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# China Castson 81 Finance Company Limited
# 中國鑄晨81金融有限公司

*(Continued into Bermuda with limited liability)*

**(Stock Code: 810)**

## PROPOSED SHARE CONSOLIDATION
## AND
## PROPOSED CHANGE IN BOARD LOT SIZE

### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each will be consolidated into one (1) Consolidated Share of HK$0.20 each.

As at the date of this announcement, the authorised share capital of the Company is HK$200,000,000 divided into 20,000,000,000 Existing Shares of par value of HK$0.01 each, of which 712,751,154 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK$200,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK$0.20 each, of which 35,637,557 Consolidated Shares will be in issue and fully paid or credited as fully paid. The Consolidated Shares shall rank pari passu in all respects with each other.

**PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in existing board lot size of 6,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange to 1,000 Consolidated Shares conditional upon the Share Consolidation becoming effective. Based on the closing price of HK$0.097 per Existing Share (equivalent to the theoretical price of HK$1.940 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement: (i) the value of each board lot of 6,000 Existing Shares is HK$582; and (ii) the value of each new board lot of 1,000 Consolidated Shares would be HK$1,940 assuming the Change in Board Lot Size had also been effective.

**GENERAL**

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation and transactions contemplated thereunder. A circular containing, among other things, details of the Share Consolidation, the Change in Board Lot Size and a notice convening the SGM and related form of proxy is expected to be despatched to the Shareholders on or before Friday, 6 November 2026. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation and no Shareholder will be required to abstain from voting on the ordinary resolution in relation to the Share Consolidation at the SGM.

**The Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the fulfilment of the conditions as set out in the section headed "Conditions of the Share Consolidation" in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed. The Shareholders and potential investors of the Company 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.**

## PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each will be consolidated into one (1) Consolidated Share of HK$0.20 each.

### Effect of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$200,000,000 divided into 20,000,000,000 Existing Shares of par value of HK$0.01 each, of which 712,751,154 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK$200,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK$0.20 each, of which 35,637,557 Consolidated Shares will be in issue and fully paid or credited as fully paid.

As at the date of this announcement, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

**Conditions of the Share Consolidation**

The implementation of the Share Consolidation is conditional upon:

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

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

(iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda (where applicable); and

(iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation.

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

**Listing Application**

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

Subject to the granting of the approval of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, 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 (2nd) settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

**Status of the Consolidated Shares**

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

**Free exchange of share certificate(s) for the Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is expected to be on Friday, 27 November 2026, the Shareholders may, during the period from Friday, 27 November 2026 to Wednesday, 6 January 2027 (both dates inclusive), submit their existing share certificate(s) for the Existing Shares in purple colour to the Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours to exchange for new share certificate(s) for the Consolidated Shares in green colour at the expense of the Company. Thereafter, share certificate(s) for the Existing Shares will be accepted for exchange only upon payment of a fee of HK$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificate(s) cancelled or issued is higher.

The existing share certificate(s) will only be valid for delivery, trading, settlement and registration purposes for the period up to 4:10 p.m. on Monday, 4 January 2027 and thereafter will not be accepted for delivery, trading, settlement and registration purposes. However, the existing share certificate(s) will continue to be good evidence of title to the Consolidated Shares on the basis of every twenty (20) Existing Shares for one (1) Consolidated Share. The new share certificate(s) for the Consolidated Shares will be issued in green colour in order to distinguish them from the share certificate(s) for the Existing Shares which are in purple colour.

**Fractional entitlement to the Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, 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.

The Shareholders concerned about losing out on any fractional entitlement are recommended to consult their professional advisers and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of the Consolidated Shares.

**Odd lots trading arrangements and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Kingston Securities Limited as its designated broker to provide matching services, on a best efforts basis, regarding the sale and purchase of odd lots of Consolidated Shares from 9:00 a.m. on Friday, 11 December 2026 to 4:00 p.m. on Monday, 4 January 2027 (both days inclusive). 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, should contact Mr. James Lee of Kingston Securities Limited at 72/F, The Center, 99 Queen's Road Central, Central, Hong Kong (telephone number: (852) 2298 6378) during the office hours of such period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot matching arrangement, is recommended to consult his/her/its own professional advisers.

**Shareholders or potential investors should note that (i) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (ii) odd lots might be sold below the market price in the market.**

**PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in existing board lot size of 6,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange to 1,000 Consolidated Shares conditional upon the Share Consolidation becoming effective. Based on the closing price of HK$0.097 per Existing Share (equivalent to the theoretical price of HK$1.940 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement: (i) the value of each board lot of 6,000 Existing Shares is HK$582; and (ii) the value of each new board lot of 1,000 Consolidated Shares would be HK$1,940 assuming the Change in Board Lot Size had also been effective.

The Change in Board Lot Size is conditional upon the Share Consolidation becoming effective.

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

## REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the Existing Shares approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the Company either to change the trading method or to proceed with a consolidation or splitting of the Existing Shares. In view of the historical trading prices over the past six months and up to the date of this announcement were close to HK$0.10 with an average closing price of approximately HK$0.097, it is considered that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per new board lot of the Consolidated Shares. In addition, the Share Consolidation and the Change in Board Lot Size will enable the Company to reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses would charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares, it is believed that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and make investing in the Shares more attractive to a broader range of investors, and thus further broaden the shareholder base of the Company. Accordingly, the Board considers that it is appropriate to implement the Share Consolidation and the Change in Board Lot Size.

Other than the relevant expenses, including but not limited to professional fees and printing charges to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company 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.

