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LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED

枌濬國際集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1355)

DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF SHARES IN AURO HONG KONG LIMITED

THE ACQUISITION

On 23 December 2025, the Purchaser (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as vendor), pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the Sale Shares, representing 100% of the issued share capital of the Target Company and the Sale Loan, at the total Consideration of HK$22,000,000. Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and the Company will hold an indirect 37.5% equity interest in Beisheng Biotechnology, the financial results, assets and liabilities of the Beisheng Biotechnology Group will be accounted for using the equity method of accounting in the financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceed(s) 5% but is/are less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements but is exempt from the Shareholders' approval requirement under the Listing Rules.

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent under the Sale and Purchase Agreement. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

THE ACQUISITION

The Board is pleased to announce that, on 23 December 2025, the Purchaser (as purchaser) entered into the Sale and Purchase Agreement with the Vendor (as vendor), pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the Sale Shares, representing 100% of the issued share capital of the Target Company and the Sale Loan, at the total Consideration of HK$22,000,000.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set out below:

Date: 23 December 2025

Parties: (i) The Vendor, as vendor

(ii) The Purchaser, as purchaser

Asset to be acquired

Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Shares, representing the 100% of the issued share capital of the Target Company and the Sale Loan.

As at the date of this announcement, the Target Company is wholly and beneficially owned by the Vendor. For detailed information of the Target Company, please refer to the paragraph headed "**INFORMATION ON THE TARGET COMPANY**" below in this announcement.

Consideration

The total Consideration shall be HK$22,000,000, which shall be funded by internal resources and be satisfied by the following manner:

(i) HK$15,000,000 to be paid on the date of the Sale and Purchase Agreement; and

(ii) HK$7,000,000 to be paid on Completion.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to the unaudited net asset value of Beisheng Biotechnology Group, being the principal asset of the Target Company, of approximately RMB47,500,000 (equivalent to approximately HK$52,700,000) as at 30 November 2025. As the Target Company holds 37.5% equity interest in Beisheng Biotechnology, the value attributable to the 37.5% equity interest was approximately RMB17,800,000 (equivalent to approximately HK$19,800,000). The Consideration represents a premium of approximately 11.1% over the unaudited net asset value of Beisheng Biotechnology attributable to the 37.5% equity interest owned by the Target Company. In view of the above and taking into account the factors as set out in the paragraph headed "**REASONS FOR AND BENEFITS OF THE ACQUISITION**", the Directors (including the independent non-executive Directors) are of the view that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions Precedent

Completion is conditional upon the fulfillment (or waiver, as the case may be) of the following principal conditions:

(i) the Purchaser, in its sole and absolute discretion, being satisfied with the results of the legal and financial due diligence conducted in respect of the Target Company and the Beisheng Biotechnology Group;

(ii) the Vendor having proved that it has a good title to the Sale Shares and the Sale Loan, free from all encumbrances;

(iii) to the best of the Vendor's knowledge, there being no material breach of any relevant laws, regulations or licensing requirements of any existing approvals or consents by the Target Company and the Beisheng Biotechnology Group;

(iv) no material adverse change having occurred after 30 November 2025 and before or on the date of Completion; and

(v) the warranties remaining true, accurate and not misleading in all respects before and on the date of Completion.

The Purchaser may, at its sole and absolute discretion, by written notice to the Vendor, waive (in whole or in part) any of the conditions (i) to (v) referred to above. The Vendor shall procure the satisfaction of the conditions set out in above conditions as soon as reasonably practicable. As at the date of this announcement, none of the conditions have been fulfilled.

If all the conditions shall not have been fulfilled (or waived by the Purchaser, as the case may be) by the Long Stop Date, the Purchaser (in addition to and without prejudice to any other claims, rights and remedies the Purchaser shall have) shall have the right by notice in writing to terminate and rescind the Sale and Purchase Agreement and any payment of the Consideration (or any part thereof) shall be returned to the Purchaser within ten Business Days after the Long Stop Date.

