGM by poll in accordance with the requirements of Rule 10.29(1) of the GEM Listing Rules and any controlling shareholder and their respective associates or where there is no controlling shareholder, 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 resolution(s) relating to the Rights Issue.

TGG Ventures Limited is the substantial shareholder of the Company, holds 8,520,000 shares of the Company, representing approximately 22.82% of the total issued share capital of the Company. TGG Ventures Limited is fully owned by TGG Holdings Limited. Therefore, TGG Holdings Limited is deemed to be interested in 8,520,000 shares of the Company. TGG Holdings Limited is 50% owned by Mr. Tsang, Eric Fan Zee, and 50% owned by Mr. Li, Nigel Yiu Kee. Mr. Li, Nigel Yiu Kee is one of the ultimate beneficiary owners of TGG Holdings Limited and also is the executive director of the Company. Therefore, TGG Ventures Limited shall abstain from voting in favour of the resolution(s) relating to the Rights Issue.

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 Independent Board Committee, comprising all the independent non-executive Directors, has been established to provide recommendations to the Independent Shareholders in connection with the Rights Issue. Merdeka has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue.

The Circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice convening the SGM will be despatched by the Company to the Shareholders on or before Wednesday, 2 December 2026.

Subject to the fulfillment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the proposed Rights Issue, to the Qualifying Shareholders. The Company will send the Prospectus (without the PAL) and a letter explaining the circumstances in which they are not permitted to participate in the Rights Issue to the Non-Qualifying Shareholders for their information only.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. There will be no excess application arrangements in relation to the Rights Issue. Any Rights Shares not taken up by the Qualifying Shareholders will be placed by the Placing Agent to independent placees on a best-effort basis pursuant to the Placing Agreement (a summary of which is set out in the paragraph headed "Termination of the Placing Agreement"). If such Rights Shares cannot be placed in full, the size of the Rights Issue will be reduced accordingly. Accordingly, the proposed Rights Issue may or may not proceed in full.

The Shares are expected to be dealt in on an ex-rights basis from Tuesday, 29 December 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 12 January 2027 to Tuesday, 19 January 2027 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the proposed Rights Issue is subject are fulfilled will accordingly bear the risk that the proposed Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED RIGHTS ISSUE

The Company proposes the Rights Issue, details of which are summarised below:

Issue Statistics

Basis of the Rights Issue	:	Three (3) Rights Shares for every one (1) existing Share held on the Record Date
Subscription Price	:	HK$0.22 per Rights Share
Number of Shares in issue as at the date of this announcement	:	37,337,201 Shares
Number of Rights Shares to be issued under the Rights Issue	:	Up to 112,011,603 Rights Shares (assuming no Shares have been issued or repurchased by the Company before the Record Date)
Maximum enlarged number of Shares upon completion of the Rights Issue	:	Up to 149,348,804 Shares (assuming no Shares have been issued or repurchased by the Company before the completion of the Rights Issue)
Maximum amount to be raised before expenses	:	Up to approximately HK$24.64 million before expenses (assuming no Shares have been issued or repurchased by the Company before the Record Date)

As at the date of this announcement, there are no outstanding derivatives, options, warrants or securities in issue which confer any rights to subscribe for, convert or exchange into Shares. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

Assuming no change in the number of issued Shares on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 112,011,603 Rights Shares proposed to be issued pursuant to the terms of the Rights Issue represent: (i) 300% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 75% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Subscription Price

The Subscription Price is HK$0.22 per Rights Share, payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of 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 discount of approximately 18.519% to the closing price of HK$0.27 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 24.658% to the average closing price of approximately HK$0.292 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;

(iii) a discount of approximately 26.667% to the average closing price of approximately HK$0.300 per Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day;

(iv) a discount of approximately 11.20% to the theoretical diluted price of HK$0.23975 per Share based on the closing price of HK$0.27 per Share as quoted on the Stock Exchange on the Last Trading Day;

(v) a discount of approximately 67.435% to the audited net asset value per Share of approximately HK$0.676 based on the published audited consolidated net assets of the Company of approximately HK$25,224,000 as at 31 March 2026 as extracted from the annual report of the Company for the year ended 31 March 2026 and the issued share capital of the Company of 37,337,201 Shares as at the date of this announcement; and

(vi) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 19.82%, represented by the theoretical diluted price of approximately HK$0.23975 per Share to the benchmarked price of approximately HK$0.299 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK$0.27 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five consecutive trading days prior to the date of this announcement of approximately HK$0.299 per Share). The Rights Issue will not result in a theoretical dilution effect of 25% or more calculated based on Rule 10.44A of the GEM Listing Rules.

