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**Wenye Group Holdings Limited**

**文業集團控股有限公司**

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

**(Stock Code: 1802)**

**(1) UNAUDITED FINANCIAL PERFORMANCE  
FOR THE THIRD QUARTER OF 2025;**

**AND**

**(2) INVITATION TO SUPPORT THE POTENTIAL RIGHTS ISSUE**

This announcement is made by Wenye Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated (i) 29 August 2025 in relation to the unaudited condensed consolidated interim results of the Company for the six months ended 30 June 2025; (ii) 24 September 2025 in relation to the decision of the Listing Committee (the “**LC Decision**”) on Rule 13.24 of the Listing Rules; and (iii) 3 October 2025 in relation to the Company’s review application of the LC Decision (the “**Review**”) to the Listing Review Committee (collectively, the “**Announcements**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meaning as those defined in the Announcements.

The Group has been achieving robust business recovery following segregation of the encumbrance of a debt burdened former subsidiary, namely Wenye Decoration, from the Group. The Company is pleased to provide the unaudited financial performance of the Group for the three months ended 30 September 2025 for its shareholders’ and potential investors’ information.

## UNAUDITED FINANCIAL PERFORMANCE

Set out below is a summary of the unaudited financial information for the three months ended 30 September 2025:

	<b>July</b>	<b>August</b>	<b>September</b>	<b>For the three months ended 30 September 2025</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	10,363	18,827	22,696	51,886
Gross profit	1,241	2,546	2,736	6,523
Gross profit margin	11.98%	13.52%	12.05%	12.57%
Profit/(loss) after tax	(166)	786	1,086	1,706
Cash balance	25,107	31,897	36,258	
Total assets	42,747	66,046	90,515	
Total liabilities	113,601	136,114	159,497	
Net assets/(liabilities)	(70,854)	(70,068)	(68,982)	

Shareholders and potential investors of the Company should note that the financial information contained in this announcement is unaudited and has not been reviewed or audited by the Company's auditors or the audit committee of the board of directors of the Company and may be subject to possible adjustments. Shareholders of the Company and potential investors should exercise extreme caution when considering the unaudited financial information disclosed above.

## INVITATION TO SUPPORT THE POTENTIAL RIGHTS ISSUE

In order to further support its robust business recovery and strengthen its financial position, subject to the approval of the Stock Exchange and the outcome of the Review, the Company has been considering to conduct a rights issue fund raising exercise (the “**Potential Rights Issue**”), and has secured an offer from an independent underwriter for the fully-underwritten 4-for-1 rights issue of the Company’s shares at HK\$0.045 per rights share to raise approximately HK\$150 million in gross proceeds. The principal terms of the offer received for the Potential Rights Issue are summarized below.

<b>Gross fundraising size:</b>	Not less than HK\$149,688,000
<b>Structure:</b>	On the basis of four (4) rights shares for every one (1) existing share
<b>Number of underwritten rights shares:</b>	Not less than 3,326,400,000 shares (assuming that there is no change in the number of shares in issue from the date of this announcement up to and including the record date)
<b>Subscription price:</b>	HK\$0.045 per rights share
<b>Right of excess applications:</b>	Qualifying shareholders may apply for the rights shares in excess of their provisional allotment
<b>Basis of underwriting:</b>	Fully underwritten basis
<b>Conditions precedent:</b>	The Potential Rights Issue is conditional upon the fulfilment of, amongst others, the following conditions precedent: <ul style="list-style-type: none"><li>(i) shares of the Company trading on the Stock Exchange and not being suspended;</li><li>(ii) the Listing Committee granting or agreeing to grant and not having withdrawn or revoked the listing of, and permission to deal in, the rights shares, in nil-paid and fully-paid forms; and</li></ul>

- (iii) the independent shareholders passing ordinary resolutions at the extraordinary general meeting of the Company to approve the Potential Rights Issue, the underwriting agreement and the transactions contemplated thereunder.

**Underwriting commission:** 4% of the aggregate subscription amount in respect of the rights shares, being the gross proceeds from the Potential Rights Issue

**Term:** Valid till 30 November 2025

The funds are intended to be applied as to approximately HK\$80 to 90 million to repay Company's outstanding debts, and as to approximately HK\$60 to 70 million as general working capital. If the Potential Rights Issue materializes, the Group is expected to restore from a net liability position of approximately RMB70 million to a net asset position of approximately RMB70 million upon completion.

Given the Stock Exchange's concern on the Company's compliance with Rule 13.24 of the Listing Rules, the Stock Exchange is minded not to grant listing approval for any issue of new securities by the Company unless and until such concern has been satisfactorily addressed. Accordingly, the Potential Rights Issue is subject to, among others, the approval from the Stock Exchange as well as the outcome of the Review, which is uncertain as at the date of this announcement.

Nonetheless, the Company believes that should the Potential Rights Issue materialize, it will significantly strengthen the Group's capital base as well as its ability to secure future contracts, whilst enhancing the confidence of customers, suppliers and investors and therefore is in the best interests of the Company and its shareholders.

As noted in the LC Decision, the Listing Committee expressed concerns that the Potential Rights Issue remains preliminary and is subject to shareholders' approval. Consequently, among other factors, there remains uncertainty as to whether the Potential Rights Issue would materialize.

In light of this, the Company cordially invites its shareholders to contact the Company at their earliest convenience via the contact details below. The Company will furnish an undertaking for the shareholder(s) to sign and return, thereby signifying their support for the Potential Rights Issue.

Email: eugenelaw@ctlegal.com.hk

Phone: (852) 3842 1700

The Company appreciates the support from its shareholders' for the Potential Rights Issue and encourages prompt submissions, which will help the Company seize potential fundraising opportunities and contest the LC Decision that proposes to suspend trading in the Company's shares.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Wenye Group Holdings Limited**  
**Kong Guojing**  
*Chairman*

Hong Kong, 9 October 2025

*As at the date of this announcement, the Board of the Company comprises (i) four executive directors, namely Mr. Kong Guojing (Chairman), Ms. Fan Shuying (Co-Chairwoman and Chief Executive Officer), Mr. Chen Zhouyu (Co-Chairman) and Mr. Peng Jiwei; (ii) two non-executive directors, namely, Mr. Mak Ho Fai and Ms. Jia Yuanyuan; and (iii) three independent non-executive directors, namely Mr. Huang Wei, Mr. Ma Kin Ling and Ms. Ye Jinyu.*

*In case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*