APEX ACE HOLDING LIMITED
光麗科技控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6036)

(I) DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF 18% OF THE ISSUED SHARE CAPITAL OF DATA STAR INC. AND (II) CHANGE IN USE OF PROCEEDS FROM THE GLOBAL OFFERING

Financial adviser to the Company

Diligent Capital Limited

THE ACQUISITION

The Board is pleased to announce that on 30 January 2026, the Purchaser entered into the Agreement with the Vendor, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Shares, representing 18% of the issued share capital of the Target Company, for a total Consideration of HK$65,296,000, which will be satisfied partly in cash and partly by way of the issue of the Promissory Note by the Purchaser.

Upon Completion, the Purchaser's interest in the Target Company's issued share capital will increase from 72% to 90%. As a result, the Target Company will be recognised as a 90% indirectly owned subsidiary of the Company. The financial results of the Target Company have been, and will continue to be, consolidated into the Group's financial statements.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 5% but all applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the Target Company is a non-wholly owned subsidiary of the Company. The Vendor holds the position of director in members of the Target Group, and holds 28% of the Target Company's issued share capital and is therefore considered a substantial shareholder of the Target Company. As a result, the Vendor is a connected person of the Company at the subsidiary level in accordance with Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.101 of the Listing Rules, a connected transaction is exempted from the circular, independent financial adviser and shareholders' approval requirements insofar as the Company is concerned if (i) the Board has approved the transaction; and (ii) the independent non-executive Directors have confirmed that the terms of the transaction are fair and reasonable, the transaction is on normal commercial terms or better and in the interests of the Company and its shareholders as a whole. The Board has approved the Acquisition, and the Directors, including the independent non-executive Directors, consider that although the Acquisition is not in the ordinary and usual course of business of the Group, (a) the terms of the Agreement are fair and reasonable, and (b) the Acquisition is conducted on normal commercial terms or better, and is in the interests of the Company and the Shareholders as a whole. As such, under Rule 14A.101 of the Listing Rules, the Acquisition is subject only to the reporting and announcement requirements, but is exempt from the circular, independent financial advice, and shareholders' approval requirements under Chapter 14A of the Listing Rules.

Completion is subject to the fulfillment (or waiver, as the case may be) of the Conditions, and therefore, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

CHANGE IN USE OF PROCEEDS FROM THE GLOBAL OFFERING

The Board hereby announces that it has resolved to reallocate the unutilised Listing Proceeds, amounting to approximately HK$35.9 million, representing approximately 30.7% of the total Listing Proceeds, which were originally intended for the acquisition and establishment of the Shenzhen head office, to finance the Consideration.

INTRODUCTION

On 30 January 2026 (after trading hours), the Purchaser and the Vendor entered into the Agreement.

THE AGREEMENT

The principal terms of the Agreement are summarised below:

Date	:	30 January 2026
Parties	:	(i) the Vendor; and
		(ii) the Purchaser.

As at the date of this announcement, the Vendor holds the position of director in members of the Target Group, and holds 28% of the Target Company's issued share capital and is hence a substantial shareholder of the Target Company. Therefore, the Vendor is a connected person of the Company at the subsidiary level in accordance with Chapter 14A of the Listing Rules.

Subject matter

Subject to and upon the terms and conditions of the Agreement, the Vendor shall as beneficial owner sell, and the Purchaser shall purchase the Sale Shares, representing 18% of the issued share capital of the Target Company.

Consideration

The aggregate Consideration shall be HK$65,296,000 and shall be satisfied by the Purchaser in the following manner:

(a) as to HK$46,800,000 shall be satisfied by the Purchaser in cash at Completion; and

(b) as to the remaining balance of the Consideration in the amount of HK$18,496,000 shall be satisfied by the Purchaser issuing the Promissory Note to the Vendor at Completion.

The Consideration was determined between the Purchaser and the Vendor after arm's length negotiations, based on a discount of approximately 29.8% to the market value of the Sale Shares, which is estimated at approximately HK$93,000,000 as of 7 January 2026 pursuant to the Valuation conducted using the market approach.

