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WALNUT CAPITAL LIMITED
胡桃資本有限公司
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 905)

INSIDE INFORMATION

(1) PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER; (2) CLARIFICATION IN RELATION TO THE TRADING HALT; AND (3) RESUMPTION OF TRADING

This announcement is made by Walnut Company Limited (the "**Company**") pursuant to Rule 13.09(2)(a) of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

The Board (the "**Board**") of directors (the "**Directors**") of the Company was informed by Mr. Mung Bun Man, Alan ("**Mr. Alan Mung**"), an executive Director and China Lead Investment Holdings Limited ("**China Lead**"), which is wholly-owned by Mr. Alan Mung and a controlling shareholder (as defined in the Listing Rules) of the Company holding 584,503,925 shares (the "**Shares**") in the Company, representing approximately 55.64% of the issued share capital of the Company, that on 2 November 2026 (after trading hours), China Lead entered into a block trade agreement (the "**Block Trade Agreement**") with a corporation which is licensed to carry out type 1 (dealing in securities) regulated activity under the SFO (the "**Manager**").

Pursuant to the Block Trade Agreement, China Lead has appointed the Manager as its exclusive agent to procure on a best effort basis purchasers (the "**Placees**") to purchase 584,503,925 Shares (the "**Sale Shares**"), representing approximately 55.64% of the issued share capital of the Company, at a price of not less than HK$0.242 each. The Manager has undertaken that (i) all the Placees procured by the Manager and their respective ultimate beneficial owner(s) (if any) shall be independent of, not connected with and not acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with China Lead; and (ii) no Placee shall, whether, individually or together with any party acting in concert with such Placee, hold or be interested in 30% or more of the total issued share capital of the Company immediately upon closing of the sale of the Sale Shares (the "**Closing**"). The Block Trade Agreement shall automatically terminate if the terms of sale for the Sale Shares are not executed by China Lead and the Manager by 30 November 2026. The Closing shall take place on the 2nd business day after the execution of the terms of sale for the Sale Shares. If the Closing takes place, China Lead will cease to hold any Shares and accordingly cease to be a controlling shareholder of the Company.

CLARIFICATION IN RELATION TO THE TRADING HALT

The Board would like to clarify that the time in which the Shares had been halted from trading on the Stock Exchange, as set out in the announcement of the Company dated 2 November 2026, is 2:24 p.m. and not 2:29 p.m. on 2 November 2026.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 2:24 p.m. on 2 November 2026 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 3 November 2026.

As the Closing may or may not take place, shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
Walnut Capital Limited
Mung Kin Keung
Co-chairman

Hong Kong, 2 November 2026

As at the date of this announcement, the board of the Company comprises two executive directors, namely, Mr. MUNG Kin Keung (Co-chairman) and Mr. MUNG Bun Man, Alan; one non-executive Director, namely Mr. MUNG Hon Ting, Jackie (Co-chairman); and three independent non-executive directors, namely, Mr. FUNG Wai Ching, Mr. CHUNG Wang Hei and Ms. CHENG Hiu Ching.