AOM International

AOM INTERNATIONAL GROUP COMPANY LIMITED
權 識 國 際 集 團 股 份 有 限 公 司

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)

(Stock Code: 00381)

(1) PROPOSED SHARE CONSOLIDATION; (2) PROPOSED CHANGE IN BOARD LOT SIZE; (3) SUPPLEMENTAL AGREEMENT IN RELATION TO ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION IN RESPECT OF HUBEI CB; AND (4) UPDATE ON MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET COMPANY INVOLVING ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

(1) PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every two (2) issued and unissued Existing Shares of par value of HK$0.1 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK$0.2 each.

(2) PROPOSED CHANGE IN BOARD LOT SIZE

As of the date of this announcement, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 20,000 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 20,000 Existing Shares to 10,000 Consolidated Shares.

(3) SUPPLEMENTAL AGREEMENT IN RELATION TO ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION IN RESPECT OF HUBEI CB

Reference is made to the announcements of the Company dated 17 June 2026 and 26 August 2026 in relation to the Subscription. The Board announces that, in light of the proposed Share Consolidation, the Company and the Subscriber into the Second Supplemental Agreement on 17 September 2026 (after trading hours of the Stock Exchange) to amend certain terms of the Subscription Agreement (as supplemented by the Supplemental Agreement).

(4) UPDATE ON MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET COMPANY INVOLVING ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

In light of the Share Consolidation, the Conversion Price of the Convertible Bonds shall be amended to align the effect of the Share Consolidation. The Company is currently in negotiations with the Vendor in respect of, inter alia, the amendment of the Conversion Price. Further announcement will be made to update the Shareholders and potential investors as and when appropriate.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation and the Subscription.

No Shareholder is required to abstain from voting at the SGM on the resolution to approve the Share Consolidation and the Subscription.

A circular containing, among other things, further details of the proposed Share Consolidation and the Subscription and the notice convening the SGM is expected to be despatched to the Shareholders on or before Friday, 9 October 2026.

Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions and the Change in Board Lot Size and the Subscription is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation, the Change in Board Lot Size and the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

(1) PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every two (2) issued and unissued Existing Shares of par value of HK$0.1 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK$0.2 each.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$1,986,057,030.7 divided into 19,860,570,307 Shares of par value of HK$0.1 each, and there are 1,330,424,526 Existing Shares in issue which are fully paid or credited as fully paid. Assuming there will be no change in the issued share capital of the Company from the date of this announcement up to the date on which the Share Consolidation becomes effective, the share capital structure of the Company will be as follows:

	As at the date of this announcement	**Immediately after the Share Consolidation becoming effective**
Par value	HK$0.1 per Existing Share	HK$0.2 per Consolidated Share
Amount of authorised share capital	HK$1,986,057,030.7	HK$1,986,057,030.6
Number of authorised Shares	19,860,570,307	9,930,285,153
Number of issued Shares	1,330,424,526	665,212,263
Amount of issued share capital	HK$133,042,452.6	HK$133,042,452.6

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

(a) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation and the transactions contemplated thereunder;

(b) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

(c) the compliance with the relevant procedures and requirements under the 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.

Listing application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, 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 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 Existing Shares are 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.

Status of the Consolidated Shares

The Consolidated Shares shall rank *pari passu* in all respects with each other.

(2) PROPOSED CHANGE IN BOARD LOT SIZE

As of the date of this announcement, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 20,000 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 20,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK$0.074 per Existing Share (equivalent to the theoretical closing price of HK$0.148 per Consolidated Share) as at the date of this announcement, (i) the value of each existing board lot of Existing Shares is HK$1,480; (ii) the value of each board lot of 20,000 Consolidated Shares would be HK$2,960 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 10,000 Consolidated Shares would be HK$1,480 assuming that the Change in Board Lot Size had also been effective.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to 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 Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of 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 June 2026 (the "**Guide**") has further stated that (i) market price of the shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$1,000; and (iii) to adopt one of the eight standardised board lot units, i.e. 1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000.

As at the date of this announcement, the closing price of an Existing Share of the Company was HK$0.074, the existing board lot value was HK$1,480, which is in compliance with the trading requirement under the Guide. However, the closing price of the Existing Shares have been trading below HK$0.1 per Existing Share for more than two months immediately prior to and including the date of this announcement and the current board lot of 20,000 Existing Shares is not in compliance with the Guide.

Therefore, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size in order to (i) reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation would bring about a corresponding upward adjustment in the market price of the Consolidated Shares; and (ii) change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares; which would ensure the Company complies with the trading requirements under the Guide. Assuming that the Share Consolidation and the Change in Board Lot Size has become effective, based on the closing price of HK$0.074 per Existing Share (equivalent to the theoretical closing price of HK$0.148 per Consolidated Share) as quoted on the Stock Exchange at the date of this announcement and with a board lot size of 10,000 Consolidated Shares, the theoretical value of each board lot of the Consolidated Shares would be HK$1,480.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and save for the Subscription, the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares (if any) arising from the Share Consolidation will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained 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.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm as an agent 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. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Monday, 2 November 2026, Shareholders may, on or after Monday, 2 November 2026 and until Tuesday, 8 December 2026 (both days inclusive) and during business hours, submit their existing share certificates in purple colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates in yellow colour for the Consolidated Shares at the expenses of the Company.

Thereafter, share 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 share certificates cancelled/issued is higher.

