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Seven Elements Investment Holdings Limited
七元投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(formerly known as Zhaobangji Lifestyle Holdings Limited 兆邦基生活控股有限公司)

(Stock code: 1660)

VOLUNTARY ANNOUNCEMENT
PROPOSED ACQUISITION OF THE ASSET MANAGEMENT COMPANY

This announcement is made by the Company on a voluntary basis to provide shareholders and potential investors of the Company with the latest business update of the Group.

PROPOSED ACQUISITION

Assets to be acquired

The Board is pleased to announce that, on 23 December 2025, the Company (as purchaser) and the Vendor entered into the Sale and Purchase Agreement, pursuant to which, the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the Sale Shares, respectively, representing 100% issued share capital of the Asset Management Company, respectively.

As at the date of this announcement, the Vendor is the legal and beneficial owner of the Sale Shares.

Consideration

The Consideration, which shall not exceed HK$10,000,000, shall be calculated as follows:

Consideration = HK$5,000,000 + Unaudited NAV

The Consideration shall be paid to the Vendor in the following manner:

(a) HK$5,000,000 at Completion; and

(b) the Unaudited NAV within twenty-one Business Days after Completion.

The Consideration was determined after arm's length negotiations among the Parties with reference to the net asset value of the Asset Management Company and valuation of comparable peers in the market.

Conditions Precedent

Completion is conditional upon and subject to the satisfaction (or waiver, as the case may be) of the following Conditions Precedent on or before the Long Stop Date:

(a) the approval of the Company and its ultimate beneficial owners becoming substantial shareholders of the Asset Management Company pursuant to section 132 of the SFO having been obtained;

(b) the Asset Management Company having maintained (i) at least two responsible officers recognised under section 126 of the SFO, covering the Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities, and without being subject to any conditions; and (ii) sufficient employees for the conduct of its ordinary course of business in Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities;

(c) the license for Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities held by the Asset Management Company and issued by the SFO remaining valid and subsisting, and there being no (i) ongoing or pending disciplinary action/proceedings, and/or (ii) investigation under the SFO against the Asset Management Company, the Vendors, and/or the responsible officers of the Asset Management Company;

(d) there having been no occurrence of any material adverse change to the Asset Management Company; and

(e) on the Completion Date and at all times during the period from the date of the Sale and Purchase Agreement until the Completion Date, each representation, warranty and undertaking made by the Vendors remaining true, accurate and not misleading in all material respects.

The Company may waive in writing any of the Conditions Precedent (save for (a) to (c)) at its sole and absolute discretion at any time prior to the Long Stop Date.

If any of the Conditions Precedent have not been fulfilled or waived on or before the Long Stop Date, the Sale and Purchase Agreement shall lapse automatically (except the confidentiality obligations and certain clauses as specified therein) with effect from the Long Stop Date, and the Vendors shall refund the Refundable Deposit (less the Within-Limit Agreed Expenses) to the Company within three (3) Business Days without interest, and no Party shall have any claim against any other Parties.

Completion

Completion shall take place on the Completion Date. Upon Completion, the Asset Management Company will become a wholly-owned subsidiary of the Company and the financial results of the Asset Management Company will be consolidated into the financial statements of the Company.

REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION

The Asset Management Company is a company incorporated in Hong Kong with limited liability principally engaged in asset management business and security advisory business, and is licensed by the SFC to carry out Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities under the SFO. The net asset value of the Asset Management Company as at 30 June 2025 was approximately HK$4,300,000.

The Company is principally engaged in the trading of machinery and spare parts, leasing of machinery and provision of related services, provision of transportation services and money lending in Hong Kong, and provision of property management services, leasing of machinery and property leasing, subletting, retail, money lending and other businesses in the PRC. With the slowdown in the real estate market in Hong Kong and the PRC in the past few years, the performance of the Company has been adversely impacted and the Board is actively looking to diversify its sources of business.

