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MILAN STATION HOLDINGS LIMITED

米 蘭 站 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1150)

- (I) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(II) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
(III) PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1)
RIGHTS SHARE FOR EVERY ONE (1) CONSOLIDATED SHARE HELD
ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS; AND
(IV) PLACING AGREEMENT UNDER THE COMPENSATORY
ARRANGEMENTS**

Placing Agent to the Company

Suncorp
Securities Limited

**Independent Financial Adviser to the Independent Board Committee and the
Independent Shareholders**

VINCO 榮高
Vinco Financial Limited

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company is HK\$80 million divided into 2,000,000,000 Existing Shares. In order to provide the Company with greater flexibility in fund raising, accommodate the future expansion and growth of the Group and provide the Company with greater flexibility for future expansion in the share capital of the Company, the Board proposes that the authorised share capital of the Company be increased to HK\$400 million divided into 10,000,000,000 Existing Shares. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

PROPOSED SHARE CONSOLIDATION

Subject to the Increase in Authorised Share Capital becoming effective, the Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.04 each will be consolidated into one (1) Consolidated Share of HK\$0.20 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

Subject to the Increase in Authorised Share Capital becoming effective, the authorised share capital of the Company will become HK\$400,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.04 each, and there are 1,056,936,650 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased from the date of this announcement up to the effective date of the Share Consolidation, upon the Increase in Authorised Share Capital and the Existing Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$400,000,000 divided into 2,000,000,000 Consolidated Shares with par value of HK\$0.20 each, of which 211,387,330 Consolidated Shares will be in issue.

PROPOSED CHANGE IN BOARD LOT SIZE

As at date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 10,000 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 10,000 Existing Shares to 5,000 Consolidated Shares.

PROPOSED RIGHTS ISSUE

Conditional upon the Increase in Authorised Share Capital and Share Consolidation becoming effective, the Company proposes to implement the Rights Issue on the basis of one (1) Rights Share for every one (1) Consolidated Share held on the Record Date at the Subscription Price of HK\$0.36 per Rights Share, to raise gross proceeds up to approximately HK\$76.1 million before expenses by issuing up to 211,387,330 Rights Shares. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to Excluded Shareholder(s) (if any).

The maximum net proceeds from the Rights Issue, after deducting all relevant expenses, are estimated to be approximately HK\$73.1 million (assuming full subscription under the Rights Issue and no change in the number of Consolidated Shares in issue on or before the Record Date). The net price per Rights Share after deducting the relating expenses of the Rights Issue will be approximately HK\$0.346 (assuming full subscription under the Rights Issue and no change in the number of Shares in issue on or before the Record Date).

Assuming full subscription under the Rights Issue and no change in the number of Shares in issue on or before the Record Date, the Company intends to apply the net proceeds from the Rights Issue as to (i) approximately 54.8% (or approximately HK\$40.1 million) for the inventories procurement; (ii) approximately 7.1% (or approximately HK\$5.2 million) for the settlement of rental expenses of the Group's retail stores for the next 12 months; (iii) approximately 8.5% (or approximately HK\$6.2 million) for the payment of salaries of the Group's employees for the next 12 months; (iv) approximately 24.9% (or approximately HK\$18.2 million) for the repayment of bond payables and (v) approximately 4.7% (or approximately HK\$3.4 million) for general working capital of the Group.

THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten. Any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent placees on a best effort basis under the Compensatory Arrangements. Any of the Rights Shares which remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s), or transferees of nil-paid Rights Shares (or either of them, whichever shall be appropriate), may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code or may result in the non-compliance by the Company of the Public Float Requirement. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which (a) does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules; and/or (b) does not result in the non-compliance of the Public Float Requirement on the part of the Company. Any subscription monies not utilised due to the scaled-down application of entitled Rights Shares will be refunded to the affected applicants.

The Rights Issue is only available to Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company at the close of business on the Record Date and be a Qualifying Shareholder. In order to be registered as a member of the Company on the Record Date, all transfers of the Consolidated Shares (together with the relevant share certificate(s)) must be lodged with the Registrar by no later than 4:30 p.m. (Hong Kong time) on Monday, 23 November 2026. The last day of dealings in the Consolidated Shares on cum-rights basis is Thursday, 19 November 2026. The Consolidated Shares will be dealt with on an ex-rights basis from Friday, 20 November 2026.

According to Rule 7.21(1)(b) of the Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and ES Unsold Rights Shares, if any, by offering the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent placees, who and whose ultimate beneficial owners(s) shall be Independent Third Party(ies), for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. Accordingly, on 7 October 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent placees on a best effort basis. For details of the Placing Agreement and the Compensatory Arrangements, please refer to the section headed “Procedures in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares and the Compensatory Arrangements” in this announcement. Public Float Requirement be complied with by the Company immediately upon the completion of the Placing.

LISTING RULES IMPLICATIONS

The Rights Issue

As the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM by way of poll, in accordance with Rule 7.19A of the Listing Rules. Pursuant to Rule 7.27A(1) of the Listing Rules, where Independent Shareholders’ approval is required for a rights issue under Rule 7.19A of the Listing Rules, the rights issue must be made conditional on approval by shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting the ordinary resolution to approve the Rights Issue at the EGM.

GENERAL

The Independent Board Committee comprising the independent non-executive Directors has been established to advise the Independent Shareholders (i) as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Shareholders as a whole; and (ii) how to vote, taking into account the recommendations of the Independent Financial Adviser which has been appointed by the Company.

Vinco Financial has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue and the transactions contemplated thereunder, and as to voting action therefor.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital, the Share Consolidation, the Change of Board Lot Size and the Rights Issue and the transactions contemplated thereunder.

A circular including, among other things, (i) further information on the Increase in Authorised Share Capital and the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue; and (iv) a notice convening the EGM will be despatched to the Shareholders on or before Wednesday, 28 October 2026 in compliance with the Listing Rules.

Subject to the fulfilment of certain conditions of the Rights Issue including the approval of the Increase in Authorised Share Capital, the Share Consolidation, the Change of Board Lot Size, the Company will despatch the Prospectus Documents to the Qualifying Shareholders, which contain, among other things, details of the Rights Issue.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in this announcement. Accordingly, the Share Consolidation may or may not proceed.

The Consolidated Shares are expected to be dealt in on an ex-rights basis from Friday, 20 November 2026. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Please refer to the section headed “Conditions of the Rights Issue” in this announcement below.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any Shareholder or other person dealings in the Shares and/or the nil-paid Rights Shares up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company is HK\$80 million divided into 2,000,000,000 Existing Shares. In order to provide the Company with greater flexibility in fund raising, accommodate the future expansion and growth of the Group and provide the Company with greater flexibility for future expansion in the share capital of the Company, the Board proposes that the authorised share capital of the Company be increased to HK\$400 million divided into 10,000,000,000 Existing Shares. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

The Board is of the view that the Increase in Authorised Share Capital will provide the Company with greater flexibility for future fundraising and expansion in the share capital of the Company, and is therefore in the interests of the Company and the Shareholders as a whole.

