

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Plover Bay Technologies Limited

玊灣科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1523)

CONNECTED TRANSACTIONS IN RELATION TO TENANCY AGREEMENTS 2025

THE TENANCY AGREEMENTS 2025

On 31 December 2025 (after trading hours), Pegatrack, an indirect wholly-owned subsidiary of the Company as tenant, has entered into the Pegatrack Tenancy Agreements and PismoTech, an indirect wholly-owned subsidiary of the Company as tenant, has entered into the PismoTech Tenancy Agreements (collectively, the “Tenancy Agreements 2025”) with certain Leasing Companies as landlord respectively for the lease in respect of the Pegatrack Premises and the PismoTech Premises (collectively, the “Premises”) for a term of two years commencing from 1 January 2026 and expiring on 31 December 2027. The uses of the Premises are for office, warehouse and product development purposes.

As at the date of this announcement, each of the Leasing Companies is beneficially owned by Mr. Chan, an executive Director, the Chairman and a controlling shareholder of the Company. Therefore, each of the Leasing Companies is an associate of Mr. Chan and a connected person of the Company. Thus, each of the lease transactions contemplated under each of the Tenancy Agreements 2025 constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

LISTING RULES IMPLICATIONS

The right-of-use assets acquired under the Tenancy Agreements 2025 will be recognised by the Group in its consolidated statement of financial position in accordance with the HKFRS 16 Leases. Accordingly, the entering of the Tenancy Agreements 2025 and the transactions contemplated thereunder will be deemed as acquisition of right-of-use assets by the Group. The total value of the right-of-use assets is estimated to be approximately HK\$17,820,000 (equivalent to approximately US\$2,285,000), which is calculated with reference to the present value of the aggregated lease payments to be made under the Tenancy Agreements 2025. As the highest applicable percentage ratio of the estimated value of the right-of-use assets to be recognized by the Group under the Tenancy Agreements 2025 is more than 0.1% but less than 5%, the entering of the Tenancy Agreements 2025 and the transactions contemplated thereunder are subject to the reporting and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 29 December 2023 in relation to the Tenancy Agreements 2023. The Tenancy Agreements 2023 will expire on 31 December 2025.

On 31 December 2025 (after trading hours), Pegatrack, an indirect wholly-owned subsidiary of the Company as tenant, has entered into the Pegatrack Tenancy Agreements and PismoTech, an indirect wholly-owned subsidiary of the Company as tenant, has entered into the PismoTech Tenancy Agreements with certain Leasing Companies as landlord respectively for the lease in respect of the Pegatrack Premises and the PismoTech Premises for a term of two years commencing from 1 January 2026 and expiring on 31 December 2027. The uses of the Premises are for office, warehouse and product development purposes.

THE TENANCY AGREEMENTS 2025

PEGATRACK TENANCY AGREEMENTS

On 31 December 2025, Pegatrack, an indirect wholly-owned subsidiary of the Company as tenant, and the Leasing Companies below, which are beneficially owned by Mr. Chan, as landlord, entered into the Pegatrack Tenancy Agreements for a term of two years starting from 1 January 2026 to 31 December 2027 (both days inclusive) in respect of the Pegatrack Premises.

Principal terms of the Pegatrack Tenancy Agreements and details of the Pegatrack Premises are set out below:

Landlord	Location	Gross area	Term	Annual rent payable	Rental deposit
RealEnergy Limited	Unit A1, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	1,077 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$245,556 2027: HK\$245,556	HK\$61,389
OpenGain Limited	Unit A2, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	1,276 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$290,928 2027: HK\$290,928	HK\$72,732
Ultra Land Limited	Unit A3A, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	900 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$205,200 2027: HK\$205,200	HK\$51,300
PBS Ventures Limited	Unit A5, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	2,953 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$673,284 2027: HK\$673,284	HK\$168,321
Nice Achieve Limited	Unit A6, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	1,844 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$420,432 2027: HK\$420,432	HK\$105,108
Plan Smart Limited	Unit B, 5/F, Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon	7,323 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$1,449,960 2027: HK\$1,449,960	HK\$362,490
Total		15,373 sq. ft.		2026: HK\$3,285,360 2027: HK\$3,285,360	HK\$821,340

PISMOTECH TENANCY AGREEMENTS

On 31 December 2025, PismoTech, an indirect wholly-owned subsidiary of the Company as tenant, and the Leasing Companies below, which are beneficially owned by Mr. Chan, as landlord, entered into the PismoTech Tenancy Agreements for a term of two years starting from 1 January 2026 to 31 December 2027 (both days inclusive) in respect of the PismoTech Premises.