Completion

Subject to the fulfilment (or waiver) of all the conditions on or before the Long Stop Date and subject to and upon the terms and conditions of the Sale and Purchase Agreement, Completion shall take place on the third (3rd) Business Day after the date on which notification of fulfilment (or waiver) of all of the conditions has been served. Completion shall take place on or before 8 April 2026 (or any other date as otherwise agreed by the parties).

Upon Completion, the Target Company will become an indirect wholly-owned subsidiary of the Company and the Company will hold an indirect 37.5% equity interest in Beisheng Biotechnology. the financial results, assets and liabilities of the Beisheng Biotechnology Group will be accounted for using the equity method of accounting in the financial statements of the Group.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated under the laws of Hong Kong with limited liability and is principally engaged in investment holding. The principal asset of the Target Company is the 37.5% equity interest in Beisheng Biotechnology.

Financial information of the Target Company

Taking into account the Sale Loan, the unaudited net asset value of the Target Company as at 30 November 2025 was HK$5,000. The Target Company was incorporated on 20 October 2025, recording net loss before and after taxation of HK$5,000 during the period from 20 October 2025 to 30 November 2025.

INFORMATION ON THE BEISHENG BIOTECHNOLOGY GROUP

Beisheng Biotechnology is a synthetic biology infrastructure provider specializing in strain design and fermentation process development. It provides higher-quality, more convenient, and lower-cost technical services and related products to synthetic biology companies, biopharmaceutical companies, and traditional fermentation companies seeking to upgrade their industries using synthetic biology technology.

Founded in 2019, Beisheng Biotechnology has, after five years of development, established a complete closed-loop synthetic biology infrastructure, encompassing design software, vector and strain standard architecture, DNA and strain manufacturing platforms, data production, process-supporting reagent research and development ("**R&D**") and production, and process-supporting equipment R&D and production. Beisheng Biotechnology possesses complete de novo DNA synthesis capabilities, core molecular enzyme R&D and production capabilities, and fermentation R&D and production capabilities for proteins, small molecules, and complex products, ranging from small-scale to pilot-scale. Beisheng Biotechnology can effectively lower the initial R&D platform construction threshold for relevant manufacturing enterprises, improve the R&D efficiency of their own R&D platforms, and reduce R&D costs.

In terms of design software, after four years of development, compared to traditional DNA design software, Beisheng Biotechnology's internet-based online design software, combined with Beisheng Biotechnology's self-developed vector and strain standards, allows customers to completely break free from the traditional development model of purchasing "scraps" from "scraps suppliers" and then manufacturing the required strains in their own manual development laboratories. This achieves a division of labor between design and manufacturing—freeing senior R&D personnel in the R&D department from tedious manual repetitive work and reducing the initial investment and operating costs of their own R&D laboratories. Beisheng Biotechnology's design software also integrates project research tools and data production analysis tools, providing a one-stop solution to meet the basic needs of target customers for strain design and manufacturing in biomanufacturing, thereby strongly supporting the development of new productivity related to biomanufacturing. Beisheng Biotechnology's software (Tosycon®) not only fills the gap of lacking excellent domestic software, but also, according to Beisheng Biotechnology, is currently the only design software in China that can seamlessly connect to the manufacturing platform.

As the core link between design and manufacturing, the standard architecture of vectors and strains is a crucial link in bridging design and manufacturing in the field of biotechnology, and an inevitable direction for the future development of biotechnology. Beisheng Biotechnology has exclusively developed its own proprietary, industry-first standard architecture for vectors and strains (ArchiCel®), which not only optimizes the connection between design and manufacturing but also serves as the core foundation for standardized design, enabling Beisheng Biotechnology to simultaneously possess the capability to generate and replicate underlying architectures in the biotechnology field. Compared to chip architecture suppliers, Beisheng Biotechnology's ArchiCel® bio-architecture is expected to allow a wide range of customers to reuse efficient designs on a unified architecture, thereby reducing the waste of resources from redundant R&D and promoting the popularization of biomanufacturing.