As detailed in our announcement on 13 November 2025, the Board believes that the financial services industry in Hong Kong has a strong prospect based on macro support from government policies. Together with the acquisition of the securities company as detailed in our announcement thereto, the Board believes that the acquisition of the Asset Management Company provides a low investment cost entry point for the Group to enter the financial services industry and develop the Group into a diversified financial platform. Furthermore, the Asset Management Company currently manages an open-ended fund company in Hong Kong with an approximately asset size of HK$27,000,000 (the "**Fund**") with an operating history of approximately 4 years. The Fund also has a qualified foreign institutional investor ("**QFII**") license to directly invest in the PRC market. The Company believes that this license can help the Company to provide a more unique product offering for our potential clients.

Based on the above, the Directors are of the view that the Proposed Acquisition is in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE PARTIES

The Company is principally engaged in the trading of machinery and spare parts, leasing of machinery and provision of related services, provision of transportation services and money lending in Hong Kong, and provision of property management services, leasing of machinery and property leasing, subletting, retail, money lending and other businesses in the PRC.

The Vendor is the parent company that wholly-owns the Asset Management Company licensed by the SFC to carry out Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities under the SFO.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, as at the date of this announcement, the Vendor is a third party independent of the Company and its connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As all the applicable percentage ratios in respect of the Proposed Acquisition under Rule 14.07 of the Listing Rules are below 5%, the Proposed Acquisition does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

"applicable percentage ratios"	have the meanings ascribed to it under the Listing Rules;
"Asset Management Company"	Legend Arb Advisors Limited (利臻投資顧問有限公司), a company incorporated in Hong Kong with limited liability and licensed by the SFC to carry out Type 4 (Advising on Securities), Type 5 (Advising on Futures Contracts) and Type 9 (Asset Management) regulated activities under the SFO;
"Board"	the board of Directors;
"Business Day"	any day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open and providing normal banking services;
"Company"	Seven Elements Investment Holdings Limited (七元投資控股有限公司) (stock code: 1660), a company incorporated in the Cayman Islands with limited liability, the ordinary shares of which are listed on the Main Board of the Stock Exchange;

"Completion"	the completion of the Proposed Acquisition;
"Completion Date"	the date on which Completion takes place, being the tenth (10th) Business Day after the date upon which all the Conditions Precedent are fulfilled or waived, or such other date as the Parties may agree in writing;
"Conditions Precedent"	the conditions precedent set out in the Sale and Purchase Agreement;
"connected person(s)"	have the meanings ascribed to it under the Listing Rules;
"Consideration"	the consideration payable by the Company for the Proposed Acquisition;
"Directors"	the director(s) of the Company;
"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 PRC;
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
"Long Stop Date"	the date falling ten (10) calendar months after the date of the Sale and Purchase Agreement, or such later date as the Parties may agree in writing;
"Main Board"	the main board of the Stock Exchange;
"Parties"	parties to the Sale and Purchase Agreement, being the Company and the Vendor;
"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;

"Sale and Purchase Agreement"	the sale and purchase agreement dated 23 December 2025 among the Parties for the Proposed Acquisition;
"Sale Shares"	10,001 ordinary shares in the Asset Management Company, representing 100% equity interest in the Asset Management Company;
"SFC"	the Securities and Futures Commission of Hong Kong;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Unaudited NAV"	the unaudited net asset value of the Asset Management Company as stated in its unaudited management accounts for the period from 1 July 2025 up to the Completion Date;
"Vendor"	Legend Arb Financial Group Limited (智睿金融有限公司)

Shareholders and potential investors should be aware that Completion is subject to certain conditions precedent. Therefore, shareholders and prospective investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Seven Elements Investment Holdings Limited
Li Yichen
Executive Director

Hong Kong, 23 December 2025

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Li Yichen, Mr. Meng Zhaoyi, Mr. Wen Xiaojian and Ms. Zeng Yue Ying; and three independent non-executive Directors, namely, Mr. Hui Chin Tong Godfrey, Mr. Ye Longfei and Mr. Yu Chor On.