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## **ARTA TECHFIN CORPORATION LIMITED**

**裕承科金有限公司**

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

**(Stock Code: 279)**

### **PROPOSED SHARE CONSOLIDATION**

#### **PROPOSED SHARE CONSOLIDATION**

The Board proposes that every twenty (20) Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share. As at the date of this announcement, there are 21,621,946,019 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Existing Shares will be allotted, issued or repurchased from the date of this announcement up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 1,081,097,300 Consolidated Shares in issue which are fully paid or credited as fully paid.

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 6,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 6,000 Consolidated Shares.

#### **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 10 July 2025.

### **PROPOSED SHARE CONSOLIDATION**

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

## **Effects of the Share Consolidation**

As at the date of this announcement, there are 21,621,946,019 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Existing Shares will be allotted, issued or repurchased from the date of this announcement up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 1,081,097,300 Consolidated Shares in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

## **Conditions of the Share Consolidation**

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the approval for listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

The Share Consolidation is expected to become effective on one clear Business Day immediately following the fulfillment of the above conditions.

## **Listing Application**

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

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, 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 Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange. Upon 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 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.

### **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 6,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 6,000 Consolidated Shares.

Based on the closing price of HK\$0.046 per Existing Share (equivalent to the theoretical closing price of HK\$0.92 per Consolidated Share) as at the date of this announcement, (i) the value of each board lot of 6,000 Existing Shares is HK\$276.00; and (ii) the value of each board lot of 6,000 Consolidated Shares would be HK\$5,520.00 assuming the Share Consolidation had been effective.

### **REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the 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. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on September 2024 (the “**Guide**”) has further stated that 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 13.64 of the Listing Rules. The Guide has also stated that taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

In view of the closing prices of the Shares throughout 2024 and the first half of 2025 were below HK\$0.1 and the value per board lot has been constantly being less than HK\$2,000, the Board proposed to implement the Share Consolidation in order to comply with the trading requirements under the Listing Rules. The proposed Share Consolidation is expected to bring a corresponding upward adjustment in the trading price per Consolidated Shares 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\$2,000 (taking into account the minimum transaction costs for a securities trade) as set out in the Guide.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

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 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.

As at the date of 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.

As at the date of this announcement, the Company has no concrete plans to conduct any equity fundraising in the next 12 months. However, the Company is from time to time looking for strategic investors to broaden their investor base and will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

## **OTHER ARRANGEMENTS**

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold 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 lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm as an agent 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 lot arrangement will be set out in the circular 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.

### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 29 July 2025 (being one clear Business Day after the date of the EGM), Shareholders may on or after Tuesday, 29 July 2025 and until Wednesday, 3 September 2025 (both days inclusive), submit their existing share certificates (in white colour with brown border) for the Existing Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to exchange for new share certificates (in brown colour) for the Consolidated Shares at the expense of the Company.

Shareholders should note that the exchange of share certificates for the Existing Shares thereafter will only be accepted only on payment of a fee of HK\$2.5 (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 Share submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled or issued is higher.

After close of business on Monday, 1 September 2025, share certificates for the Existing Shares (in white colour with brown border) will not be accepted for delivery, trading and settlement purposes, but will remain valid and effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time.

### **EXPECTED TIMETABLE**

The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM 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.

Expected despatch date of circular with notice of the EGM. . . . . on or before  
Thursday, 10 July 2025

Latest date and time for lodging transfers of Shares for  
attending and voting at the EGM . . . . . 4:30 p.m. on  
Monday, 21 July 2025

Closure of register of members (both days inclusive) . . . . . Tuesday, 22 July 2025 to  
Friday, 25 July 2025

Latest date and time for lodging forms of proxy for the EGM . . . . .	11 a.m. on Wednesday, 23 July 2025
Record date for attending and voting at the EGM . . . . .	Friday, 25 July 2025
Date and time of the EGM. . . . .	11 a.m. on Friday, 25 July 2025
Publication of the announcement of the results of the EGM . . . . .	Friday, 25 July 2025
<b>The following events are conditional upon the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this announcement:</b>	
Effective date of the Share Consolidation . . . . .	Tuesday, 29 July 2025
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares . . . . .	Tuesday, 29 July 2025
Dealing in the Consolidated Shares commences . . . . .	9:00 a.m. on Tuesday, 29 July 2025
Original counter for trading in the Existing Shares in board lots of 6,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Tuesday, 29 July 2025
Temporary counter for trading in the Consolidated Shares in board lots of 300 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Tuesday, 29 July 2025
Original counter for trading in the Consolidated Shares in board lots of 6,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens . . . . .	9:00 a.m. on Monday, 12 August 2025
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 Monday, 12 August 2025
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares. . . . .	9:00 a.m. on Monday, 12 August 2025

Designated broker ceases to stand in the market to provide  
matching services for odd lots of the Consolidated Shares. . . . . 4:00 p.m. on  
Monday, 1 September 2025

Temporary counter for trading in the Consolidated Shares  
in board lots of 300 Consolidated Shares (in the form of  
existing share certificates) closes. . . . . 4:10 p.m. on  
Monday, 1 September 2025

Parallel trading in the Consolidated Shares (in the form of  
new share certificates for the Consolidation Shares and  
existing share certificates) ends. . . . . 4:10 p.m. on  
Monday, 1 September 2025

Last day for free exchange of existing share certificates  
for new share certificates for the Consolidated Shares. . . . . Wednesday, 3 September 2025

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and the notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 10 July 2025.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is issued between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Arta TechFin Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 279)



“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider, and if thought fit, to approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“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
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	Registered holder(s) of the issued Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board of  
**Arta TechFin Corporation Limited**  
**Xu Hao**  
*Chief Executive Officer*

Hong Kong, 2 July 2025

*As at the date of this announcement, the Board of the Company comprises Dr. Cheng Chi-Kong, Adrian SBS, JP (Chairman) as Non-executive Director, Mr. Xu Hao (Chief Executive Officer) and Ms. Li Chuchu, Tracy (Chief Financial Officer) as Executive Directors, and Ms. Ling Kit Sum Imma, Mr. Zhang Guangying and Prof. Peng Qian as Independent Non-executive Directors*