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Acme International Holdings Limited
益美國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1870)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent in respect of the Placing

華盛証券

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 9 December 2025 (after the trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 30,000,000 Placing Shares at the Placing Price of HK$0.55 per Placing Share.

The maximum of 30,000,000 Placing Shares represent (i) approximately 3.04% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum of 30,000,000 Placing Shares is HK$300,000 and the market value of the Placing Share is HK$16,500,000, based on the closing price of HK$0.55 per Share on the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate.

APPLICATION FOR LISTING OF THE PLACING SHARES

Application(s) will be made by the Company to the Listing Committee for the listing of and permission to deal in the Placing Shares.

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

PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 9 December 2025 (after the trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 30,000,000 Placing Shares at the Placing Price of HK$0.55 per Placing Share. Details of the Placing Agreement are set out below.

THE PLACING AGREEMENT

The principal terms of the Placing Agreement are as follows:

Date

9 December 2025

Parties

(i) the Company as the issuer; and

(ii) Valuable Capital Limited as the Placing Agent.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties. As at the date of this announcement, the Placing Agent is not interested in any Shares.

Placees

The Placing Shares will be placed, through the Placing Agent, on a best effort basis, up to 30,000,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties. Upon completion of the Placing, it is expected that none of the Placees will become a substantial Shareholder. If any of the Placees will become a substantial Shareholder after completion of the Placing, further announcement will be made by the Company.

Placing Commission

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 1.5% of the amount which is equal to the Placing Price multiplied by the number of Placing Shares actually placed by the Placing Agent. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market conditions.

Number of Placing Shares

The maximum of 30,000,000 Placing Shares represent (i) approximately 3.04% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.95% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares.

The aggregate nominal value of the maximum of 30,000,000 Placing Shares is HK$300,000 and the market value of the Placing Shares is HK$16,500,000, based on the closing price of HK$0.55 per Share on the date of the Placing Agreement.

Placing Price

The Placing Price is HK$0.55 per Placing Share, and shall be settled in cash.

The Placing Price is HK$0.55 per Share and represents:

(i) the closing price of HK$0.55 per Share as quoted on the Stock Exchange on 9 December 2025, being the date of the Placing Agreement; and

(ii) a premium of approximately 8.5% over the average closing price of approximately HK$0.507 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

The net Placing Price (after deduction of all professional fees and related expenses), is estimated to be approximately HK$0.537 per Placing Share.

The Placing Price was arrived at 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 market conditions, and the funding needs and financial position of the Group. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Ranking of the Placing Shares

The Placing Shares when allotted and issued, shall rank pari passu among themselves and with all Shares in issue on the date of such allotment and issue in all respects.

Conditions precedent

Completion of the Placing is conditional upon the following conditions being fulfilled on or before the Long Stop Date:

(a) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Placing Shares; and

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

In the event that any of the above conditions is not fulfilled on or before the Long Stop Date, all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the Placing

Completion of the Placing shall take place on a date falling within four Business Days after the day on which all the conditions set out in the Placing Agreement have been fulfilled (or such other date as may be agreed between the parties to the Placing Agreement in writing).

General Mandate to issue the Placing Shares

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 149,760,000 Shares. As at the date of this announcement, 50,000,000 Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to further Shareholders' approval.

Termination

The Placing Agent may terminate the Placing Agreement without any liability to the Company save for antecedent breach under the Placing Agreement prior to such termination, by notice in writing given to the Company at any time prior to 8:00 a.m. on the date of completion of the Placing upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have an adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Placing Shares or has or may otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

(i) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or

(ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in the securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would adversely affect the success of the Placing; or

(iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may adversely affect the business or financial prospects of the Group and/or the success of the Placing; or

(iv) any litigation or claim being instigated against any member of the Group, which has or may have an adverse effect on the business or financial position of the Group and which in the Placing Agent's absolute opinion would adversely affect the success of the Placing; or

(v) any material adverse change in the business or in the financial or trading position or prospects of the Group as a whole; or

(vi) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect or there has been a breach by the Company of any other provision of the Placing Agreement; or

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

If notice is given pursuant to the above, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any antecedent breach under the Placing Agreement prior to such termination.