PROPOSED SHARE CONSOLIDATION

Subject to the Increase in Authorised Share Capital becoming effective, the Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.04 each will be consolidated into one (1) Consolidated Share of HK\$0.20 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the EGM.

Effect of the Share Consolidation

Subject to the Increase in Authorised Share Capital becoming effective, the authorised share capital of the Company will become HK\$400,000,000 divided into 10,000,000,000 Existing Shares of par value of HK\$0.04 each, and there are 1,056,936,650 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased from the date of this announcement up to the effective date of the Share Consolidation, upon the Increase in Authorised Share Capital and the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$400,000,000 divided into 2,000,000,000 Consolidated Shares with par value of HK\$0.20 each, of which 211,387,330 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of Share Consolidation is conditional upon:

- (i) the Increase in Authorised Share Capital becoming effective;
- (ii) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the EGM;
- (iii) the Listing Committee of 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
- (iv) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (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 above conditions had been fulfilled.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on Thursday, 19 November 2026.

Listing Application

An application will be made by the Company to the Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective. Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of 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 CCASS and CCASS 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 any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming 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.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder. Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

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 matching arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may, during the period from Thursday, 19 November 2026 to 4:00 p.m. on Monday, 28 December 2026 (both days inclusive), submit the existing share certificates for the Existing Shares to the Registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, existing share certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each existing share certificate cancelled or each new share certificate issued for Consolidated Shares (whichever is higher) but are not acceptable for delivery, trading and settlement purposes.

The colour of the new share certificates for the Consolidated Shares will be in yellow colour in order to distinguish them from the existing share certificates in red colour.

Adjustments in relation to other securities of the Company

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants in issue which are convertible or exchangeable into Shares as at the date of this announcement.

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 10,000 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 10,000 Existing Shares to 5,000 Consolidated Shares.

Based on the closing price of HK\$0.066 per Existing Share (equivalent to the theoretical closing price of HK\$0.33 per Consolidated Share) as at the date of this announcement, (i) the market value of each board lot of 10,000 Existing Shares is HK\$660; (ii) the market value of each board lot of 10,000 Consolidated Shares would be HK\$3,300, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 5,000 Consolidated Shares would be HK\$1,650 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE PROPOSED 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 issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited (the “Guide”) has further stated that (i) market price of the shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules, and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$1,000.

As at the date of this announcement, the closing price of an Existing Share of the Company was HK\$0.066, with a board lot size of 10,000 Existing Shares, the existing board lot value was only HK\$660, which was less than HK\$1,000. Based on the closing price of HK\$0.066 per Existing Share (equivalent to theoretical closing price of HK\$0.33 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the expected market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size have become effective, would be HK\$1,650, which is greater than HK\$1,000 and therefore complies with the requirement as set out in the Guide.

In view of the recent trading prices of the Shares and noted that the trading price was relatively low. Starting from the end of July 2026 to the date of this announcement, the highest closing price of an Existing Share of the Company was just HK\$0.104, with a board lot size of 10,000 Existing Shares, the existing board lot value was only HK\$1,040. The Board considered that the Share Consolidation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a

corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the Rule 13.64 of the Listing Rules and the minimum transaction costs for a securities trade and the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, save for the Rights Issue, there is no agreement, arrangement, understanding, intention or negotiation (concluded or otherwise) for any fund raising activity for the Group in the coming 12 months; and the Company has no intention to carry out any other corporate actions or arrangements that may affect the trading in the Shares (including share consolidation, share subdivision and change in board lot size) in the coming 12 months.

PROPOSED RIGHTS ISSUE

The Company proposes to raise gross proceeds of up to approximately HK\$76.1 million (assuming no change in the number of Shares in issue on or before the Record Date) by issuing up to 211,387,330 Rights Shares at the Subscription Price of HK\$0.36 per Rights Share on the basis of one (1) Rights Share for every one (1) Consolidated Share held by the Qualifying Shareholders at the close of business on the Record Date. As at the date of this announcement, the Company has no intention or plan to conduct other equity fund-raising activities in the next 12 months upon completion of the Rights Issue.

Details of the Rights Issue are set out below:

Rights Issue Statistics

Basis of the Rights Issue	:	one (1) Rights Share for every one (1) Consolidated Share held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.36 per Rights Share
Number of Existing Shares in issue as at the date of this announcement	:	1,056,936,650 Existing Shares
Number of Consolidated Shares in issue upon the Share Consolidation having become effective	:	211,387,330 Consolidated Shares (assuming there is no further allotment and issue or repurchase of Existing Shares up to the effective date of the Share Consolidation)

Number of Rights Shares	:	up to 211,387,330 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date).
Aggregate nominal value of the Rights Shares	:	up to HK\$42,277,466 (assuming no change in the number of Shares in issue on or before the Record Date).
Number of Consolidated Shares in issue as enlarged by the allotment and issue of the Rights Shares	:	422,774,660 Shares (assuming no change in the number of Consolidated Shares in issue on or before the Record Date and that no new Consolidated Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue).
Gross proceeds from the Rights Issue	:	Approximately HK\$76.1 million before expenses (assuming full subscription under the Rights Issue and assuming no change in the number of Consolidated Shares in issue on or before the Record Date).
Net proceeds from the Rights Issue	:	Approximately HK\$73.1 million after expenses (assuming full subscription under the Rights Issue and assuming no change in the number of Consolidated Shares in issue on or before the Record Date).
Net price (i.e. Subscription Price less cost and expenses incurred in the Rights Issue)	:	Approximately HK\$0.346 per Rights Share (assuming full subscription under the Rights Issue and assuming no change in the number of Consolidated Shares in issue on or before the Record Date).
Rights of excess application and underwriter	:	There will be no excess application arrangements in relation to the Rights Issue and the Rights Issue is not underwritten.
Compensatory Arrangements	:	Any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places on a best effort basis under the Compensatory Arrangements.
		Any of the Rights Shares which remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants, which confer any right to subscribe for or convert into or exchange for Shares.

Assuming no change in the number of issued Consolidated Shares on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue, the 211,387,330 Rights Shares to be issued pursuant to the terms of the proposed Rights Issue represents (i) 100% of the issued share capital of the Company as at the date of this announcement; and (ii) 50% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares.

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares and ES Unsold Rights Shares will be placed to independent places on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken-up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on the part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules.

As at the date of this announcement, the Board has not received any information or undertaking from any substantial shareholders of their intention in relation to the Rights Shares to be provisionally allotted to them under the Rights Issue.