The Valuer adopted the market approach as it requires far fewer subjective assumptions than the income approach, while the cost approach is inappropriate as the replication cost may not represent the value of the Target Company. The Valuer has obtained the business, financial and operational information of the Target Company from its management and performed market research during the Valuation, subject to limitations such as the reliance on the accuracy of information provided. The Valuer has also adopted major assumptions, including the going concern and liquidity of the Target Company, and there being no major changes to the regulatory and market environment, in their Valuation.

The Valuer has determined 7 publicly listed companies comparable to the Target Company (the "**Comparable Companies**") which are principally engaged in the distribution of electronic components, computer products and other related products. The Valuation was conducted based on price to sales ("**P/S**") multiple, calculated by the market capitalisation of the Comparable Companies divided by the latest trailing twelve-month sales. The adopted P/S multiples of the Comparable Companies after the adjustment for size difference are in the range of 0.10 to 2.04, and the median adjusted P/S multiple is 0.18. The Valuer has also made adjustments for the lack of marketability of the Sale Shares in determining the appraised value.

The Consideration will be financed by the unutilised Listing Proceeds and the Group's internal resources.

Conditions precedent

Completion shall be conditional upon and subject to:

(a) all necessary consents, licences and approvals required to be obtained on the part of the Vendor in respect of the Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect; and

(b) all necessary consents, licences and approvals required to be obtained on the part of the Purchaser in respect of the Agreement and the transactions contemplated thereunder having been obtained and remain in full force and effect.

The Purchaser may at any time before Completion by writing to the Vendor waive the Conditions. If the Conditions have not been satisfied (or waived, as the case may be) on or before 4:00 p.m. on 28 February 2026, or such later date as the Vendor and Purchaser may agree in writing, the Agreement shall cease and determine, and thereafter neither party under the Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place on the Completion Date.

Upon Completion, the Purchaser's interest in the Target Company's issued share capital will increase from 72% to 90%. As a result, the Target Company will be recognised as a 90% indirectly owned subsidiary of the Company. The financial results of the Target Company have been, and will continue to be, consolidated into the Group's financial statements.

THE PROMISSORY NOTE

Pursuant to the Agreement, the Purchaser shall deliver to the Vendor the Promissory Note at Completion. The Purchaser shall repay the principal sum of HK$18,496,000 (the "**Principal Sum**") to the Vendor on an interest-free basis on the date falling forty-five (45) days from the date of issue of the Promissory Note.

The Promissory Note is not transferable unless with prior written consent of the Purchaser (such written consent shall not be unreasonably withheld or delayed by the Purchaser) and the transfer is in compliance with relevant laws and regulations.

The holder of the Promissory Note shall not have the right to request the Purchaser for early redemption of the Promissory Note or any part of the Principal Sum.

The Promissory Note constitutes a general, unsecured, and unsubordinated obligation of the Purchaser and ranks equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Purchaser.

INFORMATION OF THE COMPANY AND THE PURCHASER

The Company is an investment holding company, while the Group operates as a distributor based in Hong Kong, specializing in semiconductors and a range of electronic components. The Group's primary operations include supplying digital storage products and general electronic components, as well as offering complementary technical support services in both Mainland China and Hong Kong.

The Purchaser is an investment holding company incorporated in the British Virgin Islands with limited liability and is a direct wholly owned subsidiary of the Company as of the date of this announcement.

INFORMATION ABOUT THE VENDOR

As at the date of this announcement, the Vendor holds the position of director for members of the Target Group. Additionally, as at the date of this announcement, the Vendor holds 28% of the Target Company's issued share capital and is hence a substantial shareholder of the Target Company. Therefore, the Vendor is a connected person of the Company at the subsidiary level in accordance with Chapter 14A of the Listing Rules.

INFORMATION ABOUT THE TARGET GROUP

The Target Company and the Target Group

The Target Company is a company incorporated in the British Virgin Islands with limited liability, and as of the date of this announcement, the Vendor and the Purchaser beneficially own 28% and 72% of the issued share capital of the Target Company, respectively.

