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信銘生命科技集團有限公司
Aceso Life Science Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00474)

DISCLOSABLE TRANSACTION
SUBSCRIPTION OF SHARES INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTION

The Board is pleased to announce that on 30 January 2026 (after trading hours), the Company entered into the Subscription Agreement with IFGL, pursuant to which the Company has conditionally agreed to subscribe for, and IFGL has conditionally agreed to allot and issue, the Subscription Shares for an aggregate Subscription Price of HK$177,162,000, which shall be settled by the issue of the Consideration Shares by the Company under the General Mandate to IFGL (or its nominee(s)).

LISTING RULES IMPLICATIONS

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Subscription exceed 5% but are all less than 25%, the Subscription constitutes a disclosable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under Chapter 14 of the Listing Rules.

INTRODUCTION

On 30 January 2026 (after trading hours), the Company entered into the Subscription Agreement with IFGL, pursuant to which the Company has conditionally agreed to subscribe for, and IFGL has conditionally agreed to allot and issue, the Subscription Shares for an aggregate Subscription Price of HK$177,162,000, which shall be settled by the issue of the Consideration Shares by the Company under the General Mandate to IFGL (or its nominee(s)).

THE SUBSCRIPTION AGREEMENT

Major terms of the Subscription Agreement are set out below:

Date:	30 January 2026
Parties	(1) the Company; and
	(2) IFGL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, IFGL and its ultimate beneficial owners are Independent Third Parties.

Subject Matter

Pursuant to the Subscription Agreement, the Company has conditionally agreed to subscribe for, and IFGL has conditionally agreed to allot and issue, the Subscription Shares.

The Subscription Shares

The Subscription Shares, when issued, shall rank *pari passu* in all respects with all other existing IFGL Shares outstanding at the date of allotment and issue and be entitled to all dividends and distributions, the record date of which falls on a date on or after the date of the allotment and issue. As at the date of this announcement, there are a total of 10,670 IFGL Shares in issue. A total of 2,624 Subscription Shares represent:

(i) approximately 24.59% of the total number of IFGL Shares in issue as at the date of this announcement; and

(ii) approximately 19.74% of the total number of IFGL Shares as enlarged by the allotment and issue of the Subscription Shares (assuming there is no change in the issued share capital of IFGL between the date of this announcement and the Completion Date save for the issuance of the Subscription Shares).

Basis of the Subscription Price of the Subscription Shares

The Subscription Price was determined based on arm's length negotiations between the Company and IFGL with reference to (i) the market value of IFGL as at 30 November 2025 as assessed by BonVision International Appraisals Limited, an independent valuer, using asset-based approach method; and (ii) the business development opportunity and prospects of IFGL, and the Directors consider to be on normal commercial terms, and are fair and reasonable.

The asset-based approach is adopted because the value of IFGL Group is primarily driven by its investment positions and liquid assets, which can be reliably measured at market value.

When considering the fair value of IFGL Group, a marketability discount of 9.88% has been adopted to reflect the lack of marketability of investment holding company and a minority discount of 10.73% has been adopted to reflect the lower marketability of a non-controlling interest compared to a controlling interest.

The Consideration Shares

Pursuant to the Subscription Agreement, the Company will allot and issue 1,476,350,000 Consideration Shares at the Issue Price to IFGL (or its nominee(s)) upon Completion.

As at the date of this announcement, there are a total of 7,381,776,805 Shares in issue. A total of 1,476,350,000 Consideration Shares represent:

(i) approximately 20.00% of the total number of Shares in issue as at the date of this announcement; and

(ii) approximately 16.67% of the total number of Shares as enlarged by the allotment and issue of the Consideration Shares (assuming there is no change in the issued share capital of the Company between the date of this announcement and the Completion Date save for the issuance of the Consideration Shares).

The Issue Price of the Consideration Shares

The Issue Price of HK$0.12 per Consideration Share:

(i) is equal to the closing price of HK$0.12 per Share as quoted on the Stock Exchange on the date of the Subscription Agreement; and

(ii) represents a premium of approximately 0.33% to the average closing price of approximately HK$0.1196 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription Agreement.

The Issue Price was determined after arm's length negotiation between the Company and IFGL with reference to, *inter alia*, the prevailing market price of the Shares.

The Board considers that the Issue Price is fair and reasonable and is in the interests of the Company and its Shareholders as a whole.

General Mandate

The Consideration Shares will be allotted and issued by the Company under the General Mandate. The Company is authorized to issue up to 1,476,355,361 new Shares under the General Mandate. As at the date of this announcement, the General Mandate has not been utilized. Accordingly, the General Mandate is sufficient for the issue of the Consideration Shares and therefore the issue of the Consideration Shares is not subject to the approval of its Shareholders.