The Subscription Price was determined by the Company with reference to, among other factors, (i) the recent closing price of the Shares and the prevailing market conditions; (ii) the latest business performance and financial position of the Group; and (iii) the funding and capital needs of the Group for its business plans and prospects set out in the section headed "REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS" in this announcement below.

As all Qualifying Shareholders are entitled to subscribe for the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Company considers that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements to maintain their shareholdings in the Company, thereby minimizing possible dilution impact. The Directors (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) consider that, despite any potential dilution impact of the proposed Rights Issue on the shareholding interests of the Shareholders, the terms of the proposed Rights Issue, including the Subscription Price, are fair and reasonable and in the best interests of the Company and the Shareholders as a whole, after taking into account the following factors: (a) the Qualifying Shareholders who do not wish to take up their provisional entitlements under the proposed Rights Issue are able to sell the nil-paid rights in the market; (b) the proposed Rights Issue allows the Qualifying Shareholders an opportunity to subscribe for their pro-rata Rights Shares for the purpose of maintaining their respective existing shareholding interests in the Company; and (c) the proceeds from the Rights Issue can fulfil the funding needs of the Company.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders or holders of nil-paid rights will be placed to independent placees on a best-effort basis pursuant to the Placing Agreement. Any Unsubscribed Rights Shares and/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.

As the Rights Issue will proceed on a non-underwritten basis, the Qualifying Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s), or by transferees of Nil Paid Rights attaching thereto will be made on the basis that the applications are to be scaled down by the Company to a level which (a) does not trigger a general offer obligation under the Takeovers Code on the part of the applicant or parties acting in concert with him/her/it, and/or (b) does not result in the non-compliance of the public float requirement under the GEM Listing Rules on the part of the Company. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Qualifying Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Qualifying Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the Note to Rule 10.26(2) of the GEM Listing Rules.

Undertaking

The Company has not received any information or irrevocable undertaking from any substantial Shareholder of the Company of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the date of this announcement.

Basis of provisional allotment

The basis of the provisional allotment shall be three (3) Rights Shares for every one (1) Share held by a Qualifying Shareholder as at the close of business on the Record Date. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. The Company will despatch the Prospectus Documents to the Qualifying Shareholders as soon as practicable upon the approval by the Independent Shareholders of the Rights Issue.

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company and not be a Non-Qualifying Shareholder on the Record Date.

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. on Wednesday, 30 December 2026.

The last day of dealings in the Shares on a cum-rights basis is Monday, 28 December 2026. The Shares will be dealt with on an ex-rights basis from Tuesday, 29 December 2026.

The Qualifying Shareholders who take up their pro-rata entitlement in full will not experience any dilution to their interests in the Company (except in relation to any dilution resulting from the taking up by third parties of any Rights Shares arising from the aggregation of fractional entitlements, if any).

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.

Rights of Overseas Shareholders

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

According to the register of members of the Company as of the date of this announcement, the Company has 1 Overseas Shareholder with registered address in the British Virgin Islands holding 1,150,000 shares, representing approximately 3.08% of the total number of issued Shares of the Company.

Pursuant to Rule 17.41(1) of the GEM Listing Rules, the Directors will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholder(s) under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, after making such enquiries, the Directors are of the opinion that it would be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude such Overseas Shareholder(s) from the Rights Issue, no Rights Shares (whether in nil-paid or fully-paid form) will be offered to such Overseas Shareholder(s). In such circumstances, the Rights Issue will not be extended to the Non-Qualifying Shareholder(s). The basis for excluding the Non-Qualifying Shareholder(s), if any, from the Rights Issue will be set out in the Prospectus. The Company will send the Prospectus (without the PAL) and a letter explaining the circumstances in which they are not permitted to participate in the Rights Issue to the Non-Qualifying Shareholders for their information only.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in their nil-paid form, to be dealt with as NQS Unsold Rights Shares and placed by the Placing Agent under the Compensatory Arrangements together with the Unsubscribed Rights Shares.

