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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

Waton Securities International Limited

THE PLACING

The Board announces that on 29 August 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company agreed to place through the Placing Agent up to 191,431,798 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK$0.690 per Placing Share on a best effort basis.

The Company will allot and issue the Placing Shares to the Placees under the General Mandate. As such, the allotment and issue of the Placing Shares is not subject to additional Shareholders' approval. An application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Placing Shares.

Assuming that there will be no other change in the total issued share capital of the Company between the date of this announcement and the Completion Date, the maximum number of 191,431,798 Placing Shares represent (i) approximately 17.71% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 15.04% of the total issued share capital of the Company as enlarged by the allotment and issuance of the Placing Shares in full.

The Placing Price of HK$0.690 per Placing Share represents (i) a discount of approximately 18.8% to the closing price of HK$0.850 per Share as quoted on the Stock Exchange on 29 August 2025, being the date of the Placing Agreement; and (ii) a discount of approximately 17.7% to the average closing price of HK$0.838 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

Assuming all the 191,431,798 Placing Shares are successfully placed, the gross proceeds from the Placing amount to approximately HK$132.1 million, while the net proceeds from the Placing are estimated to be approximately HK$130.7 million after deducting the estimated expenses for the Placing. On this basis, the net price per Placing Share will be approximately HK$0.683. The Company intends to apply the net proceeds from the Placing in the manner detailed in the paragraph headed "Reasons for the Placing and Use of Proceeds" in this announcement.

As Completion is conditional upon fulfilment of the Conditions Precedent as set out in the paragraphs headed "Conditions Precedent" in this announcement, the Placing may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

THE PLACING

The Board announces that on 29 August 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company agreed to place through the Placing Agent up to 191,431,798 Placing Shares to not less than six Placees at the Placing Price of HK$0.690 per Placing Share on a best effort basis.

The Placing Agreement

The principal terms and conditions of the Placing Agreement are summarised as follows:

Date : 29 August 2025 (after trading hours)

Parties : (i) the Company; and

(ii) the Placing Agent.

The Placing Agent

The Company hereby appoints the Placing Agent, upon and subject to the terms and conditions of the Placing Agreement, as its placing agent of the Placing, and the Placing Agent agrees to act as the Company's placing agent to procure not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price for the Placing Shares on a best effort basis.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees

The Placees to be procured by or on behalf of the Placing Agent shall be individual, corporate, institutional investors or other investors independent of the Company and not connected nor acting in concert with any of the connected persons of the Company or any of their respective associates. It is expected that none of the Placees will become substantial Shareholder (as defined in the Listing Rules) immediately after the Completion.

Number of the Placing Shares

Assuming that there will be no other change in the total issued share capital of the Company between the date of this announcement and the Completion Date, the maximum number of the Placing Shares represent (i) approximately 17.71% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 15.04% of the total issued share capital of the Company as enlarged by the allotment and issuance of the Placing Shares in full.

The aggregate nominal value of all the Placing Shares will be HK$38,286,360.

Ranking of the Placing Shares

The Placing Shares under the Placing when issued will rank pari passu in all respects among themselves and with the other Shares in issue as at the date of allotment and issue of the Placing Shares, and be free from all liens, charges, encumbrances, claims, options or other third party rights together with all rights attaching thereto as at the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK$0.690 per Placing Share represents:

(a) a discount of approximately 18.8% to the closing price of HK$0.850 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and

(b) a discount of approximately 17.7% to the average closing price of approximately HK$0.838 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 Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price and market conditions. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

Taking into account the estimated expenses for the Placing of approximately HK$1.4 million, comprising fees, costs, charges and expenses of the Placing and assuming that all 191,431,798 Placing Shares could be placed successfully, the net price of each Placing Share amounts to approximately HK$0.683 per Placing Share.

Commission

In consideration of the services of the Placing Agent in relation to the Placing and provided that the Completion occurs, the Company shall pay to the Placing Agent a commission of 1% of the aggregate Placing Price for the Placing Shares successfully placed by the Placing Agent.

The placing commission under the Placing Agreement was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing commission rate for similar transactions and the size of the Placing. The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market condition.