The Consideration Shares shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue including the rights to all dividends, distributions and other payments made or to be made, the record date of which falls on or after the date of allotment and issue.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange.

Conditions Precedent

Completion of the Subscription Agreement is subject to the fulfilment or waiver of the following conditions:

(a) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Consideration Shares;

(b) all necessary approvals from the relevant governmental or regulatory authorities or third parties of either IFGL or the Company for the consummation of the transactions contemplated under the Subscription Agreement having been obtained;

(c) the Company informing IFGL in writing that its has completed the due diligence on the legal, financial, operational and other aspects of IFGL and its subsidiaries and is satisfied in all respects thereof; and

(d) all warranties remaining true, accurate and not misleading in all respects.

The Company may in its absolute discretion waive the above conditions (c) and/or (d). If the above conditions have not been fulfilled or waived on or before 31 March 2026 (or such later date as may be agreed in writing between the parties), the Subscription Agreement shall lapse and be terminated and the parties thereto shall be released from all obligations thereunder, save for any liability arising out of any antecedent breaches thereof.

Completion

Completion shall take place on the Completion Date.

Upon Completion, IFGL will not become a subsidiary of the Company, but will be accounted for as financial assets at fair value through other comprehensive income of the Company.

The Company shall be entitled to nominate such number of director(s) of IFGL on a pro rata basis in proportion to its relevant shareholding in IFGL.

INFORMATION OF IFGL

IFGL is a company incorporated in the British Virgin Islands with limited liability. IFGL is a direct non-wholly owned subsidiary of Imagi International Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 585).

IFGL, through its subsidiaries, is principally engaged in the provision of integrated financial services, including but not limited to (i) securities brokerage and related services; (ii) margin financing; (iii) asset management; (iv) money lending; and (v) securities investments and proprietary trading.

The following information is extracted from the unaudited consolidated financial information of IFGL for the two years ended 31 December 2023 and 2024:

	For the year ended 31 December	
	2024	**2023**
	HK$'000	*HK$'000*
Revenue	38,205	49,033
Loss before tax	12,530	12,230
Loss after tax	12,530	14,722

The unaudited net assets of IFGL was approximately HK$820.3 million as at 30 November 2025.

The Company engaged an independent professional valuer to prepare a valuation report on IFGL. Employing the asset-based approach, the valuer concluded that the value of IFGL stood at approximately HK$720.5 million as of 30 November 2025.

All information relating to IFGL, including information relating to its business and its financial information, as disclosed in this Announcement were provided by IFGL.

INFORMATION OF THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and the Group is principally engaged in property leasing.

EFFECTS ON THE ISSUE OF THE CONSIDERATION SHARES ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company before and after the Completion will be as follows (assuming there is no change in the issued share capital of the Company between the date of this Announcement and the Completion Date save for the issuance of the Consideration Shares):

Name of shareholders	**Immediately before the Completion**		**Immediate after the Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Zhiliang Ou *(Note 1)*	733,752	0.01%	733,752	0.01%
Fok Chi Tak *(Note 1)*	60,871,152	0.82%	60,871,152	0.68%
Chan Ming Sun Johnathan *(Note 2)*	733,752	0.01%	733,752	0.01%
Lam Kwan Sing *(Note 2)*	733,752	0.01%	733,752	0.01%
Glory Century Limited *(Note 3)*	389,802,000	5.28%	389,802,000	4.40%
Century Golden Resources Investment Co., Ltd. *(Note 4)*	800,000,000	10.84%	800,000,000	9.03%
Li Shao Yu *(Note 5)*	4,120,683,115	55.82%	4,120,683,115	46.52%
IFGL (or its nominee(s))	–	–	1,476,350,000	16.67%
Other public shareholders	2,008,219,282	27.21%	2,008,219,282	22.67%
	7,381,776,805	100%	8,858,126,805	100%

Notes:

1. Dr. Zhiliang Ou and Mr. Fok Chi Tak, being the executive directors of the Company, are interested in 733,752 Shares and 60,871,152 Shares respectively as at the date of this announcement.

2. Mr. Chan Ming Sun Johnathan and Mr. Lam Kwan Sing, being the independent non-executive directors of the Company, each of them is interested in 733,752 Shares as at the date of this announcement.

3. Glory Century Limited is indirectly wholly owned by Hao Tian International Construction Investment Group Limited ("**HTICI**") whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 1341).

4. Based on the best information of the Company, each of Mr. Huang Shiying and Mr. Huang Tao was deemed to be interested in 800,000,000 Shares held by Century Golden Resources Investment Co., Ltd. ("**Century Golden**") pursuant to the SFO by virtue of their controlling interest in Century Golden.