The proceeds of the placing of the NQS Unsold Rights Shares and the Unsubscribed Rights Shares under the Compensatory Arrangements, less the Subscription Price and expenses, will be paid pro-rata (but rounded down to the nearest cent) to the relevant Non-Qualifying Shareholders according to their shareholdings held on the Record Date, together with the No Action Shareholders, in Hong Kong Dollars, on the basis of all NQS Unsold Rights Shares and Unsubscribed Rights Shares. The Company will retain individual amounts of less than HK$100 for its own benefit. Any Unsubscribed Rights Shares and/or NQS Unsold Rights Shares which remain unplaced after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

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 securities of the Company.

Closure of register of members

The register of members of the Company will be closed from Thursday, 17 December 2026 to Wednesday, 23 December 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM.

The register of members of the Company will be closed from Thursday, 31 December 2026 to Thursday, 7 January 2027 (both days inclusive) for determining the entitlements to the Rights Issue.

No transfer of Shares will be registered during the above book closure periods.

Any Rights Shares not taken up by the Qualifying Shareholders or transferees of nil-paid Rights Shares, and the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, will be placed by the Placing Agent to independent placees on a best-effort basis pursuant to the terms and conditions of the Placing Agreement. Any Unsubscribed Rights Shares and/or NQS Unsold Rights Shares which remain unplaced after completion of the Placing Arrangement will not be issued, and the size of the Rights Issue will be reduced accordingly.

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

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of the Placing Shares by offering the Placing Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue.

The Company therefore appointed the Placing Agent to place the Placing Shares after the Latest Time for Acceptance of the Rights Shares to be allotted and issued under the Rights Issue to independent placees on a best effort basis. 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 expenses/fees) of more than HK$100 that is realised will be paid to the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best-effort basis, procure, by not later than 4:00 p.m., on Tuesday, 2 February 2027, acquirers for all (or as many as possible) of those Placing Shares. Any Placing Shares remain not placed after completion of the Placing Arrangement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on a pro-rata basis (on the basis of all Placing Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

A. 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 (unless that person is covered by (C) below);

B. 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 (unless that person is covered by (C) below); and

C. if the Rights Issue is extended to the Overseas Shareholders and where an entitlement to the Rights Shares was not taken up by such Overseas Shareholders, to those Overseas Shareholders.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in "A" to "C" of HK$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

Status of Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

Fractions of Rights Shares

On the basis of provisional allotment of three (3) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

Odd lots arrangement

In order to alleviate the difficulties arising from the existence of odd lots of Rights Shares arising from the Rights Issue, the Company will arrange the odd lots matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Rights Shares to make up a full board lot, or to dispose of their holdings of odd lots of the Rights Shares. Details of the odd lots arrangement will be set out in the Circular.

Share certificates

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Thursday, 11 February 2027.

Application for the Rights Shares

The PAL relating to the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form and lodging the same with a remittance for the Rights Shares being taken up with the Registrar by the Latest Time for Acceptance.

Application for listing of the Rights Shares

The Company will apply to the GEM Listing Committee for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange. No part of the share capital of the Company is listed or dealt in or on which listing or permission to deal in is being or is proposed to be sought on any other stock exchange. Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be in the board lots of 5,000 Rights Shares and will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

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

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, 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 their respective commencement dates of dealings 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 stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in doubt as to the taxation implications of subscribing for the Rights Shares, or about purchasing, holding or disposals of, or dealings in or exercising any rights in relation to the Shares or the Rights Shares, and similarly, the Non-Qualifying Shareholders (if any) as regards their receipt of the net proceeds of sale of the Rights Shares otherwise falling to be issued to them under the Rights Issue under the laws of jurisdictions in which they are liable to taxation. It is emphasised that none of the Company, the Directors nor any other parties involved in the Rights Issue accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Rights Shares.

Placing Arrangement for the Placing Shares

On 6 November 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure independent placee(s), on a best effort basis, to subscribe for the Placing Shares.

Principal terms of the Placing Agreement are as follows:

Date	:	6 November 2026 (after trading hours)
Issuer	:	The Company
Placing Agent	:	GEO Securities Limited As at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.
Placing Period	:	A period commencing from the next Business Day after the date of announcement of the number of Unsubscribed Rights Shares and the NQS Unsold Rights Shares, which is expected to be Tuesday, 26 January 2027, and ending at 4:00 p.m. on Tuesday, 2 February 2027.
Placing fee	:	1% of the aggregate placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares successfully placed by the Placing Agent.
Placing price	:	The placing price of each of the Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price.
Placees	:	The Unsubscribed Rights Shares and NQS Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies). The Placing Agent shall ensure that the Placing Shares are placed (i) to investors who and whose ultimate beneficial owners shall be Independent Third Parties; (ii) such that the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iii) such that the Placing will not result in the Company being incapable of complying with the public float requirements under the GEM Listing Rules immediately following the Placing.

