

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**信銘生命科技集團有限公司**  
**Aceso Life Science Group Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00474)**

**MAJOR TRANSACTION**  
**DISPOSAL OF SHARES IN LISTED SECURITIES**

**THE DISPOSAL**

The Board is pleased to announce that on 15 July 2025, the Vendor disposed of an aggregate of 568,984,000 HTICI Shares on the open market through the Stock Exchange at an aggregate consideration of approximately HK\$132,000,000 (excluding stamp duty and related expenses). The average selling price of each HTICI Share was approximately HK\$0.232. The aggregate consideration of the Disposal represented the prevailing market price of the HTICI Shares at the time of the Disposal.

**LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio under Chapter 14 of the Listing Rules in relation to the Disposal, when calculated on an aggregated basis, is more than 25%, but all applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

## **THE DISPOSAL**

The Board is pleased to announce that on 15 July 2025, the Vendor disposed of an aggregate of 568,984,000 HITCI Shares on the open market through the Stock Exchange at an aggregate consideration of approximately HK\$132,000,000 (excluding stamp duty and related expenses). The average selling price of each HITCI Share was approximately HK\$0.232. The aggregate consideration of the Disposal represented the prevailing market price of the HITCI Shares at the time of the Disposal.

As the Disposal was made through the Stock Exchange, the Company is not aware of the identities of the purchaser(s) of the Sale Shares. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, each of the purchaser(s) of the Sale Shares and their respective ultimate beneficial owners is an Independent Third Party.

### **Assets Disposed**

The Company, through the Vendor, has disposed of an aggregate of 568,984,000 HITCI Shares, representing approximately 7.35% of the total issued share capital of HITCI (based on the total number of 7,746,152,835 HITCI Shares in issue according to the monthly return of HITCI for the month ended 30 June 2025).

### **Consideration**

The aggregate consideration of the Disposal was approximately HK\$132,000,000 (excluding stamp duty and related expenses), and the average price was approximately HK\$0.232 per Sale Share. The consideration, which had been settled in cash in accordance with the standard market practice, represented the then prevailing market prices of the Sale Shares at the time of the Disposal.

### **Completion**

Completion of the Disposal will take place in accordance with the standard market practice on the second trading day after the orders regarding the relevant Disposal have been made.

## **INFORMATION ABOUT THE COMPANY AND THE VENDOR**

The Company is an exempted company incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and the Group is principally engaged in property leasing.

The Vendor is a company established in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in investment holding.

## **INFORMATION OF THE HITCI GROUP**

HITCI is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1341). HITCI is an investment holding company and the HITCI Group is principally engaged in (i) rental and sales of construction machinery and spare parts; (ii) provision of repair and maintenance and transportation services; (iii) money lending services; (iv) provision of asset management, securities brokerage and other financial services and (v) property development.

### **Financial information of the HITCI Group**

According to the annual results announcement of HITCI for the year ended 31 March 2025:

- (a) the audited net loss before and after tax of HITCI for each of the two years ended 31 March 2025 were as follows:

	<b>Year ended 31 March</b>	
	<b>2024</b>	<b>2025</b>
	<i>HK\$'million</i>	<i>HK\$'million</i>
Net loss before tax (approximately)	508	201
Net loss after tax (approximately)	512	199

- (b) as at 31 March 2025, the audited consolidated net assets of HITCI Group were approximately HK\$989 million.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Directors are of the view that it is a good opportunity for the Group to exit its investment in the Sale Shares. The Vendor is not subject to any lock-up period in respect of the Sale Shares. Given the Disposal was conducted in the open market of the Stock Exchange, the Sale Shares were sold at the then prevailing market prices. The Directors believe that the Disposal was on normal commercial terms and the terms of the Disposal were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **FINANCIAL EFFECT OF THE DISPOSAL**

The Directors estimated that the Company will record a loss from the Disposal of approximately HK\$135,422,000 which represents the difference between the net proceeds from the Disposal of approximately HK\$132,000,000 and the carrying value of approximately HK\$267,422,000 as at 12 May 2025 (being the date on which HTICI ceased to be a subsidiary of the Company). Shareholders should note that the actual amount of loss on the Disposal to be recorded by the Company will be subject to review by the auditors of the Company.

