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ENVISION GREENWISE HOLDINGS LIMITED

晉景新能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1783)

**(1) COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE;**

**(2) COMPLETION OF THE CONCURRENT ISSUE OF RMB472.00 MILLION
USD SETTLED 5.00 PER CENT. GUARANTEED CONVERTIBLE BONDS DUE
2027 BY A SUBSIDIARY UNDER GENERAL MANDATE; AND**

**(3) SUPPLEMENTAL INFORMATION ON USE OF PROCEEDS FROM THE
PLACING AND THE CB SUBSCRIPTION**

Overall Coordinators, Joint Global Coordinators, Joint Lead Managers, Joint Bookrunners, Placing Agents



Reference is made to the announcement of Envision Greenwise Holdings Limited (the “**Company**”) dated 11 August 2026 (the “**Announcement**”) in relation to the Placing and the CB Subscription. Unless otherwise defined, all terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE VENDOR PLACING AND THE TOP-UP SUBSCRIPTION

The Board is pleased to announce that all conditions under the Placing and Top-up Subscription Agreement have been fulfilled, completion of the Vendor Placing took place on 13 August 2026 and the Top-up Subscription took place on 20 August 2026.

A total of 117,924,000 existing Shares held by the Top-up Vendor have been successfully placed by the Placing Agents at the Placing Price of HK\$4.66 per Share to not less than six professional, institutional, corporate and/or other investors. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties, and none of the Placees have become a substantial shareholder (as defined in the Listing Rules) of the Company upon completion of the Placing (before the Full Conversion).

In connection with the Top-up Subscription, a total of 117,924,000 new Shares have been issued to the Top-up Vendor at the Top-up Subscription Price of HK\$4.66 per Share. The number of Top-up Subscription Shares represents approximately 3.92% of the issued share capital of the Company as enlarged by the Top-up Subscription (before the Full Conversion).

The gross proceeds from the Placing are approximately HK\$549.53 million, and the net proceeds from the Placing (after deducting related fees and expenses of the Placing) are approximately HK\$538.17 million. As such, the net price per Placing Share is approximately HK\$4.56 per Share.

The Top-up Vendor has obtained a waiver from the SFC under Note 6 of the Notes on dispensations from Rule 26 of the Takeovers Code in connection with the Top-up Subscription. The Company has also obtained the approval for the listing of and permission to deal in the Top-up Subscription Shares on the Stock Exchange.

COMPLETION OF CB SUBSCRIPTION

The Board is pleased to announce that all the conditions under the CB Subscription Agreement have been fulfilled and the CB Subscription was completed on 20 August 2026.

The gross proceeds from the CB Subscription are approximately US\$69.96 million (equivalent to approximately HK\$548.90 million), and the net proceeds (after deducting related fees and expenses of the CB Subscription) are approximately US\$68.77 million (equivalent to approximately HK\$539.52 million).

An application for the listing of the Convertible Bonds has been submitted to the Vienna MTF operated by the Vienna Stock Exchange. Trading of the Convertible Bonds on the Vienna MTF operated by the Vienna Stock Exchange is expected to commence on or around 21 August 2026. The Company has obtained the approval for the listing of and permission to deal in the Conversion Shares on the Stock Exchange upon the Full Conversion.

CSRC FILINGS

The Company will subsequently comply with the CSRC Filing Rules and complete the necessary CSRC Filings in connection with the Placing and the CB Subscription.

EFFECT ON SHAREHOLDINGS AS A RESULT OF (1) THE VENDOR PLACING; (2) THE TOP-UP SUBSCRIPTION; AND (3) FULL CONVERSION

The table below sets out a summary of the shareholdings in the Company:

- (i) immediately before the completion of the Placing and the Full Conversion;
- (ii) immediately after the completion of the Vendor Placing but before the completion of the Top-up Subscription and the Full Conversion;
- (iii) immediately after the completion of the Vendor Placing and the Top-up Subscription but before the completion of the Full Conversion; and
- (iv) immediately after the completion of the Vendor Placing, the Top-up Subscription and the Full Conversion.