Placing Shares	:	the Unsubscribed Rights Shares and NQS Unsold Rights Shares
Ranking of the Placing Shares	:	The Placing Shares (when placed, allotted, issued and fully paid) shall rank pari passu in all respects among themselves and with the existing Shares in issue as at the date of this announcement.
Conditions of the Placing Agreement	:	The Placing is conditional upon the fulfillment of the following conditions:

(i) the passing by the Independent Shareholders at the SGM of the necessary resolution(s) to approve the Rights Issue, the Placing Agreement and the transactions contemplated thereunder by no later than the date on which the Prospectus Documents are posted;

(ii) the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Rights Shares and the Placing Shares;

(iii) 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;

(iv) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and

(v) the Placing Agreement not having been terminated in accordance with the provisions thereof.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are independent of the Company and its connected persons. As at the date of the Placing Agreement, the Placing Agent is not interested in any Shares.

The said commission rate was determined after arm's length negotiations between the Company and the Placing Agent with reference to the existing financial position of the Group, the size of the Rights Issue, and the current and expected market condition. The Directors (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) consider that the terms of the Placing Agreement (including the commission rate) are fair and reasonable so far as the Company and the Shareholders are concerned.

The Placing Agent may appoint one or more sub-placing agents to assist in procuring placees for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares with such authority and rights as the Placing Agent has pursuant to its appointment under the Placing Agreement.

The Placing Agent has undertaken to the Company that, among other things, other than the transactions contemplated under the Placing Agreement and as disclosed (or will be disclosed) in this announcement and/or the Prospectus Documents, save with the prior consent of the Company, the Placing Agent or any of its associates will not deal in the Shares or other securities of the Company from the date of the Placing Agreement to the completion of the Rights Issue, provided that the Placing Agent may, before completion of the Rights Issue, enter into agreement with any other person(s) in respect of the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares, so long as such transactions are in compliance with applicable laws and regulations.

Termination of the Placing Agreement

The Placing Agent shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Placing Agreement subject to the provisions set out in the Placing Agreement, if, *inter alia:*

(a) in the reasonable opinion of the Placing Agent, the success of the Rights Issue would be materially and adversely affected by:

(i) the introduction of any new law or regulation or any change in existing laws or regulations (or the judicial interpretation thereof); or

(ii) the occurrence of (1) any local, national or international event or change of a political, military, financial, economic or currency or other nature or of the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities market; (2) a suspension or a material limitation in trading in securities generally on the Stock Exchange; (3) a suspension or a material limitation in trading in the Company's securities on the Stock Exchange for more than ten consecutive business days (other than pending publication of the announcement of the Company concerning the Rights Issue or any other document relating to the Rights Issue); (4) a general moratorium on commercial banking activities in Hong Kong declared by the relevant authority or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong; or (5) a change or development involving a prospective change in taxation affecting the Company, the Shares or the transfer thereof; or

(b) any change in the circumstances of the Company or any member of the Group occurs which may materially and adversely affect the prospects of the Company, including without limiting the generality of the foregoing, the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or

(c) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group as a whole occurs, whether or not ejusdem generis with any of the foregoing; or

(d) any material breach of any of the representations and warranties comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Latest Time for Termination 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 any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement.

If prior to the Latest Time for Termination, any such notice referred to above is given by the Placing Agent, all obligations of each of the parties to the Placing Agreement shall cease and no party shall have any claim against any other party for costs, damages, compensation or otherwise in respect of any matter arising out of or in connection with the Placing Agreement save for any antecedent breaches.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue will be conditional upon:

(a) the passing at the SGM of the necessary resolution(s) by the Independent Shareholders to approve the Rights Issue;

(b) the Stock Exchange having authorized the registration of, and the Registrar of Companies in Hong Kong having registered, respectively, one copy of each of the Prospectus Documents duly signed by all the Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance;

(c) the despatch of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and a letter to the Non-Qualifying Shareholders, if any, for information purposes only explaining the circumstances in which they are not permitted to participate in the Rights Issue;

(d) the GEM Listing Committee granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms) by no later than the business day prior to the first day of their dealings;

(e) compliance with the requirements under the applicable laws and regulations of Hong Kong and Bermuda; and

(f) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions precedent by the Latest Time for Termination or such other time and date as the Company and the Placing Agent may agree.

