TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1201)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO 2025 ANNUAL REPORT AND CHANGE IN USE OF PROCEEDS FROM SUBSCRIPTIONS OF SHARES

Reference is made to the circulars of the Company dated 26 September 2025 ("**Circular I**") relating to the subscription of 100,000,000 subscription shares at the subscription price of HK$0.50 per subscription share ("**Subscription I**") and 16 December 2025 ("**Circular II**") relating to the subscription of 50,000,000 subscription shares at the subscription price of HK$0.50 per subscription share ("**Subscription II**"), and the annual report of the Company for the financial year ended 31 December 2025 (the "**2025 Annual Report**"). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the 2025 Annual Report.

The Board would like to provide additional information on the changes in use of proceeds from Subscription I and Subscription II as set out below.

Subscription I

As disclosed in Circular I and based on the actual net proceeds of approximately HK$49.448 million raised from Subscription I (as disclosed in 2025 Annual Report) (the "**Subscription I Proceeds**"), the Company intended to apply the Subscription I Proceeds in the following manner:

(i) approximately 40% (approximately HK$19.779 million) to repay outstanding loan;

(ii) approximately 40% (approximately HK$19.779 million) to explore new opportunities to further develop the Group's business, in particular, in a potential investment regarding the establishment of a joint venture company that was planned to operate charging stations for new energy heavy-duty trucks in the PRC (the "**JV Project**"); and

(iii) the remaining 20% (approximately HK$9.89 million) as general working capital to support the Group's operation for approximately three months for both Hong Kong head office and the production bases in the PRC.

After careful consideration of the Group's evolving business needs, the Group reallocated approximately HK$19.779 million from the Subscription I Proceeds which was originally allocated for the JV Project for the purposes as set out below:

1. At the relevant time in September 2025, as disclosed in Circular I, the Company had originally intended to allocate approximately HK$19.779 million of the Subscription I Proceeds for partial repayment of an outstanding loan in the principal amount of approximately HK$22.965 million owed by the Company to Hai Xia Finance Holdings Limited ("**Hai Xia**"). As there was a dispute between the Company and Hai Xia in relation to the principal amount and accrued interest with respect to such loan (the "**Dispute**"), the actual amount to be repaid remained subject to the outcome of the settlement negotiations with Hai Xia in relation to the Dispute. In mid-November 2025, as part of such settlement negotiations and with a view to resolving the Dispute efficiently, the Company repaid in full the outstanding principal amount of the loan of approximately HK$22.965 million (representing approximately 46% of the Subscription I Proceeds) as requested by Hai Xia as partial settlement of the Dispute on a non-admission of liability basis (the "**Settlement Amount**"). As a result, the Company reallocated approximately HK$3.186 million from the Subscription I Proceeds which was originally allocated to fund the JV Project to fund the balance of the Settlement Amount. The details of the Dispute are set out in the announcements of the Company dated 18 July 2025 and 16 March 2026, respectively.

   Accordingly, approximately HK$22.965 million of the Subscription I Proceeds was used for the repayment of the outstanding principal amount of the loan, of which (i) approximately HK$19.779 million was utilised as originally intended; and (ii) approximately HK$3.186 million was reallocated from the JV Project.

2. As disclosed in the announcement of the Company dated 28 July 2025, the Company had entered into a non-legally binding framework cooperation agreement (the "**Framework Agreement**") with Shenzhen Shendian Power Supply New Energy Co., Ltd.* (深圳市深電供電新能源有限公司) ("**Shendian**") for the establishment of a joint venture company which was expected to engage in the investment, establishment and operation of charging stations for new energy heavy-duty trucks in the PRC. Following the execution of the Framework Agreement, the Group and Shendian proceeded to negotiate a definitive agreement for the establishment of the joint venture company, pursuant to which Shendian was expected to coordinate with a power grid company for power connection and operational services and to ensure a stable power supply for the JV Project. However, the parties did not eventually enter into any legally binding agreement for the establishment of the joint venture company.

