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TRIO INDUSTRIAL ELECTRONICS GROUP LIMITED

致豐工業電子集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1710)

ANNOUNCEMENT

PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE; AND RESUMPTION OF TRADING

This announcement is made by Trio Industrial Electronics Group Limited (the “**Company**”, together with its subsidiaries, “**Group**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and such rules, the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

THE MEMORANDUM OF UNDERSTANDING

On 29 September 2026 (after trading hours), the board of directors (the “**Board**”) of the Company was informed that Luxshare Precision Limited (the “**Potential Purchaser**”) and Trio Industrial Electronics Holding Limited (the “**Potential Vendor**”) entered into a non-legally binding memorandum of understanding (the “**MOU**”) regarding the possible sale and purchase of the sale shares representing 75% of the total issued share capital of the Company (the “**Potential Transaction**”).

The below sets out the key terms of the MOU pursuant to such notice as provided by the Potential Purchaser:

- (a) The Potential Transaction is subject to the negotiation and execution of a legally binding sale and purchase agreement between the Potential Purchaser and Potential Vendor;
- (b) According to the MOU, to the extent practicable under applicable laws and regulations or the relevant rules of the Stock Exchange, the Securities and Futures Commission of Hong Kong, or other regulatory authorities (including but not limited to the Listing Rules and the Takeovers Code), the Potential Vendor undertakes that, within two (2) months from the date of execution of the MOU (the “**Exclusivity Period**”), it shall not (i) negotiate or enter into any agreement with any third party regarding the transfer of any shares or equity interests in the Group, the acquisition of the Group through merger or otherwise, or the acquisition of any substantial assets of the Group; or (ii) assist any third party in preparing any offer relating to an acquisition transaction (including by way of providing information);

- (c) The MOU also provides that during the Exclusivity Period, the Potential Vendor shall endeavour to procure and assist the Potential Purchaser in conducting the due diligence on the Group (the “**Due Diligence Review**”); and
- (d) Save for the terms relating to the exclusivity and Exclusivity Period, Due Diligence Review and confidentiality, the MOU is non-legally binding.

If the Potential Transaction materializes and proceeds to completion, it will lead to a change in control of the Company and trigger a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no definitive agreement has been entered into in respect of the Potential Transaction, and the Potential Transaction may or may not proceed.

INFORMATION OF THE POTENTIAL PURCHASER

The Potential Purchaser is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, it is a wholly-owned subsidiary of Luxshare Precision Industry Co., Ltd. (“**Luxshare Precision**”), a joint stock company with limited liability established in the PRC with its A shares listed on the Shenzhen Stock Exchange (stock code: 002475) and its H shares listed on the Main Board of the Stock Exchange (stock code: 2475). The Potential Purchaser is an investment holding and trading company of Luxshare Precision and its subsidiaries and takes business orders for Luxshare Precision and its subsidiaries. Luxshare Precision is principally engaged in the research, development, manufacturing and sales of products in the fields of consumer electronics, auto electronics, communication and data center, and other end markets. Luxshare Precision is controlled as to approximately 35.28% by Luxshare Limited. The Potential Purchaser, Luxshare Precision and Luxshare Limited are ultimately controlled by Ms. Wang Laichun and Mr. Wang Laisheng.

The Potential Purchaser and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

RELEVANT SECURITIES OF THE COMPANY

As at the date of this announcement, the Company has 1,000,000,000 ordinary shares (“**Shares**”) in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

As at the date of this announcement, the Potential Vendor directly and beneficially holds 750,000,000 ordinary shares of the Company, representing 75% of the entire issued share capital of the Company. As of the date of this announcement, the Potential Vendor is owned as to 27.5%, 27.5%, 17.5%, 22.0% and 5.5% by Nawk Investment Inc. (“**Nawk Investment**”), LLT Investment Inc. (“**LLT Investment**”), JMC Investment Holdings Limited (“**JMC Investment**”), Eastville Enterprises Limited (“**Eastville Enterprises**”) and Mr. Lo Ka Kei Jun, respectively. Nawk Investment, LLT Investment, Eastville Enterprises are directly and wholly owned by Mr. Kwan Tak Sum Stanley, Mr. Tai Leung Lam and Ms. Wong So Nui Amy, respectively. JMC Investment is wholly-owned by Alpadis Trust (HK) Limited, a company which acts as the trustee of a discretionary trust established by Mr. Joseph Mac Carthy as a settlor.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcements will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcements will be made by the Company as and when appropriate in accordance with the Listing Rules and the Takeovers Code.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 2 October 2026.

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined in the Takeovers Code, including among others, a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Potential Purchaser respectively) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 30 September 2026 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 5 October 2026.

WARNING:

There is no assurance that the Potential Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a mandatory general offer under Rule 26.1 of the Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action should take should consult their stock brokers, bank managers, solicitors or other professional adviser(s).

Shareholders and potential investors of the Company should be aware that there is no assurance that any offer for the Shares will be implemented. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Trio Industrial Electronics Group Limited
Wong Sze Chai
Chairman and Executive Director

Hong Kong, 2 October 2026

As at the date of this announcement, the Board comprises Mr. Wong Sze Chai (Chairman), Ms. Liu Yun as executive Directors, and Mr. Kan Pak Cheong, Mr. Wong Kwok Kuen and Mr. Bao King To as independent non-executive Directors.

The Board jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.