Subscription Price

The Subscription Price is HK\$0.36 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (i) a premium of approximately 9.1% over the closing price of HK\$0.330 per Consolidated Share as quoted on the Stock Exchange on the Last Trading Day (based on the closing price of HK\$0.066 per Existing Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (ii) a discount of approximately 4.8% to the average of the closing prices of HK\$0.378 per Consolidated Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day (based on the average closing price of HK\$0.0756 per Existing Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);

- (iii) a discount of approximately 5.8% to the average of the closing prices of approximately HK\$0.382 per Consolidated Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day (based on the average closing price of approximately HK\$0.0764 per Existing Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (iv) a premium of approximately 4.3% over the theoretical ex-rights price of approximately HK\$0.345 per Consolidated Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.33 per Consolidated Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 4% to the existing Shareholders if they elect not to participate in the Rights Issue, which is calculated based on the theoretical diluted price of approximately HK\$0.3755 per Consolidated Share and the benchmarked price of HK\$0.391 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the Last Trading Day of HK\$0.33 per Consolidated Share and the average of the closing prices of the Consolidated Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day of HK\$0.391 per Consolidated Share); and
- (vi) a premium of approximately 7.1% to the audited consolidated net asset value per Consolidated Share of approximately HK\$0.3361 (based on the latest published audited consolidated net asset value of the Company of HK\$71,050,000 as at 30 June 2026 and 211,387,330 Consolidated Shares in issue as at after the Share Consolidation).

Determination of the Subscription Price

The Subscription Price was determined by the Company with reference to, among others, (i) the recent closing prices of the Shares; (ii) prevailing market conditions and financial position of the Group; and (iii) the reasons as discussed in the section headed “REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS” below in this announcement.

The Directors consider that it is reasonable to set the Subscription Price at a discount to the prevailing market price as illustrated above, taking into consideration the recent decreasing trend of the market price per Share from HK\$0.174 to HK\$0.065 since January 2026. The Board believes that setting the Subscription Price at or close to the prevailing market level would be less likely to attract sufficient subscriptions from existing Shareholders to raise the intended proceeds.

In addition, during the five months prior to and including the Last Trading Day, the Company’s average daily trading volume (i.e., 134,233 Shares, calculated based on the total trading volume divided by the total number of days during the five months prior to and including the Last Trading Day) represented merely approximately 0.06% of the total issued share capital of the Company; and

Under the prevailing market circumstances and economic sentiment and with reference to (i) the recent market performance of the Shares of the Company's average daily trading volume during the five months prior to and including the Last Trading Day as illustrated above indicated a lack of liquidity and demand for the Shares; and (ii) the recent business performance and financial position of the Group, especially the turnaround to profit from loss-making position for the year ended 31 December 2025 and it is the right time for Company to capture new opportunities such as capturing the "wealth effect" of resilient domestic high-net-worth individuals and affluent inbound traveler as macro consumer behaviors have shifted toward highly selective, identity-driven spending and scale up operations which the justification and positive narrative to Qualifying Shareholders while the discount provides the economic incentive to the Qualifying Shareholders, the Directors consider that it would be commercially reasonable to set a subscription price at a discount the prevailing market price as illustrated above in order to increase the attractiveness of the Rights Issue and motivate the Qualifying Shareholders and investors to engage in the Rights Issue.

In view of the above, and having considered that all the Qualifying Shareholders will be offered an equal opportunity to subscribe for the Rights Shares by way of provisional allotment, the Directors (including the independent non-executive Directors) consider that the terms of the Rights Issue and the Placing Agreement, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Rights Issue

The Rights Issue is conditional upon:

- (i) the passing of all necessary resolution(s) by the Independent Shareholders at the EGM to approve, among others, the Rights Issue, the Increase in Authorised Share Capital and the Share Consolidation and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares);
- (ii) the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size becoming effective;
- (iii) the electronic submission to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively of the Prospectus Documents and other documents no later than the Prospectus Posting Date in compliance with the Listing Rules and the Companies (WUMP) Ordinance;
- (iv) the Prospectus Documents having been made available to the Qualifying Shareholders and the publication of the Prospectus Documents on the website of the Stock Exchange and the Company's website on or before the Prospectus Posting Date;
- (v) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares by no later than the first day of their dealings;
- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events; and
- (vii) compliance with the requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

None of the above conditions can be waived. If any of the conditions referred to above is not fulfilled by the Latest Time for Termination, the Rights Issue will not proceed.

As at the date of this announcement, none of the conditions has been satisfied.

Qualifying Shareholders

The Company will make available the Prospectus Documents to the Qualifying Shareholders only. For the Excluded Shareholders, subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Company may make available copies of the Prospectus to them for their information only, but no PAL will be sent to the Excluded Shareholders. To qualify for the Rights Issue, a Shareholder must at the close of business on the Record Date: (i) be registered on the register of members of the Company; and (ii) not be an Excluded Shareholder.

Beneficial owners whose Shares are held by nominee companies (or held in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Beneficial owners with their Shares held by nominee companies (or held in CCASS) are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of the Share(s) (with the relevant share certificates) for registration with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Monday, 23 November 2026.

The last day of dealing in the Consolidated Shares on cum-rights basis is Thursday, 19 November 2026. The Consolidated Shares will be dealt with on an ex-rights basis from Friday, 20 November 2026.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Excluded Shareholders should note that their shareholdings in the Company will be diluted.

Rights of Overseas Shareholders (if any)

The Prospectus will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders, if any, may not be eligible to take part in the Rights Issue. The Company will send the Prospectus (without the PAL) to the Excluded Shareholders for their information only. For the avoidance of doubt, the Overseas Shareholders, if any, are entitled to attend and vote at the EGM.

The Company notes the requirements specified in the notes to Rule 13.36(2) of the Listing Rules, and is in the process of making reasonable enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholders present on the Record Date. If, after such enquiries, the Company is of the opinion that it would be necessary or expedient, on account of the legal restrictions or prohibitions under the laws of the relevant jurisdictions or any requirements of the relevant regulatory body or stock exchange in such jurisdictions, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. Such Overseas Shareholders will be regarded as Excluded Shareholders and will not qualify for the Rights Issue. The basis of exclusion of Excluded Shareholders, if any, will be disclosed in the Prospectus.

According to the register of members of the Company as of the date of this announcement, the Company has Overseas Shareholders.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Excluded Shareholder(s) to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid pro rata to the Excluded Shareholder(s). The Company will retain individual amounts of HK\$100 or less for the benefit of the Company.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue subject to the results of the enquiries made by the Company pursuant to the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Basis of provisional allotment

The basis of the provisional allotment shall be one (1) Rights Share for every one (1) Consolidated Share in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. There will be no excess application arrangements in relation to the Rights Issue.

No fractional entitlements to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number). Fractional entitlements to any Rights Shares will be disregarded and will be aggregated and allocated to satisfy excess applications (if any) and/or disposed of in such manner as the Directors in their absolute discretion deem appropriate and for the benefit and interests of the Company.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, shall rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 6 January 2027. If the Rights Issue does not become unconditional, refund cheques are expected to be posted on or before Wednesday, 6 January 2027 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

Procedures in respect of the Unsubscribed Rights Shares and ES Unsold Rights Shares and the Compensatory Arrangements

According to Rule 7.21(1)(b) of the Listing Rules, the Company will make arrangements to dispose of the Unsubscribed Rights Shares and ES Unsold Rights Shares by offering the Unsubscribed Rights Shares and ES Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. Accordingly, on 7 October 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares to the independent placees on a best effort basis.

Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders on a pro rata basis. The Placing Agent will, on a best effort basis, procure, by not later than 4:00 p.m. on Monday, 28 December 2026, subscribers for all (or as many as possible) of those Unsubscribed Rights Shares and ES Unsold Rights Shares. Any Unsubscribed Rights Shares and ES Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on pro rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Excluded Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefits.

Placing Agreement for the Unsubscribed Rights Shares and ES Unsold Rights Shares

Principal terms of the Placing Agreement are summarised as follows:

Date:	7 October 2026 (after trading hours of the Stock Exchange)
Issuer:	The Company
Placing agent:	Suncorp Securities Limited, a corporation licensed to engage in Type 1 (dealing in securities) regulated activity under the SFO, was appointed as the Placing Agent to procure, on a best effort basis, placees to subscribe for the Unsubscribed Rights Shares and ES Unsold Rights Shares during the Placing Period. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.
Placing Period:	The period commencing from Friday, 18 December 2026 and ending at 4:00 p.m. on Monday, 28 December 2026.
Commission and expenses:	3% of the aggregate placing price of the Unsubscribed Rights Shares and the ES Unsold Rights Shares successfully placed by or on behalf of the Placing Agent.
Placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares (as the case may be):	The placing price of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares (as the case may be) shall be not less than the Subscription Price. The final price determination will be dependent on the demand for and market conditions of the Unsubscribed Rights Shares and/or the ES Unsold Rights Shares.
Placees:	The Unsubscribed Rights Shares and the ES Unsold Rights Shares are expected to be placed to the placees who and whose ultimate beneficial owner(s) are Independent Third Parties. The Placing Agent undertakes to use its best endeavours to procure that (i) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) Company will continue to comply with the Public Float Requirement upon completion of the Placing and the Rights Issue.

Ranking of the Unsubscribed Rights Shares and the ES Unsold Rights Shares:

The Unsubscribed Rights Shares and the ES Unsold Rights Shares (when placed, allotted, issued and fully paid) shall rank *pari passu* in all respects among themselves and with the Shares then in issue.

Conditions precedent:

The obligations of the Placing Agent under the Placing Agreement are conditional upon:

- (i) the passing of the Independent Shareholders at the EGM of ordinary resolutions to approve the Increase in Authorised Share Capital, the Share Consolidation and the Rights Issue, the Placing Agreement and the respective transactions contemplated thereunder (more than 50% of the Independent Shareholders either in person or by proxy at the EGM by way of poll);
- (ii) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Rights Shares in their nil-paid and fully paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;
- (iii) the Increase in Authorised Share Capital, the Share Consolidation and the Change in Board Lot Size having become effective;
- (iv) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated hereunder having been obtained;
- (v) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect as if it was repeated as at the time of completion; and
- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof.

None of the above conditions of the Placing Agreement is capable of being waived in whole or in part by the Placing Agent or the Company.

Termination:

The Placing Agent may terminate the Placing Agreement without any liability to the Company, by giving notice in writing to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have an adverse material effect on the business or financial conditions of the Group taken as a whole or the success of the Placing or otherwise makes it inappropriate to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (i) the occurrence of the force majeure resulting in the Company and the Placing Agent being unable to fulfill its duties and responsibilities under the engagement and any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date of the Placing Agreement) and including an event or change in relation to or a material adverse development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (ii) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Company and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or

- (iv) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (v) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the completion date of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (vi) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

The terms of the Placing Agreement, including the placing commission, were determined after arm's length negotiation between the Placing Agent and the Company with reference to the prevailing market rate and the Company considers the Placing Agreement to be on normal commercial terms.

The Company considers that the Placing Agreement will provide a compensatory mechanism for the No Action Shareholders, protect the interest of the Shareholders, and is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. Other than on the Stock Exchange, no part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms with their board lot size being the same (i.e. 5,000) as their underlying Shares on the Stock Exchange, or such other dates 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. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees and charges

Dealings in the Rights Shares (in both nil-paid and fully-paid forms) will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, AFRC transaction levy and other applicable fees and charges in Hong Kong.

EXPECTED TIMETABLE FOR THE INCREASE IN AUTHORISED SHARE CAPITAL, THE SHARE CONSOLIDATION, THE RIGHTS ISSUES AND THE CHANGE IN BOARD LOT SIZE

Set out below is the expected timetable for the increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Change in Board Lot Size which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

Events	Time and date 2026
Publication of the announcement in relation to, among other matters, the proposed Rights Issue and Share Consolidation	Wednesday, 7 October 2026
Expected despatch date of the Circular together with notice of EGM and proxy form for EGM	Wednesday, 28 October 2026
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Tuesday, 10 November 2026
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive).....	Wednesday, 11 November 2026 to Tuesday, 17 November 2026
Latest time for lodging proxy forms for the EGM.....	11:00 a.m. on Sunday, 15 November 2026

Record Date for attending and voting at the EGM.....	Tuesday, 17 November 2026
Expected time and date of the EGM	11:00 a.m. on Tuesday, 17 November 2026
Announcement of poll results of the EGM	Tuesday, 17 November 2026
Register of members of the Company re-opens	Wednesday, 18 November 2026
Effective date of the Increase in Authorised Share Capital.....	Wednesday, 18 November 2026
The following events are conditional on the fulfilment of the conditions relating to the implementation of the Share Consolidation and the Rights Issue and therefore the dates are tentative only.	
Effective date of the Share Consolidation.....	Thursday, 19 November 2026
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Thursday, 19 November 2026
Original counter for trading in Existing Shares in board lot of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes.....	9:00 a.m. on Thursday, 19 November 2026
Temporary counter for trading in the Consolidated Shares in board lot of 2,000 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Thursday, 19 November 2026
First day of free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares	Thursday, 19 November 2026
Last day of dealings in the Consolidated Shares on a cum-rights basis of the Rights Issue.....	Thursday, 19 November 2026
First day of dealings in the Consolidated Shares on an ex-rights basis of the Rights Issue.....	Friday, 20 November 2026
Latest time for lodging transfer documents of the Consolidated Shares in order to be qualified for the Rights Issue	4:30 p.m. on Monday, 23 November 2026
Closure of register of members of the Company to determine the entitlement to the Rights Issue (both dates inclusive)	Tuesday, 24 November 2026 to Monday, 30 November 2026