Although the establishment of the joint venture company with Shendian, and accordingly, the JV Project, did not materialise, the Group gained valuable insights in the charging station business and actively sought new opportunities in this sector. In late 2025, the Group captured an opportunity to acquire seven charging stations (the "**Relevant Charging Stations**") in Hong Kong (the "**Acquisition**"). The Board considered that the Acquisition presented a timely opportunity for the Group to expand into the EV charging business in Hong Kong and is commercially beneficial to the Group. The Relevant Charging Stations comprise (i) six fully operational charging stations, which have been in operation and can provide an immediate revenue-generating base for the Group; and (ii) one charging station under development, which is expected to offer further growth potential upon construction completion, enabling the Group to expand its footprint in the EV charging network in Hong Kong. As such, the Board was of the view that the Acquisition will enable the Group to establish a meaningful presence in the EV charging infrastructure sector and accelerate its entry into the Hong Kong market with strong growth potential.

The total consideration for the Acquisition was HK$15 million. As the JV Project did not materialise and in light of the commercial benefits of the Acquisition, the Group reallocated HK$9 million from the Subscription I Proceeds which was originally allocated to fund the JV Project, to partially settle the consideration for the Acquisition.

3. The Group reallocated an amount of approximately HK$7.593 million from the Subscription I Proceeds which was originally allocated to fund the JV Project to its general working capital, which was utilised as follows:

	HK$'000
Payment of staff salaries, retirement benefits, and directors' remuneration	4,719
Professional fees	1,845
Travelling and accommodation expenses	512
Business development expenses	293
Other operating expenses	224
	7,593

The Board considered that the reallocation of the Subscription I Proceeds to the Group's general working capital would facilitate the efficient use of the Subscription I Proceeds, as the JV Project did not materialise, and the Company did not identify any other potential projects at the material time. Meanwhile, certain payment obligations of the Group (such as salaries and professional fees) had become due. The Board considered that it would not be in the interests of the Company to retain unutilised proceeds for potential projects pending identification and assessment, and should apply them to settle these due payment obligations. Accordingly, the Board considered that the reallocation would enable the Group to meet its ongoing operational funding needs and is therefore in the interests of the Company and the Shareholders as a whole.

There was no change in the use of approximately HK$9.89 million from the Subscription I Proceeds which was originally allocated to the general working capital of the Group.

Subscription II

As disclosed in Circular II, the Company intended to apply all net proceeds from Subscription II (the "**Subscription II Proceeds**") to explore new opportunities to further develop the Group's business, including (i) the establishment and operation of charging stations in Hong Kong which required an initial investment of approximately HK$20 million; (ii) approximately HK$4.4 million for employing a team of experienced personnel to operate the charging stations, and for daily operation of the charging stations which mainly included electricity charges; and (iii) approximately HK$250,000 for the purpose of settling ancillary expenses related to the investment in charging stations such as professional fees involved in the due diligence of potential acquisition targets.

Use of proceeds as at 31 March 2026

As at 31 March 2026, the use of the Subscription II Proceeds was reported in the 2025 Annual Report, as follows:

1. approximately HK$6 million was used to settle the remaining consideration for the Acquisition, and approximately HK$6 million was used to settle the operation costs with respect to the Relevant Charging Stations. Accordingly, approximately HK$12 million was utilised as originally intended for the Charging Station Business;

2. approximately HK$5.196 million was reallocated to the general working capital of the Group. However, the Board would like to clarify that approximately HK$570,000 out of the above HK$5.196 million was in fact utilised as originally intended for employing the team of experienced personnel to operate the Relevant Charging Stations. Accordingly, approximately HK$4.626 million of the Subscription II Proceeds was reallocated to general working capital of the Group as at 31 March 2026; and

3. approximately HK$7.454 million, which was expected to be applied towards the acquisition of equipment and operating expenses in connection with the Charging Station Business, remained unutilised (the "**March Unutilised Proceeds**").