Shareholders	Immediately before the completion of the Placing and the Full Conversion		Immediately after the completion of the Vendor Placing but before the completion of the Top-up Subscription and the Full Conversion		Immediately after the completion of the Vendor Placing and the Top-up Subscription but before the completion of the Full Conversion		Immediately after the completion of the Vendor Placing, the Top-up Subscription and the Full Conversion	
	<i>Number of Shares held</i>	<i>Percentage (%) ⁽¹⁾</i>	<i>Number of Shares held</i>	<i>Percentage (%) ⁽¹⁾</i>	<i>Number of Shares held</i>	<i>Percentage (%) ⁽¹⁾</i>	<i>Number of Shares held</i>	<i>Percentage (%) ⁽¹⁾</i>
Mr. Kwok Chun Sing and parties acting in concert with him ⁽²⁾	1,301,738,000	45.05%	1,183,814,000	40.97%	1,301,738,000	43.29%	1,301,738,000	41.82%
Other Core Connected Persons								
Mr. Tang Chi Kin ⁽³⁾	105,480,000	3.65%	105,480,000	3.65%	105,480,000	3.51%	105,480,000	3.39%
Mr. Zhan Zhi Hao ⁽⁴⁾	38,740,000	1.34%	38,740,000	1.34%	38,740,000	1.29%	38,740,000	1.24%
Ms. Kwok Ho Yee ⁽⁵⁾	24,840,000	0.86%	24,840,000	0.86%	24,840,000	0.83%	24,840,000	0.80%
Placees	–	–	117,924,000	4.08%	117,924,000	3.92%	117,924,000	3.79%
Subscribers	–	–	–	–	–	–	105,153,455	3.38%
Other Shareholders	1,418,544,280	49.10%	1,418,544,280	49.10%	1,418,544,280	47.17%	1,418,544,280	45.58%
Total number of Shares	2,889,342,280	100.00%	2,889,342,280	100.00%	3,007,266,280	100.00%	3,112,419,735	100.00%

Notes

- (1) The aggregate of the percentage figures in the table above may not add up to the relevant sub-total or total percentage figures shown due to rounding of the percentage figures to two decimal places.
- (2) Including (i) 180,000,000 Shares which are beneficially owned by Mr. Kwok Chun Sing (“**Mr. Kwok**”), an executive Director and the chairman of the Board; (ii) 1,096,898,000 Shares which are beneficially owned by Chun Yip International Investment Limited, i.e. the Top-up Vendor. The Top-up Vendor is beneficially wholly owned by Mr. Kwok and therefore, by virtue of the SFO, Mr. Kwok is deemed to be interested in all the Shares held by the Top-up Vendor; and (iii) 24,840,000 Shares held by Marvel Sing Limited. Marvel Sing Limited is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Marvel Sing Trust, which is a discretionary trust set up by Mr. Kwok as the settlor, with Mr. Kwok being the beneficiary.
- (3) Including 80,640,000 Shares which are beneficially owned by Mr. Tang Chi Kin, an executive Director, and 24,840,000 Shares held by Strong Extend Limited. Strong Extend Limited is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Strong Extend Trust, which is a discretionary trust set up by Mr. Tang Chi Kin as the settlor, with Mr. Tang Chi Kin being the beneficiary.

- (4) Including 13,900,000 Shares beneficially owned by Mr. Zhan Zhi Hao, an executive Director and the chief executive officer of the Company and 24,840,000 Shares held by Envoy Mind Limited. Envoy Mind Limited is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Envoy Mind Trust, which is a discretionary trust set up by Mr. Zhan Zhi Hao as the settlor, with Mr. Zhan Zhi Hao being the beneficiary.
- (5) Including 24,840,000 Shares held by Elegant Jasmine Limited. Elegant Jasmine Limited is a company incorporated in the BVI with limited liability being wholly-owned by Circle Corporate Services Limited, the trustee of Elegant Jasmine Trust, which is a discretionary trust set up by Ms. Kwok Ho Yee, an executive Director and the chief operating officer of the Company, as the settlor, with Ms. Kwok Ho Yee being the beneficiary.

To the best of the Directors' knowledge, information and belief, the Company has maintained sufficient public float after completion of the Placing and the Full Conversion.