Record Date for determine entitlements to the Rights Issue	Monday, 30 November 2026
Register of members of the Company re-opens	Tuesday, 1 December 2026
Despatch of the Prospectus Documents (including the PAL and Prospectus), (in case of the Excluded Shareholders, the Prospectus only)	Tuesday, 1 December 2026
Effective date of the Change in Board Lot Size from 10,000 Existing Shares each to 5,000 Consolidated Shares each.....	Thursday, 3 December 2026
Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens.....	9:00 a.m. on Thursday, 3 December 2026
Parallel trading in the Consolidated Shares (in the form of both existing share certificates and new share certificates for the Consolidated Shares) commences.....	9:00 a.m. on Thursday, 3 December 2026
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares.....	9:00 a.m. on Thursday, 3 December 2026
First day of dealings in nil-paid Rights Shares in new board lot size of 5,000 shares	Thursday, 3 December 2026
Latest time for splitting of PALs	4:30 p.m. on Monday, 7 December 2026
Last day of dealings in nil-paid Rights Shares.....	Thursday, 10 December 2026
Latest time to lodge transfer of nil-paid Rights Shares to qualify for the payment of Net Gain	4:00 p.m. on Tuesday, 15 December 2026
Latest time for acceptance of and payment for the Rights Shares.....	4:00 p.m. on Tuesday, 15 December 2026
Announcement of the number of Unsubscribed Rights Shares and ES Unsold Rights Shares subject to Compensatory Arrangements	Thursday, 17 December 2026
Commencement of placing of Unsubscribed Rights Shares and ES Unsold Rights Shares by the Placing Agent, on a best-effort basis (if any)	Friday, 18 December 2026

Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 23 December 2026
Temporary counter for trading Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 23 December 2026
Parallel trading in Consolidated Shares (in the form of both existing share certificates and new share certificates for the Consolidated Shares) ends	4:10 p.m. on Wednesday, 23 December 2026
Latest date and time for free exchange of existing share certificates for the new shares certificate of the Consolidated Shares	4:00 p.m. on Monday, 28 December 2026
Latest time of placing of Unsubscribed Rights Shares and ES Unsold Rights Shares by the Placing Agent, on a best-effort basis (if any)	4:00 p.m. on Monday, 28 December 2026
Latest time for the termination of the Placing Agreement for the Rights Issue	4:00 p.m. on Tuesday 29 December 2026
Announcement of results of the Rights Issue including the results of the Placing and the Net Gain	Tuesday, 5 January 2027
Despatch of share certificates of fully paid Rights Shares or refund cheques, if any, if the Rights Issue is terminated	Wednesday, 6 January 2027
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Thursday, 7 January 2027
Payment of Net Gain to relevant No Action Shareholders (if any) and/or Excluded Shareholders (if any)	Thursday, 21 January 2027

All times and dates in this announcement refer to Hong Kong local times and dates.

This timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for Rights Shares will not take place if a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons, or a black rainstorm warning is:

- (a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead, the deadline for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; and
- (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead, the deadline for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in the section headed “Expected Timetable” in this announcement may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 11 November 2026 to Tuesday, 17 November 2026 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM and from Tuesday, 24 November 2026 to Monday, 30 November 2026 (both days inclusive) for determining the entitlement to the Rights Shares. No transfer of Shares will be registered during the above book closure periods.

CHANGES IN SHAREHOLDING STRUCTURE

Set out below are the changes in the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Rights Issue assuming no change in the number of Shares in issue on or before the Record Date, for illustration purposes only:

	As at the date of this announcement		Immediately upon the Share Consolidation becoming effective		Immediately after completion of the Rights Issue, assuming full acceptance by all the Qualifying Shareholders		Immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and the Unsubscribed Rights Shares and/or ES Unsold Rights Shares have been fully placed by the Placing Agent under the Compensatory Arrangements		Immediately after completion of the Rights Issue, assuming nil acceptance by the Qualifying Shareholders and the Unsubscribed Rights Shares and/or ES Unsold Rights Shares have not been fully placed by the Placing Agent under the Compensatory Arrangements	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Public Shareholders										
Places	-	-	-	-	-	-	211,387,330	50.00%	-	-
Other public Shareholders	1,056,936,650	100.00%	211,387,330	100.00%	422,774,660	100.00%	211,387,330	50.00%	211,387,330	100.00%
	<u>1,056,936,650</u>	<u>100.00%</u>	<u>211,387,330</u>	<u>100.00%</u>	<u>422,774,660</u>	<u>100.00%</u>	<u>422,774,660</u>	<u>100.00%</u>	<u>211,387,330</u>	<u>100.00%</u>

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is a limited company incorporated in Cayman Island and is an investment holding company. The Group is principally engaged in the retailing of handbags, fashion accessories, embellishments and spa and wellness products.

As disclosed in the annual report (the “**Annual Report**”) for the year ended 31 December 2025 published on 29 April 2026 and the interim report (the “**Interim Report**”) for the period ended 30 June 2026 published on 29 September 2026, as at 31 December 2025 and 30 June 2026, the audited cash and cash equivalents amounted to approximately HK\$8.06 million and HK\$9.01 million respectively. The Company have used most of the cash for procurement of stocks. Having considered the existing cash level of the Group as well as the administrative and rental expenses required for the Group’s daily operation, couple with leveraging the recent growth in Hong Kong tourism to capture increasing opportunities in tourist consumption. The Company proposed to raise additional fundings to capture the opportunities and cope with the operation’s needs.

The Board considers that the Rights Issue represents an opportunity to raise additional funding to strengthen the Group’s financial position, support the operation and development of the existing businesses of the Group and provide working capital to the Group to meet any financial obligations of the Group without additional interest burden.

The net proceeds of the Rights Issue, assuming full subscription, will be up to approximately HK\$73.1 million (assuming no change in number of Shares in issue on or before Record Date). The Company intends to use the net proceeds from the Rights Issue for the following purposes:

- (i) approximately 54.8% (or approximately HK\$40.1 million, assuming no change in number of Shares in issue on or before Record Date) for the increase in inventories;

- (ii) approximately 7.1% (or approximately HK\$5.2 million) for the settlement of rental expenses of the Group's retail stores for the next 12 months;
- (iii) approximately 8.5% (or approximately HK\$6.2 million) for the payment of salaries of the Group's employees for the next 12 months;
- (iv) approximately 24.9% (or approximately HK\$18.2 million) for the repayment of bond interest and payable with (a) principle of HK\$8 million which mature on November 2026; (b) principal of HK\$1.5 million which mature on April 2028; (c) principal of HK\$8 million which mature on July 2028; and
- (v) approximately 4.7% (or approximately HK\$3.4 million) for general working capital which approximately HK\$1.4 million for legal and professional fees and approximately HK\$2 million for advertising and marketing expenses of the Group.

The Company expects to fully utilise the net proceeds from the Rights Issue for the purpose (i) by the second quarter of 2027; (ii) by the end of 2027; (iii) by the end of 2027; (iv) by the first quarter of 2027; and (v) by the first quarter of 2026. In the event that there is an undersubscription of the Rights Issue, the use of proceeds raised from the Rights Issue will be allocated on a pro-rata basis for the purposes disclosed above.

The Company considered that the repayment and early redemption of bonds can reduce the overall interest expenses and strengthen the Group's balance sheet which is in the best interest of the Company and shareholders as a whole.