Allocation and Use of the March Unutilised Proceeds after 31 March 2026

The Board would like to update the Shareholders and potential investors that after 31 March 2026, the March Unutilised Proceeds were allocated and applied as follows:

1. approximately HK$6.451 million was applied or allocated to the Charging Station Business. In particular:

   (a) approximately HK$3.1 million was utilised for acquisition of property, plant and equipment for the Charging Station Business, as disclosed in the circular of the Company dated 22 May 2026 (the "**May Circular**");

(b) approximately HK$975,000 was utilised to settle the deposits (the "**Refundable Deposits**") of a potential charging station project in a car park in Hong Kong (the "**Potential Project**") as disclosed in the May Circular. The Board would like to supplement that the Deposit is refundable if the Potential Project does not materialise;

(c) approximately HK$1.579 million (the "**Potential Investment Amount**") was allocated as investment funds for the Potential Project. Such amount remains unutilised as at the date of this announcement. As disclosed in the May Circular, the Potential Investment Amount was expected to be used to invest in the Potential Project in the second half of 2026. The Board would like to clarify that (i) it is possible that investment in the Potential Project may be delayed, in which case the Potential Investment Amount may be applied towards the Potential Project after the second half of 2026; and (ii) it is also possible that investment in the Potential Project may not materialise, in which case the Potential Investment Amount and the Refundable Deposit will be used to fund (A) other potential projects that the Group may identify for the Charging Station Business; or (B) the operation costs of such business;

(d) approximately HK$633,000 was utilised for employing a team of experienced personnel to operate the charging stations and settling daily operation expenses of the charging stations; and

(e) approximately HK$164,000 was utilised to settle ancillary expenses related to the investment in charging stations such as professional fees involved in the potential acquisition or investment targets; and

2. approximately HK$1.003 million was reallocated to and utilised as the general working capital of the Group.

Change in use of proceeds

Since the Acquisition, the Group has been actively identifying and evaluating suitable investment opportunities in the charging station sector in Hong Kong. During the process, the Group has identified a number of possible investment opportunities, including the Potential Project. Apart from the Potential Project, which may or may not materialise, the Group is also assessing the feasibility and potential returns of other investment opportunities. However, at the relevant time, while certain potential investments were under assessment by the Board, the timing, scale and funding requirements of such opportunities remained uncertain, and no final investment decisions have yet been made in relation to any of them. In these circumstances, the Directors considered that it would not be in the interests of the Company to retain the relevant unutilised proceeds and should apply them to settle the other due payment obligations of the Group. Accordingly, it would be in the interests of the Company and the Shareholders as a whole to reallocate the relevant unutilised proceeds to the Group's general working capital to support its business operations, in particular to support its operations of the Lithium Ion Motive Battery Business and the Charging Stations Business.

Against the above background, the Board has reallocated and, as at the date of this announcement, applied approximately HK$5.629 million of the Subscription II Proceeds towards the Group's general working capital to maximise the efficient use of funds in support of the Group's operation, as follows:

	As at 31 March 2026 *HK$'000*	**From 1 April 2026 to the date of this announcement** *HK$'000*	**Total** *HK$'000*
Payment of staff salaries, retirement benefits, and directors' remuneration	1,522	829	2,351
Purchase of raw materials for the Lithium Ion Motive Battery Business	2,849	62	2,911
Professional fees	202	–	202
Other operating expenses	53	112	165
	4,626	1,003	5,629

This announcement is supplemental to and should be read in conjunction with the 2025 Annual Report. Save as disclosed above, all other information set forth in the 2025 Annual Report remains unchanged.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

Hong Kong, 4 August 2026

* *for identification purpose only*

As at the date of this announcement, the Board comprises Ms. Cheng Hung Mui, Mr. Wei Mingren, Mr. Chan Wei, Ms. Yu Xiaolei, Mr. Li Jingquan, Mr. Li Yang and Mr. Li Yuqi as executive Directors, and Dr. Ng Ka Wing, Mr. See Tak Wah, Mr. Wang Jinlin and Ms. Huang Weili as independent non-executive Directors.