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# Youzan Technology Limited

# 有贊科技有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 6051)**

# PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE

## PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation pursuant to which every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK$0.20 each in the share capital of the Company. The Share Consolidation is conditional upon, among other things, the approval of Shareholders at the AGM.

As at the date of this announcement, there are 32,978,308,752 Existing Shares (including 569,168,377 treasury shares) in issue which are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming no further Shares will be issued and/or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, there will be 1,648,915,437 whole Consolidated Shares in issue which are fully paid or credited as fully paid.

## PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lots of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 5,000 Consolidated Shares.

## GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, among other things, approve the Share Consolidation and Change in Board Lot Size. A circular containing, among other things, details of the Share Consolidation and the Change in Board Lot Size, together with a notice convening the AGM, is expected to be despatched to the Shareholders on or before Friday, 5 June 2026.

**Shareholders and potential investors should note that the Share Consolidation is conditional upon the fulfilment of conditions as set out below. The Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation (including the Change in Board Lot Size) may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and if they are in any doubt about their position, they should consult their professional advisers.**

## PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK$0.20 each in the share capital of the Company. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the AGM. As none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the AGM.

**Conditions of the Share Consolidation**

The Share Consolidation is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the AGM approving the Share Consolidation;

(ii) the Listing Committee granting the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and

(iii) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the date of this announcement, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions above, the Share Consolidation will become effective on Friday, 3 July 2026, being the second Business Day after the date of the AGM.

**Effects of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company was HK$500,000,000 divided into 50,000,000,000 Existing Shares of par value of HK$0.01 each, of which 32,978,308,752 Existing Shares (including 569,168,377 treasury shares) have been issued and were fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be issued or repurchased from the date of this announcement up to the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK$500,000,000, but will be divided into 2,500,000,000 Consolidated Shares of par value of HK$0.20 each, of which 1,648,915,437 whole Consolidated Shares (including 28,458,418 treasury shares) will be in issue and fully paid or credited as fully paid. The Consolidated Shares shall rank pari passu in all respects with each other in accordance with the Bye-Laws.

Assuming there will be no change in the issued share capital of the Company from the date of this announcement up to the effective date of the Share Consolidation, the effects of the Share Consolidation on the share capital structure of the Company is summarised below:

| | **As at the date of this announcement** | **Immediately after the Share Consolidation becoming effective** |
|---|---|---|
| **Par value** | HK$0.01 per Existing Share | HK$0.20 per Consolidated Share |
| **Authorised share capital** | HK$500,000,000 | HK$500,000,000 |
| **Number of authorised Shares** | 50,000,000,000 | 2,500,000,000 |
| **Number of issued Shares** | 32,978,308,752 Existing Shares (including 569,168,377 treasury shares) | 1,648,915,437 whole Consolidated Shares (including 28,458,418 treasury shares) |

*Note:* The above share capital structure of the Company is for illustration purpose only.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that fractional Consolidated Shares (if any) will not be allocated to Shareholders who may otherwise be entitled.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group.

**Other securities of the Company**

***Share Option Scheme***

The Company adopted a share option scheme on 12 June 2019 which was terminated on 29 June 2023 (the "**Share Option Scheme 2019**"). As of the date of this announcement, the Company has outstanding share options entitling the holders thereof to subscribe for a total of 11,600,000 Existing Shares under the Share Option Scheme 2019.

No share options were granted, exercised, lapsed or cancelled under the Share Option Scheme 2023 which adoption was approved by the annual general meeting of the Company dated 29 June 2023 (the "**Share Option Scheme 2023**") since the date of adoption and up to the date of this announcement.

***Share Award Scheme***

As at the date of this announcement, the unvested award shares under share award scheme adopted on 31 May 2018 (the "**Share Aware Scheme**") was 176,108,086 Existing Shares.

***Adjustment to share options and awarded shares***

As the adjustment(s) to the outstanding share options and the outstanding awarded Shares will be subject to the Share Consolidation taking effect and, with respect to the share options, the said written confirmation from the auditors of the Company or the independent financial adviser to be appointed by the Company, the Company will make further announcement(s) regarding such adjustment(s) in accordance with the Listing Rules as and when appropriate.