Base on the recent consumer's behavior and consumption pattern, the Company realizes that there is a new opportunity that is "wealth effect" of resilient domestic high-net-worth individuals and affluent inbound traveler. As macro consumer behaviors have shifted toward highly selective, identity-driven spending and scale up operations. The Company is going to change the products mix and mainly focusing on the high-end luxury products which have a higher profit margin while most of the inventories of the Group are just medium to high end products. Therefore, the Company intends to scale up the operations by procuring more high-end luxury products and capturing the "wealth effect" opportunity.

The Board has noted that the Group holds certain listed securities which recorded an unrealized positive fair value gain in 2025. These investments are regarded as part of a diversified portfolio and a long-term investment intended to generate additional returns and strengthen the Group's balance sheet. The Group will keep focusing on its operation as the priority and the securities investment is not intended as a substitute for the Group's operating businesses.

In summary, the listed securities portfolio is a long-term investment of the Group which has been generating satisfactory returns (a fair value gain of approximately HK\$15.7 million for the year ended 31 December 2025, and a realised gain of approximately HK\$10.2 million for the six months ended 30 June 2026). The portfolio consists mainly of mid-to-small cap securities with low structural trading volumes; a forced, short-term liquidation would crystallize substantial adverse price impact and permanent capital loss, and would forfeit the upside potential of the portfolio. The Rights Issue, by contrast, provides dedicated funding for operational expansion while allowing existing Shareholders to participate equitably and maintain their proportional ownership.

The Board therefore considers that proceeding with the Rights Issue, while realizing the listed securities gradually in accordance with the Group's realization policy, is in the best interests of the Company and the Shareholders as a whole.

The Group's listed securities investments are regarded as part of a diversified portfolio and a long-term investment intended to generate additional returns and strengthen the Group's balance sheet. As disclosed in the "Management Discussion and Analysis" of the Company's 2025 Annual Report published on 29 April 2026 (the "**2025 Annual Report**") and the 2026 Interim Result Announcement published on 28 August 2026 (the "**2026 Interim Result Announcement**"), the Group adopted a passive investment strategy for these investments and maintains a diversified investment portfolio to mitigate risks, with the aim to improve the capital usage efficiency and generate additional investment returns on the idle funds of the Group.

In accordance with HKFRS 9 "Financial Instruments", the Group's listed equity securities are held for trading and are classified as financial assets at fair value through profit or loss ("**FVTPL**") under current assets. As disclosed in Note 20 to the consolidated financial statements of the 2025 Annual Report, the carrying amounts of these financial assets are measured at fair value with reference to quoted market bid prices.

Under the Group's internal investment policy, the management regularly assesses the listed securities portfolio from time to time and prioritizes the gradual realization of profitable positions. As at 30 June 2026, the Group has realized aggregate proceeds of approximately HK\$15.8 million from profitable securities. Any surplus cash received from the realization of profitable securities or from operations will be applied towards to the procurement of high-ended luxury inventories by changing the products mix where the existing inventories are mainly comprises of mid to low ended luxury inventories and/or dividend distribution to the Shareholders in accordance with the Company's dividend policy as disclosed in the 2025 Annual Report.

Factors considered in the realization of the listed securities (mid-to-small cap listed securities)

In order to balance the working capital needs of the Group (including (i) procurement of high-end inventories; (ii) addressing sudden and unexpected market fluctuations; and (iii) general working capital) against the realization of the listed securities portfolio, the Company takes into account, among others, the following factors:

- (i) the macro environment and the conditions of the Hong Kong stock market;
- (ii) the outlook of the relevant industries;
- (iii) the trading volume and liquidity of the relevant securities;
- (iv) the upside potential of the relevant securities; and
- (v) the historical and recent price movements of the relevant securities.

As the Group's portfolio consists mainly of mid-to-small cap securities, liquidity is the critical constraint. Based on recent trading data, the average monthly trading volume of the profitable securities held by the Company from January to June 2026 which ranged from approximately 67,000 shares to 1,256,000 shares, representing merely approximately 0.02% to 0.36% of the total issued share capital of the respective investee companies, whereas the Company's holdings represented more than 1% of the respective issued share capital, by reference to the number of share held by the Company divided by the average monthly trading volume, the Company considered that the realization of the securities should be completed in four months under the Company's best effort. Two consequences follow:

- (a) Slippage on thin order books: a large market sell order would consume all available bids at the prevailing price level and then execute against progressively lower bids, resulting in a material adverse price impact and the majority of the shares being sold at an artificially depressed price, which is not in the best interests of the Company and the Shareholders as a whole; and
- (b) Wide bid-ask spreads: low-liquidity securities naturally carry wide bid-ask spreads. Exiting a position in a single block forces execution at bid prices significantly below the last traded price at which the portfolio is carried, which would immediately crystallize a permanent loss — turning a liquidity risk into an immediate and permanent capital loss.

Accordingly, the realization of such securities must be spaced out gradually and executed through patient, phased disposals rather than immediate market orders, in order to protect the portfolio value. These securities cannot be realized within a short period of time without triggering substantial adverse price impact.

Determination of the estimated fair value of the listed securities and the realization timeline, with supporting

Accounting fair value: in accordance with HKFRS 9 and HKFRS 13 "Fair Value Measurement", the fair value of the Group's listed securities is determined with reference to quoted market bid prices in active markets (Level 1 fair value measurement), as disclosed in Note 20 and Note 38 to the consolidated financial statements of the 2025 Annual Report.

Estimated realizable value (internal target): for the purpose of its realization policy, the Company determines the estimated realizable value of a security by reference to, among others, the return statistics of the Hang Seng Composite Mid-Cap Index and the Hang Seng Composite SmallCap Index in historical bull-market cycles (with typical returns of above 39% and above 44% respectively, and returns ranging from 100% to 300% or above for high-beta leaders/sector leaders), the security's own historical and recent price movements, trading volume and industry outlook. As the Group's securities are mainly mid-to-small caps, and based on the Company's own realization track record, the Company considers a target return of 30% to 100% or above from the mid-to-small cap securities reasonable and achievable.

During the six months ended 30 June 2026, the Group realized aggregate proceeds of approximately HK\$15.8 million from profitable securities, representing a net gain of approximately HK\$6.6 million on financial assets at fair value through profit or loss, and the positions realized included securities with returns of more than 100% over their respective average costs. Key figures of 2025 and 2026 are summarised below:

Item	Approximate amount	Source
Fair value of listed securities portfolio as at 31 December 2025	HK\$57.4 million	2025 Annual Report — MD&A and Note 20 to the consolidated financial statements
Fair value gain on financial assets at FVTPL for FY2025	HK\$15.7 million	2025 Annual Report — MD&A
Gain on disposal of financial assets at FVTPL for FY2025	HK\$1.7 million	2025 Annual Report — MD&A
Aggregate disposal proceeds from profitable securities for the six months ended 30 June 2026	HK\$15.8 million	2026 Interim Result Announcement — MD&A

Realization timeline: as explained in section headed “Factors considered in the realization of the listed securities (mid-to-small cap listed securities)” above, given the low structural trading volumes and wide bid-ask dynamics of the mid-to-small cap securities held (average monthly trading volume of the profitable securities representing merely approximately 0.02% to 0.36% of the respective issued share capital, against the Company’s holdings of more than 1%), order execution must be managed through patient, phased disposals rather than immediate market orders. Accordingly, the Company has adopted an approximately four-month realization window for each tranche under its realization policy. In alignment with the Group’s risk management framework, the Rights Issue diversifies the Group’s funding channels, thereby safeguarding capital stability even during periods when market conditions for liquidating securities are unfavorable.