Conditions Precedent

The Completion is conditional upon the satisfaction of the following conditions:

(1) the Listing Committee of the Stock Exchange granting approval for the listing of, and the permission to deal in, the Placing Shares on the Stock Exchange, and such approval not being subsequently revoked; and

(2) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained.

The Conditions Precedent cannot be waived by any party under the Placing Agreement. Each of the Company and the Placing Agent shall use their respective best endeavours to procure the satisfaction of the Conditions Precedent, but if the Conditions Precedent or any of them shall not be so satisfied by the Long Stop Date, all obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine and none of the parties to the Placing Agreement shall have any claim against the other in relation thereto (save in respect of any antecedent breach).

Completion

Subject to the fulfillment of all the Conditions Precedent, Completion shall take place on the date falling five Business Days after the fulfillment of all the Conditions Precedent or such other date as the 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:

(1) 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

(2) 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

(3) 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; or

(4) any statement contained in the announcements, circulars, interim and annual reports issued by the Company since the publication of the announcement of the Company relating to the annual results of the Company for the year ended 31 March 2025 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

Upon termination of the Placing Agreement, all liabilities of the parties thereto under the Placing Agreement shall cease and determine and no party hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

General Mandate

The Placing Shares will be allotted and issued pursuant to the General Mandate. Under the General Mandate, the Company is authorised to issue up to 191,431,798 Shares (as adjusted by the Share Consolidation). As at the date of this announcement, the Company has not utilised the General Mandate. Accordingly, the Placing is not subject to the approval of the Shareholders.

Application for listing

An application will be made by the Company to the Stock Exchange for the grant of listing of and permission to deal in the Placing Shares.

INFORMATION ON THE COMPANY AND THE GROUP

The Company is an investment holding company and the Group is principally engaged in the financial services sector, including (a) global markets business (comprising securities and futures brokerage businesses, corporate and securities advisory, placing, underwriting and margin financing businesses), (b) investment advisory and asset management, (c) the provision of insurance brokerage and wealth planning and related services, (d) investment business, and (e) the provision of wealth management and consultancy services.

INFORMATION ON THE PLACING AGENT

The Placing Agent is duly incorporated in Hong Kong and is a licensed corporation (CE No.: AAK004) to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

REASONS FOR THE PLACING AND USE OF PROCEEDS

Subject to the completion of the Placing and assuming all the Placing Shares are fully placed, the maximum gross proceeds from the Placing amount to approximately HK$132.1 million. The maximum net proceeds from the Placing (the "**Net Proceeds**") (after deducting the estimated expenses) are estimated to be approximately HK$130.7 million.

The Company intends to allocate the Net Proceeds as follows:

(i) approximately 53.5% of the Net Proceeds, or approximately HK$70.0 million, for the repayment of shareholder's loan and associated costs;

(ii) approximately 26.8% of the Net Proceeds, or approximately HK$35.0 million, for business development and expansion of the Group, which may include without limitation enhancing product diversity, strengthening distribution channels, talent acquisition, brand building and marketing and upgrading of information technology systems;

(iii) approximately 11.5% of the Net Proceeds, or approximately HK$15.0 million, for funding strategic acquisitions, investments and collaboration opportunities with entities whose activities are complementary to the Group's operations or align with its financial services expertise. These initiatives are intended to support market expansion into new geographical regions and enhance the competitiveness of the Group's service offerings, which may include without limitation artificial intelligence, Web3.0 ecosystem, virtual asset sector and other financial technology projects; and

(iv) approximately 8.2% of the Net Proceeds, or approximately HK$10.7 million, for general working capital and general corporate purposes of the Group.

The Directors are of the view that the Placing represents a good opportunity for the Company to broaden the shareholders' base of the Company. The Directors are also of the view that the Placing can strengthen the financial position and broaden the capital base of the Company, serving as a suitable alternative financing option to its existing shareholder's loan which was interest-bearing and also providing additional funding for the future development of the Group.