5. Those Shares were held directly by (i) Team Success Venture Holdings Limited as to 230,900,000 Shares and TRXY Development (HK) Limited as to 46,332,000 Shares, both are beneficially and wholly-owned by Ms. Li Shao Yu; and (ii) Ms. Li Shao Yu as to 3,843,451,115 Shares.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Company is principally engaged in property leasing in London, United Kingdom. Prior to the de-consolidation of certain subsidiaries (i.e. HTICI and its subsidiaries) in May 2025, the Company also engaged in the business of financial services through those subsidiaries. In light of the recent improvement in stock market conditions, the Board considers this to be an appropriate time for the Company to participate again in financial services business through selective investment. The Company has identified strong potential in IFGL, particularly in its brokerage and securities investment business. IFGL, through its subsidiaries, holds licensed corporations under SFO that operate established brokerage services and securities investment activities.

Through investment in IFGL, the Company could gain exposure again to regulated financial services and capital market opportunities, while retaining flexibility in its overall strategy. This investment is expected to broaden the Company's business portfolio beyond property leasing and enhance resilience against market fluctuations. Moreover, the net assets value per share of the Company can be enhanced upon the Subscription which is beneficial to the Company and its Shareholders as a whole.

The Board believes that combining the stable rental income from the Company's London property leasing operations with IFGL's financial services business could strengthen the Company's long-term growth prospects and create greater value for shareholders.

As the Company will allot and issue the Consideration Shares to IFGL (or its nominee(s)) and no cash consideration would be paid, the internal financial resources of the Group would not be affected. It is expected that both the total assets and net assets of the Group will be increased subsequent to the Completion.

In view of the above, the Directors consider that the terms of the Subscription Agreement are on normal commercial terms, and are fair and reasonable, and the transactions contemplated thereunder are in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Subscription exceed 5% but are all less than 25%, the Subscription constitutes a disclosable transaction of the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements but is exempt from shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

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

"Board"	the board of Directors;
"Business Day"	a day (excluding Saturday, Sunday and any other public holidays) on which banks in Hong Kong are generally open for settlement business;
"Company"	Aceso Life Science Group Limited 信銘生命科技集團有限公司, 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: 474);
"Completion"	completion of the Subscription pursuant to the Subscription Agreement;
"Completion Date"	the date falling within three (3) Business Days after the fulfilment (or waiver as the case may be) of all the conditions precedent under the Subscription Agreement or such other date as the parties may agree in writing;
"Consideration Shares"	1,476,350,000 Shares to be issued to IFGL (or its nominee(s)) by the Company at the Issue Price as the consideration for the Subscription Shares;
"Directors"	the director(s) of the Company;
"General Mandate"	the mandate granted to the Directors to issue, allot and deal with (including sale and transfer of treasury shares) up to 20% of the issued share capital of the Company as at the date of its annual general meeting held on 16 September 2025;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;

"IFGL"	Imagi Fin Group Limited, a company incorporated in the British Virgin Islands with limited liability and a direct non-wholly owned subsidiary of Imagi International Holdings Limited, whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 585);
"IFGL Group"	IFGL and its subsidiaries;
"IFGL Shares"	share(s) with nil par value in the share capital of IFGL;
"Independent Third Party(ies)"	any person or company or their respective ultimate beneficial owner(s), to the best knowledge, information and belief of the Directors and having made all reasonable enquiries, are third parties independent of the Company and its connected persons;
"Issue Price"	the issue price of HK$0.12 per Consideration Share;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"SFC"	the Securities and Futures Commission of Hong Kong;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time;
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholders"	holder(s) of the Share(s);
"Stock Exchange" or "SEHK"	The Stock Exchange of Hong Kong Limited;
"Subscription"	the subscription of the Subscription Shares by the Company pursuant to the Subscription Agreement;
"Subscription Agreement"	the subscription agreement dated 30 January 2026 entered into between the Company and IFGL in respect of the Subscription;
"Subscription Price"	HK$177,162,000 or approximately HK$67,516 per Subscription Share;
"Subscription Shares"	the 2,624 IFGL Shares to be allotted and issued by IFGL to the Company (or its nominee(s)) pursuant to the Subscription Agreement;

"subsidiary"	a subsidiary for the purposes of the Listing Rules;
"%"	per cent.

By Order of the Board
Aceso Life Science Group Limited
Zhiliang Ou
Executive Director

Hong Kong, 30 January 2026

As at the date of this announcement, the board of directors of the Company comprises two executive directors, namely Dr. Zhiliang Ou (J.P. (Australia)) and Mr. Fok Chi Tak; one non-executive director, namely Ms. Jiang Yang; and three independent non-executive directors, namely Mr. Chan Ming Sun Jonathan, Mr. Lam Kwan Sing and Mr. Mak Yiu Tong.