Realization plans under each scenario

The Group’s securities portfolios are mainly generalized into three categories, a) conservative; b) normal; c) aggressive by considering, a) the market capitalization & index inclusion; b) the volatility; c) the liquidity and the trading volume; d) the dividend yield; e) the business and financial profile of the securities. As at 30 June 2026, the carrying value of the securities under conservative category is approximately HK\$17.9 million; normal category is approximately HK\$25.6 million; and aggressive category is approximately HK\$21.9 million. As at 30 June 2026, there are approximately 30% of the securities under conservative, 80% of the securities under normal and aggressive categories met the expected returns,. The Group will adopt different realization plans on each of the categories.

The Group's realization plans under each of the four scenarios are as follows:

- (a) Profit-making case: a) for those securities under conservative type, when the price of a security reaches or exceeds the estimated realizable value (i.e. 30% or more above the average cost); b) for those securities under normal type, when the price of a security reaches or exceeds the estimated realizable value (i.e. 50% or more above the average cost); c) for those securities under aggressive type, when the price of a security reaches or exceeds the estimated realizable value (i.e. 80% or more above the average cost), by taking reference to the track record of the realization of securities, four-month realization window for each tranche is achievable, the Company will use its best endeavours to realize, within approximately four months.
- (b) Loss-making case: the Company will not realize the loss-making securities for the time being, as doing so would immediately crystallize a permanent loss and forfeit the upside potential of these temporarily depressed assets, which is considered not in the best interests of the Company and the Shareholders as a whole. However, as a stop-loss discipline, if the price of a security falls by more than 15% below its average cost, the Company will realize that security within four months. In addition, if there is a material adverse change in the structural investment thesis of a security (e.g. regulatory changes by the Mainland/Hong Kong authorities, or unexpected loss of key customers of the investee company), the Company will realize that security immediately, regardless of whether the prevailing paper loss is above or below the 15% threshold. According to the historical data shows that bull markets last about 2.7 to 5.7 years on average while bear markets that typically last around 9 months to 1.5 years. Therefore, for those securities which fall within 15% from its average cost for more than 2 years, the Company will realize that security within four months.
- (c) From profit-making to loss-making case: the Company will apply the policy for loss-making securities as set out in paragraph (b) above.
- (d) From loss-making to profit-making case: the Company will apply the policy for profit-making securities as set out in paragraph (a) above.

The Group will update the realization status of the securities to the shareholders periodically in interim and annual report.

Reasons for holding the listed securities

The Board is of the view that a short-term liquidation of these assets as the primary funding source for core business expansion would be commercially imprudent. A premature disposal of the Group's listed equity portfolio could mean losing future upside potential or strategic synergies, might not realize full value, and could potentially reduce future income streams and diversification benefits. The reasons for holding the listed securities are as follows:

- (a) Demonstrated returns: the portfolio recorded a fair value gain of approximately HK\$15.7 million for FY2025 and generated a realised gain of approximately HK\$10.2 million for the six months ended 30 June 2026, demonstrating its contribution to the Group's results and balance sheet;

- (b) Digital consumer and e-commerce healthcare sector: consumer behavior has shifted towards self-care and longevity products, which carry high margins; the convergence of digital distribution platforms with preventive medicine and consumer wellness represents one of the fastest-growing retail spaces in Asia. The Group therefore considers this sector to have significant upside potential;
- (c) Infrastructure and civil engineering sector: municipal infrastructure expenditure on specialized civil engineering works (such as slope stabilization, landslide prevention and retaining wall reinforcement) is detached from retail economic cycles, as government spending on public safety and climate change adaptation is mandatory and contractually committed. The Group therefore considers this sector to have significant upside potential; and
- (d) Closed-end investment vehicles: the share prices of such vehicles frequently trade at deep discounts to their underlying cash-and-asset backing while their net asset values increase as their managers build or turn around the underlying portfolios. These vehicles are unconstrained by single-industry operations and can shift capital into the highest-yielding macroeconomic tailwinds, providing diversified, actively managed multi-asset exposure with hard-asset backing that protects the downside. The Group therefore considers this sector to have significant upside potential.

The Company will from time to time monitor the performance of, and conduct analysis on, the securities portfolio and, as and when appropriate, make considered investment decisions. After taking into account the above factors, the Company considers that the investments in listed securities are reasonable and in the best interests of the Company and the Shareholders as a whole.

In conclusion, all the funds from the Group will be used for the operation needs first, while idle funds will be used in securities investment to generate additional returns. The Rights Issue provides dedicated funding for operational expansion (rather than for existing operating costs) while allowing existing Shareholders to participate equitably and maintain their proportional ownership, and avoids the value destruction that a forced short-term liquidation of the Group's illiquid mid-to-small cap securities would entail. The Board therefore believes that proceeding with the Rights Issue, in parallel with the gradual realization of the listed securities in accordance with the policy described above, is in the best interests of the Company and the Shareholders as a whole.

Details of the significant investments and the securities portfolio are set out in the "Management Discussion and Analysis" section and the "Independent Auditor's Report" (including Note 20 to the consolidated financial statements) of the 2025 Annual Report published on 29 April 2026 and the 2026 Interim Result Announcement published on 28 August 2026.

Nevertheless, in the event that there is any shortfall in net proceeds from the Rights Issue, the Company will further evaluate the available options according to the operating conditions and may consider to conduct further fundraising exercise to finance the shortfall, as and when appropriate.

In view of the above and the reasons described in the sub-section headed "Subscription Price" under the section headed "Proposed Rights Issue", the Directors consider that the Rights Issue is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not conducted any fundraising activity involving issue of equity securities in the past twelve months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

The Increase in Authorised Share Capital

The Increase in Authorised Share Capital is conditional upon the approval by the Shareholders by way of an ordinary resolution to be voted on by way of a poll at the EGM. As none of the Shareholders or their associates would have any interest in the Increase in Authorised Share Capital, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Increase in Authorised Share Capital at the EGM.

Share Consolidation

The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of an ordinary resolution to be voted on by way of a poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates has any interest in the Share Consolidation and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting on the resolution to approve the Share Consolidation and the transactions contemplated thereunder by way of poll at the EGM.