The Directors consider that the Placing Agreement is entered into on normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

EFFECTS OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 1,081,097,300 Shares in issue. The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after Completion (assuming that there will be no other change to the total issued share capital of the Company between the date of this announcement and the Completion Date):

Shareholders	**Immediately before Completion**		**Immediately after Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Radiant Alliance Limited *(Note 1)*	551,071,253	50.97	551,071,253	43.31
Perfect Path Global Limited *(Note 2)*	258,432,928	23.90	258,432,928	20.31
Public Shareholders:				
Placees	–	–	191,431,798	15.04
Other public Shareholders	271,593,119	25.13	271,593,119	21.34
Total	1,081,097,300	100.00	1,272,529,098	100.00

Notes:

(1) Radiant Alliance Limited is indirectly wholly owned by Dr. Cheng Chi-Kong, Adrian *SBS, JP* ("**Dr. Cheng**"), a Non-executive Director and the chairman of the Company. Therefore, Dr. Cheng is deemed to be interested in the Shares which Radiant Alliance is interested by virtue of the Securities and Futures Ordinance (Cap. 571).

(2) Dr. Cheng has a majority interest in Perfect Path Global Limited and therefore is deemed to be interested in the Shares which Perfect Path is interested by virtue of the Securities and Futures Ordinance (Cap. 571).

EQUITY FUNDRAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

During the past twelve months immediately before the date of this announcement, the Company has not conducted any equity fund raising activity.

GENERAL

As Completion is conditional upon fulfilment of the Conditions Precedent as set out in the paragraphs headed "Conditions Precedent" in this announcement, the Placing may or may not proceed. The Shareholders and potential investors should exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases shall have the following meanings:

"acting in concert"	has the meaning ascribed to it under the Takeovers Codes
"Board"	the board of Director(s)
"Business Day(s)"	any day (not being a Saturday, Sunday or public holiday in Hong Kong or any day on which a tropical cyclone warning no. 8 or above or a black rainstorm warning signal is issued in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on weekdays) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours and the Stock Exchange is open for business of dealing in securities throughout its normal trading hours
"Company"	Arta TechFin Corporation Limited, a company incorporated in the Cayman Islands with limited liability, which shares are listed on the Main Board of the Stock Exchange (with stock code: 279)
"Completion"	completion of the Placing in accordance with the Placing Agreement
"Completion Date"	the date falling five Business Days after the fulfilment of all the Conditions Precedent or such other date as the Company and the Placing Agent may agree in writing
"Conditions Precedent"	condition(s) precedent to Completion as set out in the Placing Agreement

"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"General Mandate"	the general mandate granted to the Directors at the annual general meeting of the Company held on 23 September 2024 to allot, issue and otherwise deal with up to 20% of the total number of issued Shares as at the date thereof and as adjusted by the Share Consolidation
"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
"Independent Third Party(ies)"	person(s) or entity(ies) who is/are third party(ies) independent of, and not connected with the Company and any of their respective connected persons
"Listing Committee"	has the meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Long Stop Date"	18 September 2025 (or such other date as the Company and the Placing Agent may mutually agree in writing)
"Placees"	independent institutional, corporate or individual investors which the Placing Agent will procure on a best effort basis to purchase the Placing Shares pursuant to the Placing Agreement
"Placing"	placing of the Placing Shares by the Placing Agent in accordance with the terms of the Placing Agreement
"Placing Agent"	Waton Securities International Limited, a licensed corporation (CE No.: AAK004) to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the placing agreement dated 29 August 2025 entered into between the Company and the Placing Agent in relation to the Placing

"Placing Price"	HK$0.690 per Placing Share (exclusive of any brokerage fee, SFC transaction levy, Stock Exchange trading fee and such other fee and levy as may be payable by the Placee(s) in respect of the subscription of the Placing Shares)
"Placing Share(s)"	a maximum of 191,431,798 Shares to be issued and allocated to the Placees by the Company through the Placing
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary share(s) of nominal or par value of HK$0.2 each in the share capital of the Company
"Share Consolidation"	the consolidation of every twenty (20) issued and unissued ordinary shares of HK$0.01 each in the then existing share capital of the Company into one (1) Share which became effective on 29 July 2025, details of which were set out in the circular of the Company dated 10 July 2025
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buybacks issued by the SFC as may be amended and supplemented from time to time
"%"	per cent

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

Hong Kong, 29 August 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.