Principal terms of the PismoTech Tenancy Agreements and details of the PismoTech Premises are set out below:

Landlord	Location	Gross area	Term	Annual rent payable	Rental deposit
Ultra Prosper Limited	Unit A3B, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	821 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$187,188 2027: HK\$187,188	HK\$46,797
Perfect Giant Limited	Unit A7, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	2,083 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$474,924 2027: HK\$474,924	HK\$118,731
Talent Trend International Limited	Unit A8, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	2,083 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$474,924 2027: HK\$474,924	HK\$118,731
Advance Action Limited	Unit A9, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	2,083 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$474,924 2027: HK\$474,924	HK\$118,731
Winning Castle Limited	Unit B, 5/F, Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon	7,206 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$1,642,968 2027: HK\$1,642,968	HK\$410,742
Rise Gold Limited	Unit A, 5/F, Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon	7,012 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$1,388,376 2027: HK\$1,388,376	HK\$347,094
Mega Deal Limited	Unit A, 11/F, Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon	7,012 sq. ft.	1 January 2026 to 31 December 2027	2026: HK\$1,388,376 2027: HK\$1,388,376	HK\$347,094
Total		28,300 sq. ft.		2026: HK\$6,031,680 2027: HK\$6,031,680	HK\$1,507,920

The monthly rent payable by Pegatrack and PismoTech shall be settled on a monthly basis. The deposit is non-interest bearing and shall be returned to Pegatrack and PismoTech (subject to deduction, if applicable) upon the expiration of the each of the Tenancy Agreements 2025. The aggregate amount payable under the Tenancy Agreements 2025 is approximately HK\$19 million, which are exclusive of management fee. The rent payable for Tenancy Agreements 2025 is determined after arm's length negotiations between Pegatrack, PismoTech and the Leasing Companies after taking into consideration the prevailing market price of comparable premises in the vicinity of the Premises.

The comparison of annual rent payable for Tenancy Agreements 2025 and the historical rental payments for Tenancy Agreements 2023 are set out below:

	Proposed amounts for the years ending 31 December		Historical amounts for the years ended 31 December	
	2026	2027	2024	2025
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
Aggregated rental paid / payable	9,317,040	9,317,040	10,251,560	10,509,462
Total gross area as at 31 December	43,673 sq. ft.	43,673 sq. ft.	45,561 sq. ft.	45,561 sq. ft.
Average monthly rent per sq. ft.	17.78	17.78	18.75	19.22

THE RIGHT-OF-USE ASSET

The value of the right-of-use asset to be recognised by the Group under the Tenancy Agreements 2025 amounts to approximately HK\$17,820,000, which is the present value of the aggregated lease payments payable over the lease term of two-years, discounted using the incremental borrowing rate of the Group, which reflects the fixed rate at which the Group could borrow an amount similar to the value of the right-of-use asset.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENTS 2025

Reference is made to the announcement of the Company dated 29 December 2023 in relation to the Tenancy Agreements 2023 which will expire on 31 Dember 2025. The Group has been using the Premises for office, warehouse and product development purposes. The Tenancy Agreements serve to renew the leases on the Premises. The Board considers that the continued use of the Premises for office, warehouse and product development purposes would be beneficial to the Company as a whole in terms of saving on relocation and relevant administrative costs.

The terms of each of the leases in the Tenancy Agreements 2025 were negotiated on arm's length negotiations with reference to the prevailing market rent for comparable premises in the vicinity. The Directors, including the independent non-executive Directors, but excluding Mr. Chan who has material interest or conflict of role in the Tenancy Agreements 2025, are of the opinion that (i) the Group has been operating in the Premises for office, warehouse and product development purposes since 2012; (ii) entering of the Tenancy Agreements 2025 will enable the Group to continue its operations at the Premises; (iii) the terms of each of the Tenancy Agreements 2025 are agreed on normal commercial terms which are fair and reasonable; (iv) the proposed aggregate annual rent payable for the Tenancy Agreements 2025 are fair and reasonable; and (v) the connected transactions contemplated under each of the Tenancy Agreements 2025 are conducted in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

INFORMATION RELATING TO THE GROUP, PEGATRACK, PISMOTECH AND THE LEASING COMPANIES AND CONNECTED RELATIONSHIP BETWEEN THE PARTIES

The Group

The Group is principally engaged in the designing, development and marketing of SD-WAN routers and provision of software licenses and warranty and support services.

Pegatrack

Pegatrack is an indirect wholly-owned subsidiary of the Company and is principally engaged in the provision of management services to companies of the Group, including entering into the tenancy agreements for our office premises in Hong Kong.

PismoTech

PismoTech is an indirect wholly-owned subsidiary of the Company and is principally engaged in the provision of management services to companies of the Group, including entering into the tenancy agreements for our office premises in Hong Kong.

The Leasing Companies

The Leasing Companies, namely Real Energy Limited, Open Gain Limited, Ultra Land Limited, Ultra Prosper Limited, PBS Ventures Limited, Nice Achieve Limited, Perfect Giant Limited, Talent Trend International Limited, Advance Action Limited, Winning Castle Limited, Rise Gold Limited, Plan Smart Limited and Mega Deal Limited are property holding companies incorporated in Hong Kong. Each of the Leasing Companies is beneficially owned by Mr. Chan.