On the manufacturing side, Beisheng Biotechnology possesses a complete self-owned supply chain, extending upstream to fully cover the capabilities of traditional "component suppliers," thus achieving a closed loop within the company, significantly reducing production costs and improving production efficiency. Beisheng Biotechnology has independently developed and produced over 400 DNA and strain manufacturing processes and data production process-related reagents, and 100% self-developed and produced 7 core molecular enzyme raw materials. Beisheng Biotechnology has independently developed its own intellectual property rights for large-scale genome modification processes and a complete set of related tools and reagents, thereby achieving efficient and low-cost strain manufacturing. Based on its proprietary processes, Beisheng Biotechnology has further developed China's first set of self-owned intellectual property rights non-standard automated equipment, fully replacing imported laboratory automated equipment, further enhancing its barriers to entry in DNA and strain manufacturing and fermentation process development.

On the self-developed product side, based on its unique synthetic biology industry foundation, Beisheng Biotechnology product development capabilities are characterized by extremely high cost efficiency, thus possessing the broadest application expansion capabilities.

Beisheng Biotechnology's current beneficial shareholders include well-known Chinese investment institutions such as Sequoia Capital, Miracle Ventures, Linear Capital, and Oasis Capital. Beisheng Biotechnology has successively obtained qualifications and honors such as Shenzhen Synthetic Biology Certified Enterprise (深圳市合成生物學認定企業), Shenzhen Innovative SME (深圳市創新型中小企業), Shenzhen Specialized and Innovative Enterprise (深圳市專精特新企業), National Science and Technology SME (國家科技型中小企業), and was selected as one of the 2024 Outstanding Brands in Synthetic Biology and Biomanufacturing (2024合成生物學與生物製造卓越品牌榜入選企業).

Financial Information of the Beisheng Biotechnology Group

Set out below is the unaudited financial information of the Beisheng Biotechnology Group for the two years ended 31 December 2023 and 31 December 2024 and for the eleven months ended 30 November 2025:

	For the year ended 31 December 2023	**For the year ended 31 December 2024**	**For the eleven months ended 30 November 2025**
	(RMB'000)	*(RMB'000)*	*(RMB'000)*
	(unaudited)	(unaudited)	(unaudited)
Revenue	1,811.2	3,945.3	486.7
Loss before tax	19,267.3	11,266.7	7,599.6
Loss after tax	19,267.3	11,266.7	7,599.6

As at 30 November 2025, the unaudited consolidated net asset value of the Beisheng Biotechnology Group was approximately RMB47,500,000 or approximately HK$52,700,000.

INFORMATION ON THE VENDOR

To the best information and belief of the Directors after making reasonable enquiry, the Vendor is independent third party of the Company and its connected persons as at the date of this announcement.

INFORMATION ON THE PURCHASER AND THE GROUP

The Purchaser is a company incorporated under the laws of the British Virgin Islands with limited liability, which is a direct wholly owned subsidiary of the Company, and is principally engaged in investment holding.

The Group is principally engaged in: (i) accommodation business, namely, the provision of accommodation operations, the provision of property facilities management services, and the provision of accommodation consultations services and other related business; and (ii) the healthcare and beauty business in the PRC.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group believes that R&D of proprietary rights and technology related to the healthcare and beauty business is key to attaining its competitive advantage. The Group is currently focusing its R&D in the areas of:-

(a) Type III Collagen-Hyaluronic Acid "Dual-Protein" Aqua Shots, mainly aimed at using hyaluronic acid permeation enhancement technology, compounded with recombinant Type III collagen + acetylated hyaluronic acid (AcHA),to increase the transdermal efficiency and thus achieving instant filling + long-term regeneration;

(b) Hydroxyapatite/Collagen Composite Filler, targeting the sizeable market of temple filling;

(c) Photoelectric Activation-Type Collagen Repair Serum, mainly aimed at developing serum containing thermo/photo-sensitive liposomes that release collagen peptides under specific wavelength irradiation, achieving "device-activated" precise repair; and

(d) Stem Cell Exosome Targeted Anti-ageing Therapy, mainly aimed at developing lyophilized exosome microspheres and achieving targeted release + long-lasting repair.

