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World Super Holdings Limited
維亮控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8612)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing agent

GAOYU SECURITIES LIMITED

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board announced that on 11 November 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company appointed the Placing Agent as its agent to procure not less than six Placees to subscribe up to 82,940,000 Placing Shares at a price of HK$0.1 per Placing Share on a best effort basis on the terms and subject to the conditions of the Placing Agreement. The Placing Shares will be allotted and issued under the General Mandate.

The 82,940,000 Placing Shares represents (i) 20% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares.

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will approximately be HK$8.3 million. It is expected that the net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing) will amount to approximately HK$7.6 million. The Company intends to apply the net proceeds from the Placing for general working capital of the Group.

The Placing is conditional upon (a) the passing by the Board of resolutions to approve the Placing Agreement and the transactions contemplated thereunder; and (b) the GEM Listing Committee granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares.

Completion of the Placing is subject to the satisfaction of the conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date: 11 November 2026

Parties: (i) Issuer: The Company

(ii) Placing Agent: GaoYu Securities Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons.

Principal terms of the Placing Agreement

Placing Shares: The Company has agreed to appoint the Placing Agent as its agent to procure not less than six Placees (who and whose ultimate beneficial owners shall be independent of and not connected with the Company and its connected persons) to subscribe up to 82,940,000 Placing Shares at a price of HK$0.1 per Placing Share on a best effort basis. It is expected that none of the Placees will become a substantial shareholder of the Company after Completion.

The 82,940,000 Placing Shares represents (i) 20% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The maximum aggregate nominal value of the Placing Shares under the Placing will be HK$8,294,000.

Placing Price:

The price of HK$0.1 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price of the Shares and the liquidity of the Shares on the Stock Exchange. The Placing Price represents:

(a) a premium of approximately 17.65% to the closing price of HK$0.085 per Share as quoted on the Stock Exchange on 11 November 2026, being the date of the Placing Agreement; and

(b) a premium of approximately 19.9% to the average closing price of HK$0.0834 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Company will bear the costs and expenses of approximately HK$0.7 million in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK$7.6 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK$0.913.

Placing Commission:

The Placing Agent will receive a placing commission of 7% of the amount equivalent to the Placing Price multiplied by the number of the Placing Shares actually placed by the Placing Agent. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent.

Ranking of the Placing Shares:

The Placing Shares, when issued, will rank *pari passu* in all respects with other Shares in issue at the date of allotment and issue of the Placing Shares and the Placing Shares, when issued and allotted, will be free from all liens, charges, encumbrances and the third party rights of whatever nature and together with all rights attaching to them as at the date of their allotment.

Conditions precedent to Completion:

The Placing is conditional upon the following:

(a) the passing by the Board of resolutions to approve the Placing Agreement and the transactions contemplated thereunder; and

(b) the GEM Listing Committee granting or agreeing to grant the approval for the listing of, and permission to deal in, the Placing Shares.

Each of the Company and the Placing Agent shall use their respective best endeavours to procure the satisfaction of the conditions precedent by 30 November 2026 or such other date as all parties hereto may agree in writing (the "**Long Stop Date**"), but if the conditions precedent or any of them shall not be so satisfied by the Long Stop Date, all rights, obligations and liabilities of the Placing Agent and the Company shall cease and determine and none of the parties shall have any claim against the other in relation thereto (save in respect of any antecedent breach of any obligation under the Placing Agreement).

Completion:

Completion is expected to take place on the third business day after the date on which all the conditions precedent are satisfied or such other date as Company and the Placing Agent may agree in writing.

Termination:

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the Completion Date if:

(a) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or

(b) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

(c) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

Upon termination of the Placing Agreement, all rights, obligations and liabilities of the Placing Agent and the Company shall cease and determine and none of the parties shall have any claim against the other in relation thereto (save in respect of any antecedent breach of any obligation under the Placing Agreement).

General Mandate

The 82,940,000 Placing Shares will be allotted and issued under the General Mandate and therefore no Shareholders' approval is required. Pursuant to the General Mandate, the total number of new Shares that the Directors are authorised to allot and issue is 82,944,000 new Shares (up to 20% of the issued share capital of the Company as at the date of the annual general meeting of the Company held on 11 June 2026. The total number of new Shares that can be allotted and issued under the General Mandate as at the date of this announcement is 82,940,000 new Shares. Upon Completion, approximately 100% of the Shares of the General Mandate will be utilised by the Company.