The Target Company is an investment holding company that directly and indirectly owns five subsidiaries, including: (i) Team Well Electronics Technology Limited; (ii) Ascent Way International Limited; (iii) Ascent Way International (East China) Limited; (iv) JinZiYang Technology (Hong Kong) Co., Limited; and (v) Ascent Way International (SZ) Limited*（深圳振啟電子有限公司）.

(i) Team Well Electronics Technology Limited

Team Well Electronics Technology Limited is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, Team Well Electronics Technology Limited is wholly owned by the Target Company.

As at the date of this announcement, Team Well Electronics Technology Limited is principally engaged in sales of electronic components.

(ii) Ascent Way International Limited

Ascent Way International Limited is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, Ascent Way International Limited is wholly owned by the Target Company.

As at the date of this announcement, Ascent Way International Limited is principally engaged in sales of electronic components.

(iii) Ascent Way International (East China) Limited

Ascent Way International (East China) Limited is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, Ascent Way International (East China) Limited is wholly owned by Ascent Way International Limited.

As at the date of this announcement, Ascent Way International (East China) Limited is principally engaged in sales of electronic components.

(iv) JinZiYang Technology (Hong Kong) Co., Limited

JinZiYang Technology (Hong Kong) Co., Limited is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, JinZiYang Technology (Hong Kong) Co., Limited is wholly owned by Ascent Way International Limited.

As at the date of this announcement, JinZiYang Technology (Hong Kong) Co., Limited is a dormant company.

(v) Ascent Way International (SZ) Limited* (深圳振啟電子有限公司)

Ascent Way International (SZ) Limited is a company established in the PRC with limited liability. As at the date of this announcement, Ascent Way International (SZ) Limited is wholly owned by Ascent Way International Limited.

As at the date of this announcement, Ascent Way International (SZ) Limited is principally engaged in sales of electronic products.

Financial information of the Target Group

Below is the unaudited consolidated financial information of the Target Group for the years ended 31 December 2023 and 2024 and the six months ended 30 June 2025, as extracted from the unaudited consolidated financial statements of the Target Group for the same period:

	For the six months ended 30 June 2025	**For the years ended 31 December**	
		2024	**2023**
	HK$'000	*HK$'000*	*HK$'000*
Revenue	1,271,711	1,300,027	1,025,895
Profit/(loss) before taxation	38,368	(3,425)	22,572
Profit after taxation	31,496	1,224	21,341

Based on the unaudited financial statements of the Target Group as at 30 June 2025, the unaudited consolidated total assets and net assets of the Target Group as at 30 June 2025 amounted to approximately HK$694,439,000 and approximately HK$156,760,000, respectively. The original investment and acquisition cost of the Sale Shares to the Vendor was HK$4,804,800.

REASONS FOR AND BENEFITS OF THE ACQUISITION

As disclosed in the Company's interim report for the six months ended 30 June 2025, the Board has noted significant structural growth and divergence within the global semiconductor market. The demand for artificial intelligence-driven high-performance computing has become the primary driver of this growth, while traditional sectors such as consumer electronics and automotive electronics are gradually recovering. This upward trend is largely driven by rising demand for logic chips and memory products, which continue to benefit from advancements in artificial intelligence, cloud infrastructure, and high-end consumer electronics. A double-digit growth rate is expected in this sector.

Specifically, the demand for both logic and memory chips remains robust due to the influence of artificial intelligence. Given this favorable industry outlook, the Target Group is well positioned to capitalize on substantial global demand for these products, benefiting significantly from trends in artificial intelligence, cloud infrastructure, and high-end consumer electronics. The increased demand has had a favorable impact on the Group's financial performance, as reflected in the Target Group's results in the first half of 2025.

Furthermore, the Vendor has indicated a willingness to divest his equity interest in the Target Company for personal business reasons. In light of the positive industry prospects and the anticipated financial contributions of the Target Group to the Company, the Directors are of the opinion that the Acquisition will enhance and consolidate the control over the management and operations of the Target Group, thereby potentially increasing profits attributable to the Company's equity shareholders.