In view of the above reasons, the Board considers that the Share Consolidation and the Change in Board Lot Size are justifiable. Accordingly, 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, the Company has no plan or intention to carry out any equity and/or other corporate actions which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size in the next twelve (12) months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

## EXPECTED TIMETABLE

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

| **Event(s)** | **Time and date** |
|---|---|
| Expected date of despatch of circular in relation to the Share Consolidation and the Change in Board Lot Size together with the notice of the SGM and form of proxy | on or before Friday, 6 November 2026 |
| Latest time for lodging transfers of shares in order to qualify for attendance and voting at the SGM | 4:30 p.m. on Thursday, 19 November 2026 |
| Closure of register of members of the Company for determining the entitlement to attend and vote at the SGM | Friday, 20 November 2026 to Wednesday, 25 November 2026 (both dates inclusive) |
| Latest date and time for lodging forms of proxy for the SGM | 11:30 a.m. on Monday, 23 November 2026 |
| Record date for attendance and voting at the SGM | Wednesday, 25 November 2026 |
| Expected date and time for attendance and voting at the SGM | 11:30 a.m. on Wednesday, 25 November 2026 |
| Publication of announcement of poll results of the SGM | Wednesday, 25 November 2026 |
| Register of members of the Company re-opens | Thursday, 26 November 2026 |

**The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and therefore the dates are tentative:**

| | |
|---|---|
| Expected effective date of the Share Consolidation | Friday, 27 November 2026 |
| First day of free exchange of existing share certificates of the Existing Shares for new share certificates of the Consolidated Shares | Friday, 27 November 2026 |
| Dealing in the Consolidated Shares commences | 9:00 a.m. on Friday, 27 November 2026 |
| Original counter for trading in the Existing Shares in board lot size of 6,000 Existing Shares (in the form of existing share certificate(s) in purple colour) temporarily closes | 9:00 a.m. on Friday, 27 November 2026 |
| Temporary counter for trading in the Consolidated Shares in board lots of 300 Consolidated Shares (in the form of existing share certificate(s) in purple colour) opens | 9:00 a.m. on Friday, 27 November 2026 |
| Expected effective date of the Change in Board Lot Size | Friday, 11 December 2026 |
| Original counter for trading in the Consolidated Shares in new board lot size of 1,000 Consolidated Shares (in the form of new share certificate(s) in green colour) re-opens | 9:00 a.m. on Friday, 11 December 2026 |
| Parallel trading in the Consolidated Shares (in the form of new share certificate(s) in green colour and existing share certificate(s) in purple colour) commences | 9:00 a.m. on Friday, 11 December 2026 |
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares | 9:00 a.m. on Friday, 11 December 2026 |

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Monday, 4 January 2027

Temporary counter for trading in the Consolidated Shares in board lot size of 300 Consolidated Shares (in the form of existing share certificate(s) in purple colour) closes . . . . . 4:10 p.m. on Monday, 4 January 2027

Parallel trading in the Consolidated Shares (in the form of new share certificate(s) in green colour for the Consolidated Shares and existing share certificates) ends . . . . . 4:10 p.m. on Monday, 4 January 2027

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . . Wednesday, 6 January 2027

All times and dates specified in the timetable above refer to Hong Kong times and dates.

**The 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.**

## GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation and transactions contemplated thereunder. A circular containing, among other things, details of the Share Consolidation, the Change in Board Lot Size and a notice convening the SGM and related form of proxy is expected to be despatched to the Shareholders on or before Friday, 6 November 2026. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation and no Shareholder will be required to abstain from voting on the ordinary resolution in relation to the Share Consolidation at the SGM.

**The Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the fulfilment of the conditions as set out in the section headed "Conditions of the Share Consolidation" in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed. The Shareholders and potential investors of the Company 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.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, capitalised terms used shall have the following meanings:

| | |
|---|---|
| "Board" | the board of Directors |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "Change in Board Lot Size" | the proposed change in board lot size for trading on the Stock Exchange from 6,000 Existing Shares to 1,000 Consolidated Shares conditional upon the Share Consolidation becoming effective |
| "Companies Act" | the Companies Act 1981 of Bermuda (as amended from time to time) |
| "Company" | China Castson 81 Finance Company Limited (中國鑄晨81金融有限公司), a limited liability company continued into Bermuda as an exempted company under the laws of Bermuda whose issued Shares are listed on the Stock Exchange (stock code: 810) |
| "Consolidated Share(s)" | ordinary share(s) of par value of HK$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective |
| "Director(s)" | the director(s) of the Company |
| "Existing Share(s)" | ordinary share(s) of par value of HK$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective |
| "General Rules of HKSCC" | the terms and conditions regulating the use of HKSCC, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures |
| "Group" | the Company together with its subsidiaries |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "HKSCC Operational Procedures" | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time |

| | |
|---|---|
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Listing Committee" | has the meaning ascribed to such term in the Listing Rules |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Registrar" | the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong |
| "SGM" | the special general meeting of the Company to be held to consider and, if thought fit, approve, among other things, the Share Consolidation and transactions contemplated thereunder |
| "Share(s)" | the Existing Share(s) and/or the Consolidated Share(s) (as the case may be) |
| "Share Consolidation" | the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each into one (1) Consolidated Share of HK$0.20 each |
| "Shareholder(s)" | holder(s) of the Existing Share(s) and/or the Consolidated Share(s) (as the case may be) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

By order of the Board
**China Castson 81 Finance Company Limited**
**Lam Man Chan**
*Chairman*

Hong Kong, 28 October 2026

*As at the date of this announcement, the executive Director is Mr. Lee Kwok Leung; the non-executive Director is Dr. Lam Man Chan and the independent non-executive Directors are Dr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy, and Ms. Law So Fun.*