After 4:10 p.m. on Friday, 4 December 2026, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour and existing share certificates in purple colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is as follows:

Event	Date and Time
Despatch date of circular with notice of the SGM	On or before Friday, 9 October 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Friday, 23 October 2026
Closure of register of members for the entitlement to attend and vote at the SGM	Monday, 26 October 2026 to Thursday, 29 October 2026 (both days inclusive)
Latest date and time for lodging forms of proxy for the SGM	11:30 a.m. on Tuesday, 27 October 2026
Record date for determining attendance and voting rights at the SGM	Thursday, 29 October 2026
Date and time of the SGM	11:30 a.m. on Thursday, 29 October 2026
Announcement of voting results of the SGM	Thursday, 29 October 2026
Effective date of the Share Consolidation	Monday, 2 November 2026
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences	Monday, 2 November 2026
Dealings in the Consolidated Shares commences	9:00 a.m. on Monday, 2 November 2026
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 2 November 2026
Temporary counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 2 November 2026

Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens .... 9:00 a.m. on Monday, 16 November 2026

Parallel trading in the Consolidated Shares (in form of new share certificates and existing share certificates) commences .... 9:00 a.m. on Monday, 16 November 2026

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares .... 9:00 a.m. on Monday, 16 November 2026

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares .... 4:00 p.m. on Friday, 4 December 2026

Temporary counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of existing share certificates) closes................. 4:10 p.m. on Friday, 4 December 2026

Parallel trading in Consolidated Shares (in form of new share certificates and existing share certificates) ends.................. 4:10 p.m. on Friday, 4 December 2026

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares............................... Tuesday, 8 December 2026

(3) SUPPLEMENTAL AGREEMENT IN RELATION TO ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE FOR LOAN CAPITALISATION IN RESPECT OF HUBEI CB

Reference is made to the announcements (the "**Announcements**") of the Company dated 17 June 2026 and 26 August 2026 in relation to the Subscription. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise defined.

The Board announces that, in light of the proposed Share Consolidation, the Company and the Subscriber into a supplemental agreement (the "**Second Supplemental Agreement**") on 17 September 2026 (after trading hours of the Stock Exchange) to amend certain terms of the Subscription Agreement (as supplemented by the supplemental agreement dated 26 August 2026 (the "**Supplemental Agreement**"). Details are as follows:

Conditions precedent

A condition precedent to the Subscription Agreement (as supplemented by the Supplemental Agreement) is added as follows:

(v) the Share Consolidation having become effective.

In the event the above condition is not fulfilled by 6 November 2026 (or such later date as the parties may agree in writing), all rights, obligations and liabilities of the parties to the Subscription Agreement (as supplemented by the Supplemental Agreement) shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Subscription Agreement (as supplemented by the Supplemental Agreement) prior to such termination.

Subscription price

In light of the proposed Share Consolidation, the Subscription Price is amended from approximately HK$0.113 to approximately HK$0.226 (the "**Revised Subscription Price**"), to align the effect of the Share Consolidation.

Number of Subscription Shares

Based on Revised Subscription Price, the number subscription Shares to be allot and issued to the Subscriber is amended from 300,884,950 Shares to 150,442,475 Consolidated Shares (the "**Revised Subscription Shares**"), which represent (assuming the Share Consolidation became effective): (i) approximately 11.31% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 10.16% of the issued share capital of the Company as enlarged by the allotment and issue of the Revised Subscription Shares upon Completion. The nominal value of the Revised Subscription Shares shall be HK$30,088,495.

Save for the above changes, all terms and conditions of the Subscription Agreement (as supplemented by the Supplemental Agreement) remain unchanged and effective.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation and the Subscription.

No Shareholder is required to abstain from voting at the SGM on the resolution to approve the Share Consolidation and the Subscription.

A circular containing, among other things, further details of the proposed Share Consolidation and the Subscription and the notice convening the SGM is expected to be despatched to the Shareholders on or before Friday, 9 October 2026.

Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions and the Change in Board Lot Size and the Subscription is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation, the Change in Board Lot Size and the Subscription may or may not

proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

(4) UPDATE ON MAJOR TRANSACTION IN RELATION TO THE ACQUISITION OF 51% EQUITY INTEREST IN THE TARGET COMPANY INVOLVING ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Reference is made to the announcement (the "**Acquisition Announcement**") of the Company dated 26 June 2026. Capitalised terms used in this announcement shall have the same meanings as those defined in the Acquisition Announcement unless otherwise defined.

In light of the Share Consolidation, the Conversion Price of the Convertible Bonds shall be amended to align the effect of the Share Consolidation. The Company is currently in negotiations with the Vendor in respect of, inter alia, the amendment of the Conversion Price. Further announcement will be made to update the Shareholders and potential investors as and when appropriate.

DEFINITIONS

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

"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares
"Company"	AOM International Group Company Limited, a company incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (Stock code: 381)
"Consolidated Share(s)"	ordinary share(s) of par value of HK$0.2 each in the share capital of the Company after the Share Consolidation becomes effective
"Director(s)"	the director(s) of the Company
"Existing Share(s)"	issued and unissued ordinary share(s) of par value HK$0.1 each in the share capital of the Company before the Share Consolidation becoming effective

"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"SGM"	the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation
"Share Consolidation"	the proposed consolidation of every two (2) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
"Share(s)"	share(s) of the Company
"Shareholder(s)"	registered holder(s) of the issued Shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By Order of the Board
AOM International Group Company Limited
Fan Xuefei
Chairman

Hong Kong, 17 September 2026

As at the date of this announcement, the Board comprises four executive Directors, Mr. Fan Xuefei, Mr. Li Lizhong, Mr. Liu Mingqing and Mr. Yang Bincheng; one non-executive Director Mr. Tang Sing Hing, Kenny; and three independent non-executive Directors, Mr. Chak Ching Long, Mr. Wang Xiao Ning and Ms. Chen Yuxin.