Consequently, after careful evaluation of the Agreement's terms, which are considered to be on normal commercial terms, the Directors, including the independent non-executive Directors, conclude that the Acquisition is fair, reasonable, and in the interest of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Acquisition exceeds 5% but all applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, the Target Company is a non-wholly owned subsidiary of the Company. The Vendor holds the position of director in members of the Target Group, and holds 28% of the Target Company's issued share capital and is therefore considered a substantial shareholder of the Target Company. As a result, the Vendor is a connected person of the Company at the subsidiary level in accordance with Chapter 14A of the Listing Rules. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.101 of the Listing Rules, a connected transaction is exempted from the circular, independent financial adviser and shareholders' approval requirements insofar as the Company is concerned if (i) the Board has approved the transaction; and (ii) the independent non-executive Directors have confirmed that the terms of the transaction are fair and reasonable, the transaction is on normal commercial terms or better and in the interests of the Company and its shareholders as a whole. The Board has approved the Acquisition, and the Directors, including the independent non-executive Directors, consider that although the Acquisition is not in the ordinary and usual course of business of the Group, (a) the terms of the Agreement are fair and reasonable, and (b) the Acquisition is conducted on normal commercial terms or better, and is in the interests of the Company and the Shareholders as a whole. As such, under Rule 14A.101 of the Listing Rules, the Acquisition is subject only to the reporting and announcement requirements, but is exempt from the circular, independent financial advice, and shareholders' approval requirements under Chapter 14A of the Listing Rules.

None of the Directors has any material interest in the Acquisition, and hence none of them is required to abstain from voting on the resolutions passed by the Board to approve the Agreement and the transactions contemplated thereunder.

Completion is subject to the fulfillment (or waiver, as the case may be) of the Conditions, and therefore, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

CHANGE IN USE OF PROCEEDS FROM THE GLOBAL OFFERING

References are made to (i) the prospectus of the Company dated 28 February 2018 (the "**Prospectus**") in relation to the listing of the Shares on the Stock Exchange (the "**Global Offering**"), which detailed, among other things, the proposed use of the Listing Proceeds; and (ii) the interim report of the Company for the six months ended 30 June 2025 (the "**Interim Report**"), which disclosed the utilization of the Listing Proceeds up to 30 June 2025.

The Board hereby announces that, based on the reasons set out in the section headed "Reasons for the change in use of the Listing Proceeds" below, it has resolved to reallocate the unutilized Listing Proceeds, amounting to approximately HK$35.9 million, representing approximately 30.7% of the total Listing Proceeds, which were originally intended for the acquisition and establishment of the Shenzhen head office, to finance the Consideration.

An analysis of the utilisation of the Listing Proceeds as of the date of this announcement, and the revised changes regarding the allocation of the unutilised Listing Proceeds, are outlined below:

Planned use of the Listing Proceeds	**Allocation of the Listing Proceeds as stated in the Prospectus** *HK$'000*	**Actual use of the Listing Proceeds up to the date of this announcement** *HK$'000*	**Unutilized Listing Proceeds as at the date of this announcement** *HK$'000*	**Revised allocation of the Listing Proceeds** *HK$'000*
Repayment of bank loans	39,045	39,045	–	–
Establishing a new product and development department	2,810	2,810	–	–
Strengthening sales, marketing, and technical support teams by recruiting staff and providing trainings	10,750	10,750	–	–
Enhancing the warehouse and office in Hong Kong	4,600	4,600	–	–
Installing ERP and supporting software	7,090	7,090	–	–
Establishing new offices in the PRC	5,027	5,027	–	–
Acquisition and establishment of the Shenzhen head office	35,888	–	35,888	–
Working capital for general corporate purposes	11,690	11,690	–	–
Financing the Consideration	–	–	–	35,888
Total	**116,900**	**81,012**	**35,888**	**35,888**

Reasons for the change in use of the Listing Proceeds

As set out in the Interim Report, the COVID-19 pandemic has adversely affected the global economy, compounded by factors such as the United States-China trade conflict and challenging industry conditions. These circumstances have had a significant impact on the Group's financial performance. Considering this, the Board has taken a prudent approach to reassess the need to establish the Shenzhen Office, thereby postponing its establishment since the Global Offering.