In the course of the development, the Group noted the opportunity to acquire an interest in Beisheng Biotechnology specializing in strain design and fermentation process development. Beisheng Biotechnology has established a comprehensive, closed-loop synthetic biology infrastructure, encompassing design software, vector and strain standard architectures, DNA and strain manufacturing platforms, data generation, and the R&D and production of process-related reagents and equipment. Beisheng Biotechnology also has comprehensive de novo DNA synthesis capabilities, core enzyme R&D and production capabilities, and fermentation-based R&D and production capabilities for proteins, small molecules, and complex products, from pilot to pilot-scale.

The Group believes that by acquiring an interest in Beisheng Biotechnology through the Acquisition, it can secure the services of Beisheng Biotechnology, improve the efficiency of its own R&D projects, reduce R&D costs, and accelerate the commercialization of its R&D results. All the existing shareholders and management of Beisheng Biotechnology, to the best knowledge, information and belief of the Board and after making all reasonable enquiries, are independent third parties (within the meaning of the Listing Rules). Upon successful completion of the Acquisition, the Group will be able to nominate and replace up to 2 directors to the current board of directors of Beisheng Biotechnology, made up of 5 members.

The Directors (including the independent non-executive Directors) consider that the Acquisition is conducted on normal commercial terms, and that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceed(s) 5% but is/are less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Rule 14.06(2) of the Listing Rules and is subject to the notification and announcement requirements but is exempt from the Shareholders' approval requirement under the Listing Rules.

Shareholders and potential investors of the Company should note that the Completion is subject to the fulfillment of the conditions precedent under the Sale and Purchase Agreement. As the Acquisition may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings set forth below:

"Acquisition"	the proposed acquisition of the Sale Shares and the Sale Loan by the Purchaser from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
"Beisheng Biotechnology"	Beisheng Biotechnology (Shenzhen) Co., Ltd.*(倍生生物科技(深圳)有限公司)
"Beisheng Biotechnology Group"	Beisheng Biotechnology and its subsidiaries
"Board"	the board of Directors
"Business Day"	means a day (other than a Saturday, Sunday or public holiday) on which licensed commercial banks in Hong Kong are open for general banking business for members of the public in Hong Kong
"Company"	Legend Strategy International Holdings Group Company Limited, a company incorporated in Cayman islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 01355)
"Completion"	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement

"Consideration"	the total consideration of HK$22,000,000 in relation to the Acquisition under the Sale and Purchase Agreement
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 March 2026 (or such other date as the parties to the Sale and Purchase Agreement may agree from time to time)
"PRC"	the People's Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Purchaser"	Perfect Peace Global Limited (佳怡環球有限公司), a company incorporated under the laws of the British Virgin Islands and a direct wholly owned subsidiary of the Company
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the conditional sale and purchase agreement (as originally executed and such modification, amendment, addition or supplement from time to time) dated 23 December 2025 entered into between the Purchaser and the Vendor in relation to the Acquisition

"Sale Loan"	the shareholder's loan(s) owed by the Target Company to the Vendor, being HK$17,536,965 at date of the Sale and Purchase Agreement
"Sale Shares"	10,000 shares in the Target Company, representing 100% of the issued share capital of the Target Company
"Share(s)"	shares of HK$0.01 each in the capital of the Company
"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	AURO Hong Kong Limited (奧諾香港有限公司), a company incorporated under the laws of Hong Kong with limited liability and wholly owned by the Vendor as at the date of this announcement
"Vendor"	Ms. Zheng Tong (鄭彤女士), a merchant and is an independent third party of the Company and its connected persons
"%"	per cent.

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK$ are calculated at the approximate exchange rate of RMB1.00 to HK$1.11. This exchange rate is for purpose of illustration only and do not constitute a representation that any amount have been, could have been, or may be, exchanged at this or another rate.

By Order of the Board
Legend Strategy International Holdings Group Company Limited
Lee Tsz Yan
Executive Director

Hong Kong, 23 December 2025

* *English name for identification purpose only*

As at the date of this announcement, the Board comprises:

Executive Director:
Ms. Lee Tsz Yan

Non-executive Directors:
Mr. Cheung Ching Mo
Mr. Hu Xinglong

Independent non-executive Directors:
Mr. Wu Jilin
Mr. Lam Cheung Shing Richard
Mr. So Yin Wai