SUPPLEMENTAL INFORMATION ON USE OF PROCEEDS FROM THE PLACING AND THE CB SUBSCRIPTION

Reference is made to the Company's announcements dated 29 June 2026, 21 July 2026, 31 July 2026 and 6 August 2026. Unless otherwise defined, all terms used herein shall have the same meanings as those defined in the abovementioned announcements. By way of background, the Company has announced that it has entered into (i) a share transfer agreement relating to the acquisition of the Target Equities of the Target Company and the OpCo, a cloud computing and data centre services provider in the PRC on 29 June 2026, as disclosed in the Company's announcements dated 29 June 2026, 21 July 2026 and 31 July 2026 (the "**Acquisition**"); and (ii) a sales agreement relating to the purchase of high-performance AI servers on 6 August 2026, as disclosed in the Company's announcement dated 6 August 2026 (the "**Purchase**").

For the Acquisition, the total base consideration is HK\$2.2 billion, payable in a combination of cash and Consideration Shares in four instalments: (i) a deposit of HK\$100.0 million payable in cash; (ii) a second instalment of HK\$560.0 million payable in cash; (iii) a third instalment of HK\$660.0 million payable in cash; and (iv) a fourth instalment payable in a combination of cash (equivalent to approximately HK\$680.0 million) and 33,057,851 Consideration Shares (equivalent to approximately HK\$200.0 million), each subject to the satisfaction of certain conditions precedent as outlined in the Company's announcement dated 29 June 2026.

For the Purchase, the total consideration is RMB1,288.4 million (equivalent to approximately HK\$1,488.5 million) (tax included), of which (i) 20% of the consideration (equivalent to approximately RMB257.7 million) is payable within 14 days after signing of the Servers Purchase Agreement; and (ii) the remaining 80% of the consideration (equivalent to approximately RMB1,030.7 million) is payable before delivery of the Products.

The Company wishes to clarify that the net proceeds from the Placing and the CB Subscription of HK\$969.92 million (approximately 90% of the Total Net Proceeds) originally allocated for funding the Acquisition will be used to fund both the Acquisition and the Purchase. In particular:

- HK\$672.22 million (approximately 62% of the Total Net Proceeds) will be used to fund part of the cash consideration payable for the Acquisition, specifically:
 - o HK\$560.00 million (approximately 52% of the Total Net Proceeds) will be used to fulfil the entirety of the second instalment payment of the Acquisition;
 - o HK\$112.22 million (approximately 10% of the Total Net Proceeds) will be used to fulfil part of the third instalment payment of the Acquisition; and
- HK\$297.70 million (approximately 28% of the Total Net Proceeds) will be used to fund part of the consideration of the Purchase.

The remaining 10% of the Total Net Proceeds (approximately HK\$107.77 million) will be used to replenish the Group's cash reserves and will be allocated to working capital and general corporate purposes to support the Group's business operations and development. As at the date of this announcement, the Company does not have any specific plans for the allocation of these funds to any particular use but expects that these funds will be applied towards the Group's working capital and general administrative and operating expenses, including building up its inventory, operating expenses and payment of trade payables due.

A revised summary of the intended use of the Total Net Proceeds is as follows:

Intended use of the Total Net Proceeds	Approximate percentage of the Total Net Proceeds (%)	Allocation of Total Net Proceeds (HK\$ million)	Expected timeline for utilization of the Total Net Proceeds
Funding part of the cash consideration payable for the Acquisition as defined in the Company's announcements dated 29 June 2026, 21 July 2026 and 31 July 2026	62%	672.22	By October 2026
Fulfilling the entirety of the second instalment payment of the Acquisition	52%	560.00	By September 2026
Fulfilling part of the third instalment payment of the Acquisition	10%	112.22	By October 2026
Funding part of the consideration of the Purchase as defined in the Company's announcement dated 6 August 2026	28%	297.70	By September 2026
Working capital and general corporate purposes to support the Group's business operations and development	10%	107.77	By December 2026
Total	100.00%	1,077.68	

By order of the Board
Envision Greenwise Holdings Limited
KWOK Chun Sing
Chairman and Executive Director

Hong Kong, 20 August 2026

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Kwok Chun Sing, Mr. Tang Chi Kin, Mr. Zhan Zhi Hao and Ms. Kwok Ho Yee, a non-executive Director, namely, Mr. Fei Yiping and four independent non-executive Directors, namely, Mr. Hau Wing Shing Vincent, Mr. Yu Chung Leung, Mr. Lam John Cheung-wah and Professor Sit Wing Hang.