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TESSON HOLDINGS LIMITED
天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code:1201)

(1) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE; AND (2) CONNECTED TRANSACTIONS

Reference is made to the announcement of Tesson Holdings Limited (the "**Company**") dated 25 July 2025 and the circular of the Company dated 26 September 2025 (the "**Circular**") in relation to, among other things, the (1) the issue of new shares under specific mandate; and (2) connected transactions. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all conditions in the Subscription Agreements have been fulfilled and Completion took place on 13 November 2025 in accordance with the terms and conditions of the respective Subscription Agreement. Pursuant to the Subscription Agreements, a total of 100,000,000 Subscription Shares have been duly allotted and issued to the Subscribers at the Subscription Price of HK$0.5 per Subscription Share.

The Subscription Shares represent (i) approximately 45.52% of the existing issued share capital of the Company immediately prior to Completion; and (ii) approximately 31.28% of the issued share capital of the Company as enlarged by the allotment and issue of all Subscription Shares.

EFFECTS ON SHAREHOLDING STRUCTURE

The following is a table illustrating the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion:

	Immediately prior to Completion		**Immediately after Completion**	
	Number of Shares	*Approx. %*	*Number of Shares*	*Approx. %*
Shareholders				
Double Key	135,781,543	61.81	210,781,543	65.93
Mr. Li Yuwei	19,499,700	8.88	19,499,700	6.10
Mr. Wei Mingren	-	-	13,000,000	4.07
Mr. Li Yuqi	-	-	12,000,000	3.75
Other public shareholders	64,403,985	29.31	64,403,985	20.15
Total	219,685,228	100.00	319,685,228	100.00

By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

Hong Kong, 13 November 2025

As at the date of this announcement, the Board comprises Mr. Wei Qingwen, Mr. Wei Mingren, Mr. Chan Wei and Ms. Yu Xiaolei as executive Directors, and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as independent non-executive Directors.