APPLICATION FOR LISTING OF THE PLACING SHARES

Application(s) will be made by the Company to the Listing Committee for the listing of and permission to deal in the Placing Shares.

INFORMATION ON THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of AI+ electricity trading services, the provision of professional technical services for renewable energy solutions, development, design, production and sales of green power energy generation and energy storage system, and the provision of design and build solutions for building maintenance unit systems.

REASONS FOR AND BENEFITS OF THE PLACING

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of AI+ electricity trading services, the provision of professional technical services for renewable energy solutions, development, design, production and sales of green power energy generation and energy storage system, and the provision of design and build solutions for building maintenance unit systems.

Taking into account of the financial performance of the Group and its plans on further developing its green power energy operations, especially having noted that the price of Shares have been on an upward trend recently, the Directors consider that the current condition represents an opportune moment for the Company to conduct the Placing in order to raise additional resources for capturing the business opportunities in the green power energy sector and funding for the business operations of the Group, to strengthen the Group's financial position, and enlarge the shareholders' base of the Company, which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

The Directors consider that the Placing Agreement is entered into upon 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.

The gross proceeds and net proceeds to be raised from the Placing in cash in aggregate are expected to be HK$16.5 million and approximately HK$16.1 million, respectively. The Board intends to apply the net proceeds in cash from the Placing in the following manner:

(a) as to approximately HK$6.4 million or approximately 40% of net proceeds from the Placing for the development of electricity trading business and other related potential green power energy projects in the PRC; and

(b) as to approximately HK$9.7 million or approximately 60% of the net proceeds from the Placing for the general working capital of the Group, including but not limited to the payment of professional fees, staff salaries, office rental, utilities and other expenses.

FUND RAISING ACTIVITY BY THE COMPANY IN THE PAST TWELVE MONTHS

Save for disclosed as follows, the Company has not carried out any equity fund raising activities during the past 12 months immediately preceding the date of this announcement:

Date of announcement	Event	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds up to the date of this announcement
17 March 2025 and 8 April 2025	The placing of 124,800,000 Shares under the General Mandate pursuant to the placing agreement dated 17 March 2025, which was completed on 8 April 2025	HK$16.4 million	(i) Approximately HK$7.0 million for the development of electricity trading business and other related potential green power energy projects in the PRC; (ii) approximately HK$5.4 million for the expansion of existing renewable energy solution business in New Zealand and development of potential green power energy projects in overseas markets; and (iii) approximately HK$4.0 million for general working capital, including payment of professional fees, of staff salaries, office rental, utilities and other expenses	(i) Approximately HK$7.0 million for the development of electricity trading business and other related potential green power energy projects in the PRC; (ii) approximately HK$1.7 million for the expansion of existing renewable energy solution business in New Zealand and development of potential green power energy projects in overseas markets; and (iii) approximately HK$4.0 million for general working capital, including payment of professional fees, staff salaries, office rental, utilities and other expenses
17 March 2025, 18 May 2025, 5 June 2025, 25 June 2025 and 26 June 2025	The subscription of 220,000,000 Shares under a specific mandate by Treasure Ship Holding Limited for HK$0.172 per subscription shares pursuant to the subscription agreement dated 17 March 2025 (as supplemented and amended by a supplemental subscription agreement dated 16 May 2025), which was completed on 26 June 2025	The total proceeds of HK$32,399,640 from the subscription was fully settled by setting off against part of the loan due by the Company to Treasure Ship Holding Limited on a dollar-to-dollar basis. As such, there was no cash proceeds from the subscription	N/A	N/A