The expected adjustments to be made in respect of the outstanding share options under the Share Option Scheme as a result of the Share Consolidation are set out as follows:

Outstanding share options pursuant to the Share Option Scheme 2019:

| Grantee | Position held within the Company | Date of grant | Exercise price per option before adjustment | Exercise price per option after adjustment | Number of Existing Share to be issued upon full exercise before the Share Consolidation becoming effective | Adjusted number of Consolidated Share to be issued upon full exercise |
|---|---|---|---|---|---|---|
| Mr. Zhu Ning | Executive Director and chief executive officer | 20 January 2023 | HK$0.385 | HK$7.7 | 1,000,000 | 50,000 |
| Mr. Yu Tao | Executive Director | 20 January 2023 | HK$0.385 | HK$7.7 | 1,000,000 | 50,000 |
| Other employees | | 20 January 2023 | HK$0.385 | HK$7.7 | 9,600,000 | 480,000 |
| | | | | | 11,600,000 | 580,000 |

Upon Share Consolidation, the unvested award shares under Share Award Scheme would be 8,805,404 Consolidated Shares.

***Scheme Mandate Limit and Services Provider Sublimit***

The number of share awards/options available for grant under the Scheme Mandate Limit as at the date of this announcement was 57,960,377 Shares. The number of share awards/options available for grant under the Services Provider Sublimit as at the date of this announcement was 57,960,377. Upon Share Consolidation becoming effective, the number of share awards/options available for grant under the Scheme Mandate Limit would be 2,898,018 Shares and the number of share awards/options available for grant under the Services Provider Sublimit would be 2,898,018.

Save as disclosed above, the Company does not have any other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares (as the case may be) as of the date of this announcement.

## PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK$0.111 per Existing Share (equivalent to the theoretical closing price of HK$2.22 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each existing board lot of Existing Shares is HK$444; (ii) the value of each existing board lot of Consolidated Shares is HK$8,880; and (iii) the estimated value per board lot of 5,000 Consolidated Shares would be HK$11,100 assuming that the Share Consolidation and the Change of Board Lot Size had been effective.

For the avoidance of doubt, the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. If the Share Consolidation does not become effective, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lot of 4,000 Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Under Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 has stated that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$2,000.

Taking into account of the closing price of HK$0.111 per Existing Share (equivalent to the theoretical closing price of HK$2.22 per Consolidated Share) as at the date of this announcement and the value per existing board lot was HK$444 per Existing Share as at the date of this announcement, the value per board lot was less than HK$2,000. The Share Consolidation and the Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. In addition, the Board considers that the Share Consolidation would reduce the number of Existing Shares currently in issue and increase the nominal value of the Shares, and bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange, thus maintaining the trading amount for each board lot at a reasonable level in order to attract more investors and to broaden the shareholder base of the Company. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. Furthermore, the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction costs for each securities trade.

The Board considers that the Share Consolidation and the Change in Board Lot Size are essential to achieve the abovementioned purpose. Taking into account of the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interest of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size. The Company also has no concrete plans to conduct any equity fundraising in the next 12 months. However, the Company is from time to time looking for investors to broaden its investor base and will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

## OTHER ARRANGEMENTS

### Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Friday, 3 July 2026 until Monday, 10 August 2026 (both days inclusive), between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the Existing Shares (in yellow) to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at the expense of the Company, for new share certificates of the Consolidated Shares (in brown) (on the basis of twenty (20) Existing Shares for one (1) Consolidated Share). Thereafter, certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

The details of such free exchange of share certificates will be set out in the circular to be issued by the Company.

After 4:10 p.m. on Thursday, 6 August 2026, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### Application for listing of the Consolidated Shares

Application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

**Fractional entitlement to the Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

**Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers. Details of the matching service will be provided in the circular to be despatched to the Shareholders.

**Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation and the Change in Board Lot Size; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

## EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the AGM and satisfaction of the conditions to the Share Consolidation and the Change in Board Lot Size and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

*Save where otherwise specified, all times and dates in this announcement refer to Hong Kong local times and dates.*

| **Event** | **Time and Date** |
|---|---|
| Despatch date of circular with AGM Notice | On or before Monday, 8 June 2026 |
| Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM | 4:30 p.m. on Wednesday, 24 June 2026 |
| Closure of the register of members for determining the entitlement to attend and vote at the AGM (both days inclusive) | From Thursday, 25 June 2026 to Tuesday, 30 June 2026 |

| **Event** | **Time and Date** |
|---|---|
| Latest date and time for lodging the proxy forms for the AGM | 10:00 a.m. on Sunday, 28 June 2026 |
| Expected date and time of the AGM | 10:00 a.m. on Tuesday, 30 June 2026 |
| Publication of announcement of poll results of the AGM | Tuesday, 30 June 2026 |