Due to slower-than-expected development progress, the Directors believe it is prudent to reallocate the Listing Proceeds originally intended for the acquisition and establishment of the Shenzhen Office. These funds will now be used to finance the Consideration. This strategic decision will allow the Group to use its financial resources more efficiently and take advantage of investment opportunities that could enhance the Company's profits for its equity shareholders.

Furthermore, based on the considerations detailed in the section headed "Reasons for and benefits of the Acquisition", the Directors foresee growth in revenue and profit generation within the Target Group. By increasing its investment in the Target Company, the Group aims to strengthen its control over the Target Company's management and operations, thereby enhancing financial returns. Consequently, the Group intends to adjust its strategy to reallocate the unutilized Listing Proceeds effectively.

The Board believes that reallocating the unutilised Listing Proceeds aligns with the Group's current business strategy and will not significantly affect its operations. The Board considers this reallocation to be fair and reasonable, as it will allow the Group to use its financial resources more effectively to enhance profitability. Consequently, this decision is in the best interests of the Group and its Shareholders as a whole.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the contest requires otherwise:

"Acquisition"	an acquisition of the Sale Shares by the Purchaser from the Vendor in accordance with the terms and conditions of the Agreement

"Agreement"	the sale and purchase agreement entered into between the Purchaser and the Vendor on 30 January 2026 in relation to the Acquisition
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m. and is not lowered at or before 5:00 p.m. or on which a "black" rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 5:00 p.m. and is not discontinued at or before 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Company"	Apex Ace Holding Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 6036)
"Completion"	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Agreement
"Completion Date"	the third Business Day after the date of fulfilment (or waiver, where applicable) of the Conditions or such later date as the Vendor and the Purchaser may agree in writing
"Conditions"	condition(s) precedent to Completion as set out in the Agreement and the paragraph headed "Conditions precedent" in this announcement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the aggregate consideration for the sale and purchase of the Sale Shares of HK$65,296,000 in accordance with the Agreement

"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"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 Proceeds"	the net proceeds from the Global Offering in March 2018 of approximately HK$116.9 million
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Promissory Note"	the 0% promissory note in the principal amount of HK$18,496,000 to be issued by the Purchaser to the Vendor for the purpose of settling part of the Consideration in accordance with the Agreement
"PRC"	the People's Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Purchaser"	Apex Team Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
"Sale Shares"	396,000 ordinary shares of the Target Company, representing 18% of the issued and paid-up share capital of the Target Company
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Data Star Inc., a company incorporated in the British Virgin Islands with limited liability and as of the date of this announcement, the Vendor and the Purchaser beneficially own 28% and 72% of the issued and paid up capital of the Target Company, respectively
"Target Group"	the Target Company and its subsidiaries
"Valuation"	the valuation of the market value of the Sale Shares of approximately HK$93,000,000 as of 7 January 2026, which was conducted by the Valuer, using the market approach
"Valuer"	Ravia Global Appraisal Advisory Limited, an independent professional valuer
"Vendor"	Mr. Pai Yi Lin*（白逸霖）
"%"	per cent

For and on behalf of
Apex Ace Holding Limited
Lee Bing Kwong
Executive Director, Chairman and
Chief Executive Officer

Hong Kong, 30 January 2026

As at the date of this announcement, the executive Directors are Mr. Lee Bing Kwong (Chairman and Chief Executive Officer) and Ms. Lo Yuen Lai; the non-executive Director is Mr. Lo Yuen Kin, and the independent non-executive Directors are Mr. Cheung Siu Kui, Mr. Yim Kwok Man, Dr. Chow Terence, and Mr. Cheung Hung Kwong.

* *For identification purpose*