LISTING RULES IMPLICATIONS

As at the date of this announcement, each of the Leasing Companies is beneficially owned by Mr. Chan, an executive Director, the Chairman and a controlling shareholder of the Company. Therefore, each of the Leasing Companies is an associate of Mr. Chan and a connected person of the Company and each of the transactions contemplated under each of the Tenancy Agreements 2025 constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

In accordance with HKFRS 16 Leases, the Group if entering into lease transactions as lessee will recognise an additional asset representing its right to use the Premises in the total amount of approximately HK\$17,820,000, calculated with reference to the present value of the aggregated lease payments to be made under the Tenancy Agreements 2025. As such, the transactions contemplated under the Tenancy Agreements 2025 will be recognised as acquisitions of right-of-use assets which will constitute one-off connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that (i) Mr. Chan and his associates are connected persons of the Company; (ii) the Tenancy Agreements 2025 will be conducted on normal commercial terms; and (iii) the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the Tenancy Agreements 2025 is more than 0.1% but less than 5%, the transactions contemplated under the Tenancy Agreements 2025 are subject to the reporting and announcement requirements but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Chan, an executive Director, the Chairman and a controlling shareholder of the Company, is the beneficial owner of the Leasing Companies and therefore considered as having a material interest in the Tenancy Agreements 2025 and accordingly abstained from voting on the resolutions of the Board for the approval of the Tenancy Agreements 2025.

Save as disclosed above, none of the Directors has any material interest in the Tenancy Agreements 2025 and no Directors are required to abstain from voting on the resolutions of the Board approving the transactions contemplated thereunder.

DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Chairman”	the Chairman of the Board
“Company”	Plover Bay Technologies Limited 珩灣科技有限公司, a company incorporated in Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS 16 Leases”	Hong Kong Financial Reporting Standards 16 “Leases” which includes standards and interpretations promulgated by the Hong Kong Institute of Certified Public Accounts
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Leasing Companies”	the 13 leasing companies, namely Real Energy Limited, Open Gain Limited, Ultra Land Limited, Ultra Prosper Limited, PBS Ventures Limited, Nice Achieve Limited, Perfect Giant Limited, Talent Trend International Limited, Advance Action Limited, Winning Castle Limited, Rise Gold Limited, Plan Smart Limited and Mega Deal Limited, all companies are incorporated in Hong Kong with limited liabilities and are beneficially owned by Mr. Chan as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chan”	Mr. Chan Wing Hong Alex (陳永康先生), the Chairman, an executive Director and a controlling shareholder of the Company
“Pegatrack”	Pegatrack Limited, a company incorporated in Hong Kong with limited liability, and is an indirect wholly-owned subsidiary of the Company
“Pegatrack Premises”	Units A1, A2, A3A, A5, A6, on the 5th floor of Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon and Unit B on the 5th floor of Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon
“Pegatrack Tenancy Agreements”	the 6 tenancy agreements dated 31 December 2025, entered into between Pegatrack as tenant and the Leasing Companies, associates of Mr. Chan as landlord for the use of the Pegatrack Premises
“percentage ratio(s)”	has the meaning ascribed to it under the Listing Rules
“PismoTech”	PismoTech (S) Pte. Limited, a company incorporated in Singapore with limited liability, and is an indirect wholly-owned subsidiary of the Company

“PismoTech Premises”	Units A3B, A7, A8, A9 and Unit B on the 5th floor of Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon, Unit A on the 5th floor and Unit A on the 11th floor of Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon
“PismoTech Tenancy Agreements”	the 7 tenancy agreements dated 31 December 2025, entered into between PismoTech as tenant and the Leasing Companies, associates of Mr. Chan as landlord for the use of the PismoTech Premises
“Premises”	Units A1, A2, A3A, A3B, A5, A6, A7, A8, A9 and Unit B on the 5th floor of Hong Kong Spinners Industrial Building, Phase 6, 481 Castle Peak Road, Cheung Sha Wan, Kowloon, Units A, B on the 5th floor and Unit A on the 11th floor of Dragon Industrial Building, 93 King Lam Street, Cheung Sha Wan, Kowloon
“SD-WAN”	software defined wide area network
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreements 2023”	the 15 tenancy agreements dated 29 December 2023, entered into between Pegatrack as tenant and certain associates of Mr. Chan as landlord for the use of the Premises, details of which were disclosed in the announcements dated 29 December 2023

“Tenancy Agreements 2025” the Pegatrack Tenancy Agreements and the PismoTech Tenancy Agreements

“0%” per cent.

By Order of the Board of
Plover Bay Technologies Limited
Chan Wing Hong Alex
Chairman and executive Director

Hong Kong, 31 December 2025

As at the date of this announcement, the executive Directors are Mr. Chan Wing Hong Alex, Mr. Chau Kit Wai, Mr. Chong Ming Pui, Mr. Yeung Yu and Ms. Chiu Chi Ying; the independent non-executive Directors are Dr. Yu Kin Tim, Mr. Ho Chi Lam and Mr. Wan Sze Chung.