All of the conditions are incapable of being waived. If the conditions above are not fulfilled by the Latest Time for Termination or such other date as the Company and the Placing Agent may agree, the Rights Issue shall be terminated and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

EXPECTED TIMETABLE

The expected timetable for the Rights Issue is set out below:

Event	**Date**
Announcement of the Rights Issue	Friday, 6 November 2026
Expected date of despatch of Circular with notice and form of proxy for the SGM	Wednesday, 2 December 2026
Latest time for lodging transfer of Shares to qualify for attending and voting at the SGM	4:30 p.m. on Wednesday, 16 December 2026
Closure of register of members of the Company for determining entitlement for attending and voting at the SGM (both days inclusive)	From Thursday, 17 December 2026 to Wednesday, 23 December 2026

Event	Date
Latest time for lodging forms of proxy for the SGM (not less than 48 hours prior to the time of the SGM)	3:00 p.m. on Monday, 21 December 2026
Record date for determining attendance and voting at the SGM	Wednesday, 23 December 2026
Expected date and time of the SGM.	3:00 p.m. on Wednesday, 23 December 2026
Announcement of poll results of the SGM	Wednesday, 23 December 2026
Register of members re-opens	Thursday, 24 December 2026
Last day of dealings in Shares on a cum-rights basis	Monday, 28 December 2026
First day of dealings in the Shares on an ex-rights basis	Tuesday, 29 December 2026
Latest time for the Shareholders to lodge transfer of Shares to qualify for the Rights Issue.	4:30 p.m. on Wednesday, 30 December 2026
Closure of register of members of the Company in Hong Kong and Bermuda for the Rights Issue (both days inclusive)	From Thursday, 31 December 2026 to Thursday, 7 January 2027
Record Date for determining entitlements to the Rights Issue	Thursday, 7 January 2027
Register of members re-opens	Friday, 8 January 2027
Despatch of Rights Issue Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only)	Friday, 8 January 2027
First day of dealings in nil-paid Rights Shares	Tuesday, 12 January 2027
Latest time for splitting of PAL	4:30 p.m. on Thursday, 14 January 2027
Last day of dealings in nil-paid Rights Shares	Tuesday, 19 January 2027

Event	Date
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the Compensatory Arrangements	4:00 p.m. on Friday, 22 January 2027
Latest time for acceptance of and payment for Rights Shares	4:00 p.m. on Friday, 22 January 2027
Announcement of the number of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Compensatory Arrangements	Monday, 25 January 2027
Commencement of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	Tuesday, 26 January 2027
Latest time for completion of the Placing Arrangement by the Placing Agent and for the Rights Issue to become unconditional	4:00 p.m. on Tuesday, 2 February 2027
Latest time for termination of the Placing Agreement	4:00 p.m. on Tuesday, 2 February 2027
Announcement of results of the Rights Issue	Wednesday, 10 February 2027
Despatch of share certificates for fully-paid Rights Shares or refund cheques, if any, if the Rights Issue is terminated	Thursday, 11 February 2027
Commencement of dealings of fully paid Rights Shares	9:00 a.m. on Friday, 12 February 2027

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in this announcement are indicative only and may be varied by agreement between the Company and the Placing Agent. Any consequential changes to the expected timetable will be published or notified to Shareholders and the Stock Exchange if appropriate.

EFFECT OF BAD WEATHER ON 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 there is a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning issued by the Hong Kong Observatory:

(1) in force in Hong Kong at any time before 12:00 noon and no longer in force after 12:00 noon on Friday, 22 January 2027. Instead the Latest Time for Acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

(2) in force in Hong Kong at any time between 12:00 noon and 4:00 p.m. on Friday, 22 January 2027. Instead the Latest Time for Acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on or before 4:00 p.m. on Friday, 22 January 2027, the dates mentioned in the section headed "Expected Timetable" in this announcement may be affected. The Company will notify the Shareholders by way of announcements of any change to the expected timetable as soon as practicable in this regard.

SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Rights Issue are set out as below:

			Shareholding upon completion of the Rights Issue			
			Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders under the Rights Issue		**Immediately upon completion of the Rights Issue assuming no acceptance by the Qualifying Shareholders under the Rights Issue and all the Placing Shares have been placed by the Placing Agent**	
Substantial Shareholders	**As at the date of this announcement**					
	Number of shares	*Approximate Shareholding (%)*	*Number of shares*	*Approximate Shareholding (%)*	*Number of shares*	*Approximate Shareholding (%)*
Chan Tsz Hong	4,892,343	13.10	19,569,372	13.10	4,892,343	3.28
TGG Holdings Limited *(Note)*	8,520,000	22.82	34,080,000	22.82	8,520,000	5.70
Independent Placees	–	–	–	–	112,011,603	75.00
Other public Shareholders	23,924,858	64.08	95,699,432	64.08	23,924,858	16.02
Total	**37,337,201**	**100.00**	**149,348,804**	**100.00**	**149,348,804**	**100.00**

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 22.82% of the issued share capital of the Company.

The beneficiary owners of TGG Holdings Limited are Mr. Tsang, Eric Fan Zee, and Mr. Li, Nigel Yiu Kee, both holds 50% of TGG Holdings Limited. Mr. Li, Nigel Yiu Kee is also the executive director of the Company.

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

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.

As disclosed in the annual report of the Company for the year ended 31 March 2026 (the "**2026 Annual Report**"), the Group has been loss making over the last five financial years. Set out below are the financial summary of the Group since the financial year 2022:

	FY2026	**FY2025**	**FY2024**	**FY2023**	**FY2022**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(audited)	(audited)	(audited)	(audited)	(audited)
Revenue	45,498	41,559	53,318	71,399	98,271
Loss for the year	(3,511)	(45,971)	(114,648)	(54,104)	(64,324)

The Group has been continuing to operate principally in retail and wholesale of food, health and lifestyle products and money lending business in Hong Kong. Accordingly, the Company needs to raise funds for working capital and for expanding its money lending business and introduce more high-quality products for its retail operations for diversification and broadening of the product base and to strengthen the financial position of the Group.

The gross proceeds from the Rights Issue will be approximately HK$24.64 million (assuming no Shares have been issued or repurchased by the Company before the Record Date). The net proceeds after deduction of relevant expenses (including but not limited to placing fees, professional parties expenses and disbursements) are estimated to be approximately HK$23 million, representing a net subscription price of approximately HK$0.21 per Rights Share.

The Company intends to apply the net proceeds from the Rights Issue (i) as to HK$10 million for the continual expansion of its money lending business; (ii) as to HK$5 million to enhance and expand its retail business; (iii) as to HK$5 million for payment of outstanding professional fees, loans and payables; and (iv) the remaining HK$3 million of the net proceeds for general working capital of the Group.

The Company intends to allocate a significant portion of the proceeds to the transition and to focus more heavily on secured lending products, specifically targeting car loans and mortgage loans. This will involve strengthening the Group's credit assessment team, enhancing the Group's risk management infrastructure to process property and vehicle collateral efficiently, and scaling up the Group's marketing efforts to capture higher-quality borrower segments. Through expanding the loan portfolio with higher-value loans, it is anticipated that the Company will generate stable, recurring interest income and thereby strengthening its revenue contribution and overall profitability.

The proceeds of HK$5 million allocated to the retail and wholesale business will be deployed to support the Company's recently established exclusive distribution partnership with a renowned beauty and wellness brand for the Hong Kong and Macau markets. Such proceeds will be used to finance the initial inventory procurement of products from the renowned brand. A dedicated marketing plan will be launched to cope with the listing plan in the main retail chains in Hong Kong. Such allocation is intended to capture the demand for high-value, cost-effective wellness products in the Hong Kong and Macau retail and wholesale markets to secure long-term, scalable consumer growth.

As for the HK$5 million of the proceeds allocated for the payment of outstanding professional fees, it is intended to be settled the outstanding audit fee, legal fee, valuation fee and to repay loans and reimburse the borrower's receiver for any excess funds collected and trade payables, thereby reducing the overall liabilities of the Company.

In the event that the Rights Issue is undersubscribed, the above use of proceeds will be applied on a pro-rata basis.

The Company has considered other fund-raising alternatives before resolving to proceed to the proposed Rights Issue, including but not limited to debt financing, placing and open offer. The Board noted that bank borrowings will carry interest costs and may require the provision of security and creditors will rank before the Shareholders. As for placing of new Shares, taking into account that it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, it was not considered by the Board to be the most suitable fund-raising method for the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market unlike a rights issue, which would allow Shareholders to have more flexibility in dealing with the Shares and the Nil Paid Rights attaching thereto.