The Rights Issue

In accordance with Rule 7.19A of the Listing Rules, as the Rights Issue will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to the approval of the Independent Shareholders at the EGM by way of poll. Pursuant to Rule 7.27A(1) of the Listing Rules, where Independent Shareholders' approval is required for a rights issue under Rule 7.19A of the Listing Rules, the rights issue must be made conditional on approval by shareholders in general meeting by a resolution on which any controlling shareholders and their associates or, where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the issuer and their respective associates shall abstain from voting the ordinary resolution to approve the Rights Issue at the EGM.

As at the date of this announcement, the Company does not have any controlling Shareholders and none of the Directors and the chief executive of the Company and their respective associates are interested in any Shares. Accordingly, no Shareholders are required to abstain from voting at the EGM in favour of the resolution to approve the Rights Issue in accordance with Rule 7.27A(1) of the Listing Rules.

The Company has not conducted any rights issue or open offer within the 12-month period immediately preceding the date of this announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities within such 12-month period. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

The Independent Board Committee comprising the independent non-executive Directors has been established to advise the Independent Shareholders (i) as to whether the terms of the Rights Issue are fair and reasonable and in the interest of the Shareholders as a whole; and (ii) how to vote, taking into account the recommendations of the Independent Financial Adviser which will be appointed by the Company.

Vinco Financial has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue and the transactions contemplated thereunder, and as to voting action therefor.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital, the Share Consolidation, the Change of Board Lot Size and the Rights Issue and the transactions contemplated thereunder.

A circular including, among other things, (i) further information on the Increase in Authorised Share Capital and the Rights Issue; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue; and (iv) a notice convening the EGM will be despatched to the Shareholders on or before Wednesday, 28 October 2026 in compliance with the Listing Rules.

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents to the Qualifying Shareholders, which contain, among other things, details of the Rights Issue.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

The Shares are expected to be dealt in on an ex-rights basis from Friday, 20 November 2026. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Please refer to the section headed “Conditions of the Rights Issue” in this announcement below.

Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the time at which the Rights Issue becomes unconditional will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

DEFINITIONS

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

“acting in concert”	has the meaning ascribed thereto under the Takeovers Code
“associate(s)”	has the meaning ascribed to such term in the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

“Circular”	the circular to be despatched to the Shareholders by the Company, relating to, among other things, the Rights Issue and the Placing Agreement
“Company”	Milan Station Holdings Limited, a company incorporated in Cayman Island with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1150)
“Compensatory Arrangements”	placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares, if any, by the Placing Agent on a best effort basis pursuant to the Placing Agreement
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares conditional upon the Share Consolidation becoming effective
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	has the same meaning ascribed thereto under the Listing Rules
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“ES Unsold Rights Share(s)”	the Rights Share(s) which would otherwise has/have been provisionally allotted to the Excluded Shareholders (if any) in nil-paid form that has/have not been sold by the Company
“Excluded Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Shares to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Existing Share(s)” or “Share(s)”	ordinary share(s) of HK\$0.04 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$80,000,000 divided into 2,000,000,000 Existing Shares to HK\$400,000,000 divided into 10,000,000,000 Existing Shares by the creation of an additional 8,000,000,000 Existing Shares
“Independent Board Committee”	the independent committee of the Board, comprising Mr. Chan Chi Hung, Mr. Choi Kam Yan Simon and Mr. Tou Kin Chuen, being all of the independent non-executive Directors, which has been established to give recommendation to the Independent Shareholders in respect of the Rights Issue
“Independent Financial Adviser” or “Vincor Financial”	Vincor Financial Limited, a corporation licensed to carry out Type 1 (dealing securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed and approved by the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Rights Issue
“Independent Shareholder(s)”	any Shareholder(s) who are not required to abstain from voting at the EGM under the Listing Rules
“Independent Third Party(ies)”	third party(ies) independent of the Company and any connected person(s) of the Company and not a connected person of the Company
“Last Trading Day”	7 October 2026, being the last trading day of the Shares before the release of this announcement
“Latest Acceptance Date”	Tuesday, 15 December 2026
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 15 December 2026 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents
“Latest Time for Termination”	4:00 p.m. on Tuesday, 29 December 2026 or such later time or date as may be agreed between the Placing Agent and the Company, being the latest time to terminate the Placing Agreement
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and ES Unsold Rights Shares placed by the Placing Agent and/or its sub-placing agent(s) under the Placing Agreement) under the Compensatory Arrangements
“No Action Shareholder(s)”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PALs or their renounces, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed, or Excluded Shareholders (as the case may be)
“Overseas Shareholder(s)”	the Shareholder(s) (whose names appear on the register of members of the Company at the close of business on the Record Date) with registered address(es) outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares and ES Unsold Rights Shares on a best effort basis by the Placing Agent and/or its sub-placing agent(s) to independent placee(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be Independent Third Party(ies), during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Suncorp Securities Limited, a licensed corporation to carry out Type 1 (Dealing in securities) regulated activity under the SFO
“Placing Agreement”	the placing agreement dated 7 October 2026, entered into between the Company and the Placing Agent in relation to the Compensatory Arrangements
“Placing Period”	the period commencing from Friday, 18 December 2026 and ending at 4:00 p.m. on Monday, 28 December 2026
“PRC”	the People’s Republic of China which, for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus to be issued to the Qualifying Shareholders (and the Excluded Shareholders for information only) containing, among other things, details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL

“Prospectus Posting Date”	Tuesday, 1 December 2026 or such other date as may be determined by the Company, being the date of which the Prospectus Documents are made available to the Qualifying Shareholders and the Prospectus for information only to the Excluded Shareholders
“Public Float Requirement”	the public float requirement under Rule 13.32B of the Listing Rules
“Qualifying Shareholder(s)”	Shareholders, other than the Excluded Shareholders, whose names appear on the register of members of the Company at the close of business on the Record Date
“Record Date”	Monday, 30 November 2026, or on such other date as may be determined by the Company, being the date by reference to which the Shareholders’ entitlements to the Rights Issue are to be determined
“Registrar”	Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company
“Rights Issue”	the proposed issue by way of rights of one (1) Rights Share for every one (1) Consolidated Share in issue on the Record Date at the Subscription Price pursuant to the Prospectus Documents
“Rights Shares”	up to 211,387,330 Rights Shares (assuming no change in the number of Consolidated Shares in issue on or before the Record Date) to be allotted and issued pursuant to the Rights Issue
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares of par value of HK\$0.04 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.20 each
“EGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Rights Issue and the Placing Agreement
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Price”	HK\$0.36 per Rights Share
“substantial shareholder(s)”	has the meaning as ascribed thereto under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Shares”	those Rights Shares that are not subscribed by the Qualifying Shareholders or holders of nil-paid rights
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Milan Station Holdings Limited
Hu Bo
Executive Director

Hong Kong, 7 October 2026

As at the date of this announcement, the Board comprises Mr. Hu Bo and Ms. Ji Guiping as executive Directors, Mr. Chan Chi Hung, Mr. Choi Kam Yan Simon and Mr. Tou Kin Chuen as independent non-executive Directors.