*The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size:*

| **Event** | **Time and Date** |
|---|---|
| Effective date of the Share Consolidation | Friday, 3 July 2026 |
| First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares | Friday, 3 July 2026 |
| Dealings in the Consolidated Shares commence | 9:00 a.m. on Friday, 3 July 2026 |
| Original counter for trading in Existing Shares in board lots of 4,000 Shares (in the form of existing share certificates) temporarily closes | 9:00 a.m. on Friday, 3 July 2026 |
| Temporary counter for trading in Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens | 9:00 a.m. on Friday, 3 July 2026 |

| Event | Time and Date |
|---|---|
| Effective date of the Change in Board Lot Size | Friday, 17 July 2026 |
| Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens | 9:00 a.m. on Friday, 17 July 2026 |
| Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences | 9:00 a.m. on Friday, 17 July 2026 |
| Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares | 9:00 a.m. on Friday, 17 July 2026 |
| Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares | 4:00 p.m. on Thursday, 6 August 2026 |
| Temporary counter for trading Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes | 4:10 p.m. on Thursday, 6 August 2026 |
| Parallel trading in the Consolidated Shares (in the form of new share certificate(s) and existing share certificate(s)) ends | 4:10 p.m. on Thursday, 6 August 2026 |
| Last day and time for free exchange of existing share certificates for the new share certificates of the Consolidated Shares | 4:30 p.m. on Monday, 10 August 2026 |

## GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, among other things, approve the Share Consolidation and the Change in Board Lot Size. In compliance with the Listing Rules, the relevant resolutions will be voted on by way of poll at the AGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Share Consolidation and the Change in Board Lot Size. No Shareholder would be required to abstain from voting on the relevant resolutions at the AGM.

A circular containing, among other things, details of the Share Consolidation and the Change in Board Lot Size, together with a notice convening the AGM, is expected to be despatched to the Shareholders on or before Monday, 8 June 2026.

## WARNING

**Shareholders and potential investors of the Company should note that the Share Consolidation and the Change in Board Lot Size are conditional upon the fulfilment of the conditions as set out in this announcement. The Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation (and the Change in Board Lot Size) may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and if they are in any doubt about their position, they should consult their professional advisers.**

## DEFINITIONS

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

| Term | Definition |
|---|---|
| "AGM" | the annual general meeting of the Company to be convened and held physically at 40th Floor, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong on Tuesday, June 30 2026 |
| "associate(s)" | has the meaning ascribed thereto in the Listing Rules |

| Term | Definition |
|---|---|
| "Board" | the board of Directors |
| "Business Day" | any day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for the transaction of normal business |
| "Bye-Laws" | the bye-laws of the Company as may be amended from time to time |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "Change in Board Lot Size" | the change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Existing Shares to 5,000 Consolidated Shares conditional upon the Share Consolidation becoming effective |
| "Company" | Youzan Technology Limited (有贊科技有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 6051) |
| "Consolidated Share(s)" | ordinary share(s) of par value of HK$0.20 each in the share capital of the Company after the Share Consolidation becoming effective |
| "Director(s)" | director(s) of the Company |
| "Existing Share(s)" | ordinary share(s) of par value of HK$0.01 each in the share capital of the Company before the Share Consolidation becoming effective |

| Term | Definition |
|---|---|
| "General Rules of HKSCC" | the terms and conditions regulating the use of HKSCC's services, as may be amended, supplemented and/or otherwise modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures |
| "Group" | the Company and its subsidiaries |
| "Guide" | the Guide on Trading Arrangements for Selected Types of Corporate Actions issued by The Hong Kong Exchange and Clearing Limited on 28 November 2008 and last updated in September 2024 |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "HKSCC Operational Procedures" | the operational procedures of the HKSCC, containing the practices, procedures and administrative or other requirements relating to the operations and functions of CCASS, as from time to time in force |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Listing Committee" | has the meaning ascribed to it in the Listing Rules |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Share(s)" | Existing Share(s) and/or Consolidated Share(s), as the case may be |

| Term | Definition |
|---|---|
| "Share Consolidation" | the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK$0.20 each |
| "Shareholder(s)" | holder(s) of the Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent |

By order of the Board
**Youzan Technology Limited**
**Zhu Ning**
*Chairman*

Hong Kong, 20 May 2026

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Zhu Ning and Mr. Yu Tao; and four independent non-executive Directors, namely Dr. Fong Chi Wah, Mr. Deng Tao, Mr. Li Shaojie and Ms. Li Qingyang.*