The Directors (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) are of the view that the Rights Issue can strengthen the financial position of the Group, provide funding to the Group to finance the Group's funding needs as stated above and that the proceeds from previous equity fund raising activities (as stated below) have been fully utilised as at the date of this announcement, and will also enable all Shareholders to participate in the future development of the Company on equal terms. As such, the Directors (excluding the independent non-executive Directors who will form their view after considering the advice from the Independent Financial Adviser) consider that the fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Set out below is the fundraising activities conducted by the Company during the past twelve months immediately prior to the date of this announcement:

Date of announcement	Fund-raising activities	Net proceeds raised (approximately)	Intended use of net proceeds	Actual use of net proceeds
27 August 2026 (completed on 9 September 2026)	Subscription of 700,000 New Shares at the subscription price of HK$0.71 per share under General Mandate	HK$467,000	The Company intends to apply the net proceeds from the Subscription for the money lending business and/or working capital of the Group.	The net proceeds from the subscription has been fully utilized as working capital of the Group.

GEM LISTING RULES IMPLICATIONS

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval by the Independent Shareholders at the SGM by poll in accordance with the requirements of Rule 10.29(1) of the GEM Listing Rules and any controlling shareholder and their respective associates or where there is no controlling shareholder, 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 resolution(s) relating to the Rights Issue.

TGG Ventures Limited is the substantial shareholder of the Company, holds 8,520,000 shares of the Company, representing approximately 22.82% of the total issued share capital of the Company. TGG Ventures Limited is fully owned by TGG Holdings Limited. Therefore, TGG Holdings Limited is deemed to be interested in 8,520,000 shares of the Company. TGG Holdings Limited is 50% owned by Mr. Tsang, Eric Fan Zee, and 50% owned by Mr. Li, Nigel Yiu Kee. Mr. Li, Nigel Yiu Kee is one of the ultimate beneficiary owners of TGG Holdings Limited and also is the executive director of the Company. Therefore, TGG Ventures Limited shall abstain from voting in favour of the resolution(s) relating to the Rights Issue.

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 Independent Board Committee, comprising all the independent non-executive Directors, has been established to provide recommendation to the Independent Shareholders in connection with the Rights Issue. Merdeka has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue.

The register of members of the Company will be closed from Thursday, 17 December 2026 to Wednesday, 23 December 2026 (with both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM.

The SGM will be convened and held to consider, and, if thought fit, to approve, among other matters, the Rights Issue. The Circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue; and (iv) a notice convening the SGM will be despatched by the Company to the Shareholders on or before Wednesday, 2 December 2026. Upon the approval of the Rights Issue and the transactions contemplated thereunder by the Independent Shareholders at the SGM, the Prospectus Documents will be despatched to the Qualifying Shareholders as soon as practicable, and only the Prospectus, will be despatched to the Non-Qualifying Shareholders (if any) for their information only.

WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. There will be no excess application arrangements in relation to the Rights Issue. Any Rights Shares not taken up by the Qualifying Shareholders will be placed by the Placing Agent to independent placees on a best-effort basis pursuant to the Placing Agreement (a summary of which is set out in the section headed "THE PLACING AGREEMENT" above). If such Rights Shares cannot be placed in full, the size of the Rights Issue will be reduced accordingly. Accordingly, the proposed Rights Issue may or may not proceed in full.

The Shares are expected to be dealt in on an ex-rights basis from Tuesday, 29 December 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Tuesday, 12 January 2027 to Tuesday, 19 January 2027 (both days inclusive). Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the proposed Rights Issue is subject are fulfilled will accordingly bear the risk that the proposed Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following meanings:

"associate (s)"	has the meaning ascribed thereto in the GEM Listing Rules
"Board"	the board of Directors
"Business Day"	any day (other than a Saturday or Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours

"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Circular"	the circular to be despatched to the Shareholders giving details of, among others, the Rights Issue
"Company"	LIT Life Holdings Limited, formerly known as Wisdomcome Group Holdings Limited, a company incorporated in the Cayman Islands and continued into Bermuda with limited liability, the issued Shares of which are listed on GEM (stock code: 8079)
"Compensatory Arrangements"	the compensatory arrangements pursuant to Rule 10.31(1)(b) of the GEM Listing Rules as described in the paragraph headed "Procedures in respect of the Unsubscribed Rights Shares, the NQS Unsold Rights Shares and the Compensatory Arrangements" in this announcement
"Directors"	directors of the Company
"GEM"	the GEM operated by the Stock Exchange
"GEM Listing Committee"	has the meaning ascribed thereto in the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, 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