## **USE OF PROCEEDS**

The Directors expect that the net proceeds from the Disposal of approximately HK\$132,000,000 will be used for the repayment of indebtedness and general working capital of the Group.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio under Chapter 14 of the Listing Rules in relation to the Disposal, when calculated on an aggregated basis, is more than 25%, but all applicable percentage ratios are less than 75%, the Disposal constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the knowledge, information and belief of the Board, after having made all reasonable enquiries, no Shareholders or any of their respective associates have any material interest in the Disposal. As such, no Shareholders would be required to abstain from voting on the resolution approving the Disposal. As at the date of this announcement, the Relevant Shareholders, being a closely allied group of Shareholders, control an aggregate of 4,178,703,115 Shares, which represents approximately 56.61% of the issued share capital of the Company and voting rights in the general meeting of the Company and written shareholders' approval for the Disposal has been obtained from the Relevant Shareholders. Accordingly, pursuant to Rule 14.44 of the Listing Rules, such written shareholders' approval may be accepted in lieu of holding a general meeting of the Company to approve the Disposal upon satisfaction of the conditions set out under Rule 14.44 of the Listing Rules.

The Relevant Shareholders are as follows:

	<b>Number of Shares held</b>	<b>Approximate percentage shareholding (Note 1)</b>
Ms. Li Shao Yu	881,352,342	11.94%
Asia Link Capital Investment Holdings Limited (Note 2)	3,020,118,773	40.91%
Team Success Venture Holdings Limited (Note 2)	230,900,000	3.13%
TRXY Development (HK) Limited (Note 2)	46,332,000	0.63%
Total	<u>4,178,703,115</u>	<u>56.61%</u>

*Notes:*

1. The percentage was calculated based on 7,381,776,805 issued Shares as at the date of this announcement.
2. Asia Link Capital Investment Holdings Limited, Team Success Venture Holdings Limited and TRXY Development (HK) Limited are beneficially owned by Ms. Li Shao Yu.

A circular containing, among other information, further details of the Disposal and other information as required under the Listing Rules will be despatched to the Shareholders on or before 5 August 2025.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors;
“Company”	Aceso Life Science Group Limited, a company incorporated under the laws of Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning as ascribed thereto under the Listing Rules;
“Directors”	the director(s) of the Company from time to time;

“Disposal”	the disposal of an aggregate of 568,984,000 HTICI Shares by the Vendor on the open market through the Stock Exchange at an aggregate consideration of approximately HK\$132,000,000 (excluding stamp duty and related expenses) on 15 July 2025;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HTICI”	Hao Tian International Construction Investment Group Limited 昊天國際建設投資集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1341);
“HTICI Group”	HTICI and its subsidiaries;
“HTICI Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of HTICI;
“Independent Third Party”	third party(ies) independent of the Company and its connected persons;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Relevant Shareholders”	Asia Link Capital Investment Holdings Limited, Team Success Venture Holdings Limited, TRXY Development (HK) Limited and Ms. Li Shao Yu;
“Sale Shares”	an aggregate of 568,984,000 HTICI Shares, which have been disposed of by the Group under the Disposal;
“Shareholders”	shareholders of the Company;

“Stock Exchange”

The Stock Exchange of Hong Kong Limited; and

“Vendor”

Hao Tian Management (China) Limited 昊天實業管理(中國)有限公司, a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company.

By order of the Board  
**Aceso Life Science Group Limited**  
**Zhiliang Ou**  
*Executive Director*

Hong Kong, 15 July 2025

*As at the date of this announcement, the Board comprises two executive directors, namely Mr. Fok Chi Tak and Dr. Zhiliang Ou, J. P. (Australia); one non-executive director, namely Ms. Jiang Yang; and three independent non-executive directors, namely Mr. Mak Yiu Tong, Mr. Lam Kwan Sing and Mr. Chan Ming Sun Jonathan.*