Application for listing

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

REASONS FOR THE PLACING AND THE USE OF PROCEEDS

The Group is principally engaged in (i) provision of rental services of machinery; (ii) trading of new or used machinery and/or related spare parts to customers; (iii) provision of transportation and others services such as arrangement of set-up and repair of machinery for customers of our plant hire service; (iv) provision of construction works which included foundation works and ancillary services; (v) provision of money lending services; and (vi) car rental services.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide additional working capital to the Group to meet any future development and obligations. The Placing also represents good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that the terms of Placing Agreement are fair and reasonable, and the Placing is in the interests of the Company and its Shareholders as a whole.

Assuming that all the Placing Shares are fully placed, the maximum gross proceeds from the Placing will be approximately HK$8.3 million. It is expected that the net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing) will amount to approximately HK$7.6 million. The Company intends to apply the net proceeds from the Placing for general working capital of the Group.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS

Date of announcement	Fund raising activity	Net proceeds	Intended use of net proceeds	Actual of use of net proceeds
4 March 2026	Rights issue and placing	Approximately HK$29.1 million	1. repayment of loans, and trade and other payables; 2. support the Group's forthcoming project and purchase new plant and equipment; and 3. general working capital	Used as intended

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion (assuming the maximum number of Placing Shares are placed and there is no change in the share capital of the Company from the date of this announcement up to the Completion) is set out as below:

	As at the date of this announcement		**Immediately after completion of the Placing**	
	Number of Shares	*Approximate % of number of Shares in issue*	*Number of Shares*	*Approximate % of number of Shares in issue*
Public Shareholders				
Other public Shareholders	414,720,000	100.00	414,720,000	83.33
Placees	–	0.00	82,940,000	16.67
Total	414,720,000	100.00	497,660,000	100.00

DEFINITIONS

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

"Board"	the board of Directors
"Business Day(s)"	any day (excluding Saturdays, Sundays or public holidays) on which licensed banks in Hong Kong are generally open for business in Hong Kong
"Company"	World Super Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on GEM (Stock code: 8612)
"Completion"	completion of the Placing
"Completion Date"	the third business day after the date on which all the conditions precedent under the Placing Agreement are satisfied or such other date as the Company and the Placing Agent may agree in writing
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules

"Director(s)"	director(s) of the Company
"GEM"	the GEM of the Stock Exchange
"GEM Listing Committee"	has the meaning ascribed to it under the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate granted to the Directors pursuant to a resolution passed by the Shareholders at the annual general meeting of the Company convened and held on 11 June 2026 to allot and issue up to 82,944,000 new Shares
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Placee(s)"	any individuals, corporate, institutional investors or other investors procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
"Placing"	the placing, on a best effort basis, of up to 82,940,000 Placing Shares by the Placing Agent pursuant to the terms and conditions set out in the Placing Agreement
"Placing Agent"	GaoYu Securities Limited, being a corporation licensed under the SFO to perform Type 1 (dealing in securities) of the regulated activities
"Placing Agreement"	the conditional placing agreement dated 11 November 2026 and entered into between the Company and the Placing Agent in relation to the Placing
"Placing Price"	the placing price of HK$0.1 per Placing Share
"Placing Share(s)"	up to 82,940,000 new Shares to be placed under the Placing
"SFO"	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)

"Share(s)"	ordinary share(s) of nominal value of HK$0.1 each in the capital of the Company
"Shareholder(s)"	holders of the issued Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning as ascribed to it under the GEM Listing Rules
"%"	per cent

By order of the Board
World Super Holdings Limited
Lee Kai Man
Executive Director

Hong Kong, 11 November 2026

As at the date of this announcement, the Board comprises Mr. Lee Kai Man and Ms. Chan Lok Yin as executive Directors; and Mr. Chim Tak Lai and Ms. Chen Jie as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the 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's website at http://www.hkexnews.hk for at least seven days from the date of its publication and on the Company's website at www.worldsuperhk.com.