"Independent Board Committee"	an independent board committee of the Company, comprising all independent non-executive Directors (namely, Mr. Pong Chun Yu, Mr. Tsang Wing Yiu and Ms. Ho Sau Ping Pia), which has been established under the GEM Listing Rules to advise the Independent Shareholders in respect of the Rights Issue and the transactions contemplated thereunder, and as to the voting action thereunder
"Independent Financial Adviser" or "Merdeka"	Merdeka Corporate Finance Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee and the Independent Shareholders of the Company on the terms of the Rights Issue, the Placing Agreement and the transactions contemplated thereunder
"Independent Third Party(ies)"	an individual(s) or a company(ies) who or which, as far as the Directors are aware after having made all reasonable enquiries, is/are not a connected person(s) of the Company within the meaning of the GEM Listing Rules
"Independent Shareholder(s)"	the Shareholder(s) who is (are) eligible to vote and not required to abstain from voting on the resolution relating to the Rights Issue at the SGM under the GEM Listing Rules
"Last Trading Day"	6 November 2026, being the last full trading day for the Shares before the release of this announcement
"Latest Time for Acceptance"	4:00 p.m. on Friday, 22 January 2027 being the latest time for acceptance of and payment for Rights Shares, or such other date as the Company may determine
"Latest Time for Termination"	4:00 p.m. on Tuesday, 2 February 2027 or such later date as the Company and the Placing Agent may agree in writing, being the latest time to terminate the Placing Agreement
"Net Gain"	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting (a) the aggregate amount of the Subscription Price for the Placing Shares placed by the Placing Agent under the Compensatory Arrangements; and (b) the aggregate amount of the expenses of the Placing Agent and any other related expenses/fees)

"Nil Paid Rights"	rights to subscribe for Rights Shares (in the form of Rights Shares in nil-paid form) before the Subscription Price is paid
"No Action Shareholder(s)"	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renouncees, or such persons who hold any Nil Paid Rights at the time such Nil Paid Rights are lapsed
"Non-Qualifying Shareholder(s)"	Overseas Shareholder(s) in respect of whom the Directors, based on legal advice provided by legal advisers in the relevant jurisdictions, consider it necessary or expedient to exclude from the Rights Issue, on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"NQS Unsold Rights Shares"	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
"Overseas Shareholder(s)"	Shareholder(s) whose names appear on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong
"PAL(s)"	the provisional allotment letter(s) to be issued in connection with the Rights Issue
"Placing Agent"	GEO Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO
"Placing Arrangement"	the placing arrangement for the Placing Shares as described in the paragraph headed "Procedures in respect of the Unsubscribed Rights Shares, the NQS Unsold Rights Shares and the Compensatory Arrangements" in this announcement
"Placing Agreement"	the placing agreement dated 6 November 2026 and entered into between the Company and the Placing Agent in relation to the placing of the Placing Shares

"Placing Shares"	all the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
"Prospectus"	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
"Prospectus Documents"	the Prospectus, the PAL and any supplementary prospectus or supplementary PAL (if required)
"Qualifying Shareholder(s)"	Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear on the register of members of the Company as at the close of business on the Record Date
"Record Date"	Thursday, 7 January 2027, the record date to determine entitlements to the Rights Issue
"Registrar"	the share registrar of the Company, which is Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
"Rights Issue"	the issue of 112,011,603 Rights Shares at the Subscription Price on the basis of three (3) Rights Shares for every one (1) existing Share held as at the close of business on the Record Date payable in full on acceptance
"Rights Share(s)"	112,011,603 Shares (assuming no Shares have been issued or repurchased by the Company before the Record Date) proposed to be offered to the Qualifying Shareholders under the Rights Issue
"SFC"	the Securities and Futures Commission
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be convened and held to consider the Rights Issue
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the subscription price of HK$0.22 per Rights Share
"Substantial Shareholder"	has the meaning ascribed to it under the GEM Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC as amended from time to time
"Unsubscribed Rights Shares"	any Rights Shares not accepted by the Qualifying Shareholders or transferees of nil-paid Rights Shares, to be placed by the Placing Agent pursuant to the terms and conditions of the Placing Agreement
"%"	per cent

On behalf of the Board of
LIT Life Holdings Limited
Li Nigel Yiu Kee
Executive Director

Hong Kong, 6 November 2026

As at the date of this announcement, the board of directors of the Company comprises Mr. Law Ka Kei, 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 Stock Exchange's website 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.