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TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1201)

**COMPLETION OF
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE
AND CONNECTED TRANSACTION
UNDERWRITING ARRANGEMENT BY A CONTROLLING SHAREHOLDER**

Reference is made to the announcement of Tesson Holdings Limited (the “**Company**”) dated 17 April 2026 and the circular of the Company dated 22 May 2026 (the “**Circular**”) in relation to, among other things, the Placing (including the grant of the Specific Mandate) and the Underwriting Arrangement. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all conditions precedent under the Placing Agreement and the Underwriting Agreement respectively have been fulfilled, and the completion of both the Placing and Underwriting Arrangement (“**Completion**”) took place on 6 August 2026 accordingly. Pursuant to the Placing Agreement, an aggregate of 36,802,000 Placing Shares have been allotted and issued to the Placees at the Placing Price of HK\$1.50 per Placing Share. As 33,198,000 Placing Shares remained unsubscribed as at the Placing Period Expiry Date, Double Key has subscribed for, and the Company has been duly allotted and issued to Double Key, 33,198,000 Underwritten Shares at HK\$1.50 per Share pursuant to the Underwriting Agreement.

An aggregate of 70,000,000 new Shares issued and allotted at Completion represents approximately 18.94% of the issued share capital of the Company immediately prior to Completion and approximately 15.92% of the issued share capital of the Company as enlarged by the allotment and issue of such Shares.

EFFECT ON SHAREHOLDING STRUCTURE

The following is a table illustrating the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion:

	Immediately prior to Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
<i>Shareholders</i>				
Double Key	210,781,542	57.02	243,979,542	55.49
Mr. Wei Mingren	13,000,000	3.52	13,000,000	2.96
Mr. Li Yuqi	12,000,000	3.25	12,000,000	2.73
Placees	–	–	36,802,000	8.37
Other public shareholders	133,903,686	36.21	133,903,686	30.45
Total issued Shares	<u>369,685,228</u>	<u>100.00</u>	<u>439,685,228</u>	<u>100.00</u>

By order of the Board
Tesson Holdings Limited
Wei Mingren
Chairman

Hong Kong, 6 August 2026

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.