Date of announcement	Event	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds up to the date of this announcement
28 August 2025 and 15 September 2025	The placing of 50,000,000 Shares under the General Mandate pursuant to the placing agreement dated 28 August 2025, which was completed on 15 September 2025	HK$11.6 million	(i) Approximately HK$5.8 million for the development of electricity trading business and other related potential green power energy projects in the PRC; and	(i) Approximately HK$3.0 million for the development of electricity trading business and other related potential green power energy projects in the PRC; and
			(ii) approximately HK$5.8 million for general working capital, including payment of professional fees, of staff salaries, office rental, utilities and other expenses	(ii) approximately HK$4.7 million for general working capital, including payment of professional fees, of staff salaries, office rental, utilities and other expenses

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Placing, assuming that there are no changes in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares, for illustration purposes only:

Shareholders	**As at the date of this announcement**		**Immediately upon completion of the Placing**	
	Number of Shares	*Approx. % of shareholding*	*Number of Shares*	*Approx. % of shareholding*
Treasure Ship Holding Limited *(Note 1)*	219,205,000	22.21	219,205,000	21.55
Mr. Liao Shigang *(Note 2)*	61,240,000	6.20	61,240,000	6.02
Mr. Tang Feng *(Note 2)*	50,182,500	5.08	50,182,500	4.93
RR (BVI) Limited *(Note 3)*	34,500,000	3.49	34,500,000	3.39
Placees	–	–	30,000,000	2.95
Public Shareholders	622,042,500	63.01	622,042,500	61.15
Total	**987,170,000**	**100**	**1,017,170,000**	**100**

Notes:

1. The entire issued share capital of Treasure Ship Holding Limited is ultimately and beneficially owned by Mr. Lin Zhang.

2. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, neither Mr. Liao Shigang nor Mr. Tang Feng is a core connected person (as defined under the Listing Rules) of the Company.

3. 34,500,000 shares are beneficially held by RR (BVI) Limited, the entire issued share capital of which is wholly owned by Mr. Kwan Kam Tim, an executive Director.

4. Due to rounding, the percentage figures shown above may not add up to the sub-total or total.

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

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"associates"	has the meaning as ascribed to it in the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday, a Sunday or public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"Company"	Acme International Holdings Limited (益美國際控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1870)
"connected person(s)"	has the meaning as ascribed to it in the Listing Rules
"Director(s)"	the director(s) of the Company

"General Mandate"	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 17 June 2025 to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the passing of such resolution, pursuant to which a maximum of 149,760,000 new Shares may fall to be allotted and issued as at the date of this announcement
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company in accordance with the Listing Rules
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Long Stop Date"	30 December 2025, or such other date as the parties may agree in writing
"Placees"	any person or entity procured by the Placing Agent or its agent(s) to subscribe for any Placing Share pursuant to the Placing Agreement
"Placing"	the placing, on a best effort basis, of the Placing Shares on and subject to the terms and condition set out in the Placing Agreement
"Placing Agent"	Valuable Capital Limited, a company incorporated in Hong Kong with limited liability and licensed by the SFC to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), 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), being the placing agent under the Placing Agreement

"Placing Agreement"	the conditional placing agreement dated 9 December 2025 entered into between the Company and the Placing Agent in respect of the Placing
"Placing Price"	HK$0.55 per Placing Share (exclusive of any brokerage, SFC transaction levy and Stock Exchange trading fee as may be payable)
"Placing Shares"	a total of up to 30,000,000 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate
"PRC"	the People's Republic of China
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	the ordinary share(s) of the Company with a par value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning as ascribed to it under the Listing Rules
"%"	per cent

By Order of the Board
Acme International Holdings Limited
Kwan Kam Tim
Chairman and Executive Director

Hong Kong, 9 December 2025

As at the date of this announcement, the Board comprises six members, of which Mr. Kwan Kam Tim, Mr. Yip Wing Shing and Mr. Zhang Guangying are the executive directors of the Company; and Prof. Hon. Lau Chi Pang, BBS, J.P., Mr. Chin Wai Keung Richard and Prof. Mo Lai Lan are the independent non-executive directors of the Company.